

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2024 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File No. 1-8625



READING INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

95-3885184
(I.R.S. Employer Identification Number)

189 Second Avenue, Suite 2S
New York New York
(Address of principal executive offices)

10003
(Zip Code)

Registrant's telephone number, including Area Code: (213) 235-2240

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Nonvoting Common Stock, \$0.01 par value	RDI	NASDAQ
Class B Voting Common Stock, \$0.01 par value	RDIB	NASDAQ

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for shorter period than the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 28, 2024 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates based on the closing price on that date as reported by the Nasdaq Stock Market was \$37,083,486. As of March 28, 2025, there were 20,603,203 shares of class A non-voting common stock, par value \$0.01 per share and 1,680,590 shares of class B voting common stock, par value \$0.01 per share, outstanding.

Documents Incorporated by Reference

Certain portions of the registrant's definitive Proxy Statement for the 2025 annual meeting of the stockholders to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year ended December 31, 2024 are incorporated by reference into Part III of this Annual Report on Form 10-K.

READING INTERNATIONAL, INC.

ANNUAL REPORT ON FORM 10-K

YEAR ENDED DECEMBER 31, 2024

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PART I

Item 1 – Our Business

GENERAL

Reading International, Inc. ("RDI" and collectively with our consolidated subsidiaries and corporate predecessors, our "Company," "Reading," "we," "us," or "our") was incorporated in 1999 incident to our reincorporation in the State of Nevada. Our class A non-voting common stock ("Class A Stock") and class B voting common stock ("Class B Stock") are listed for trading on the NASDAQ Capital Market (Nasdaq-CM) under the symbols RDI and RDIB, respectively. Our Corporate Headquarters is at 189 Second Avenue, Suite 2S, New York, New York, 10003.

Our corporate website address is www.ReadingRDI.com. We provide, free of charge on our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we have electronically filed such material with, or furnished it to, the Securities and Exchange Commission (the "SEC") (www.sec.gov). The contents of our Company website are not incorporated into this report. Our corporate governance charters for our Audit and Conflicts Committee and Compensation and Stock Options Committee are available on our website.

BUSINESS DESCRIPTION

Synergistic Diversification and Branding

We are an internationally diversified company focused on the development, ownership and operation of entertainment and real property assets in three jurisdictions: (i) United States ("U.S."), (ii) Australia, and (iii) New Zealand. We group our businesses in two operating segments, which are owned and operated through various operating subsidiaries:

- **Theatrical Motion Picture Exhibition** ("Cinema Exhibition"), through as of the date of this 2024 Annual Report, our 60 cinemas.
- **Real Estate**, including real estate development and the rental or licensing of retail, commercial and live theatre assets comprised, as of the date of this 2024 Annual Report, of approximately 9,700,000 square feet of land and approximately 670,000 square feet of net rentable area.

Impacts on our Business due to the 2023 Hollywood strikes, the dramatic Interest Rate Rise and Increased Operating Costs, together with our Company's Responses

Since the COVID-19 pandemic began in March 2020, our business has faced a variety of headwinds. Fortunately, however, recently released movies, such as *Inside Out 2*, *Deadpool & Wolverine*, *Sonic the Hedgehog*, *Mufasa: The Lion King* and *Moana 2* and, what we believe to be a strong slate of film through the end of 2025, as well as the renewed recognition by the motion picture industry of the importance of a theatrical release window, make us optimistic for the future of the cinema business. Accordingly, we are continuing to support our investment in the beyond the home entertainment industry, to maintain our key cinemas and live theatres, to improve the amenities offered, and to protect those of our real estate assets which we believe offer the most substantial potential for preserving and building stockholder value.

The COVID-19 pandemic, while largely behind us now, had a significant impact on both the global economy and the cinema industry, affecting our operations and depleting our liquidity. In March 2020, government regulations mandated the temporary closure of our cinemas and live theaters across the United States, Australia, and New Zealand. This led to an immediate loss of cinema revenue and income, compounded by a shift in consumer behavior as people became more hesitant to engage in public entertainment. While recovering from the aftermath of the COVID-19, in 2023, our cinema operations faced unexpected disruptions and impacts due to the strikes by the Writers Guild of America (WGA) and the Screen Actors Guild-American Federation of Television and Radio Artists (SAG-AFTRA), stemming from labor disputes with the Alliance of Motion Picture and Television Producers (AMPTP), known as the "2023 Hollywood strikes." Additionally, between March 2022 and July 2023, the Federal Reserve raised the Federal Funds rate from 0.25% to 5.5%, marking the fastest interest rate hike in U.S. history. This in turn led to an increase in our interest expense. While the Central Banks of the three countries in which we do business have reduced interest rates from recent highs, rates remain elevated when compared to pre-Covid periods.

Additionally, over the last two years, our global cinema divisions have experienced (i) increased labor costs which have been legislated post-COVID-19 pandemic and (ii) increases in our cost of goods sold, utilities, and insurance. The legislatively mandated increased labor costs have impacted not only hourly compensation rates, but also leave time, the calculation of overtime pay, and the amount of administration and record keeping required to maintain and to document regulatory compliance. Our Company has, to some extent, balanced these overall increased expenses with strategic increases in ticket and food and beverage prices. However, our ability to pass on these costs is limited by our need to not increase prices to the extent that they present cost barriers and deter the generation of revenues. Furthermore, due to the fact that film licensing fees are fixed at a percentage of gross box office, typically more than a majority of any increase in ticket prices passes on directly to the film distributor and cannot be used by exhibitors to offset other increasing costs.

To address our liquidity challenges created by the above headwinds, our Company implemented a series of measures, including, without limitation, the following:

- (i) While typically leasing back any cinema component on what we believe to be beneficial terms, monetizing eight real estate assets from 2021 through the end of the first quarter of 2025;
- (ii) Negotiating loan term extensions and covenant waivers with various lenders;
- (iii) Closing unprofitable cinemas: in the U.S. one in 2022, three in 2023, and one in 2024, and in New Zealand one in 2023;
- (iv) Negotiating rent abatements and deferrals with various of our cinema landlords; and
- (v) Implementing cash preservation strategies such as delaying non-essential capital expenditures.

However, where we have been able to negotiate rent deferrals, we still face the burden of paying back those deferrals which totaled \$9.6 million as of December 31, 2024. Also, we need to address the deferral of capital expenditures related to certain cinemas that may not have the level of amenity that we would desire and, in some cases, we believe that this has adversely impacted our revenues. Our loan extension and covenant waivers have, in some cases, necessitated our agreement to pay increased interest margins.

Due to our status as a public company, together with only three other U.S. publicly traded exhibitors (Marcus, Cinemark, and AMC), we were excluded from certain U.S. federal pandemic relief programs (i.e. Payroll Protection Program and U.S. Shuttered Venue Grant Program). This exclusion exacerbated our financial strain compared to other U.S. exhibitors. In some markets, we also face competition from competitors who have been able to make use of U.S. bankruptcy laws to renegotiate their lease and other liabilities.

In the post-COVID landscape, we have focused on key strategic initiatives to improve operational margins. Each of our global cinema divisions achieved a record-high annual Food & Beverage per capita in 2024. Additionally, all of our domestic cinemas and 71% of our cinemas in Australia and New Zealand now hold liquor licenses. The rollout of our mobile ticketing and food and beverage apps has helped us boost Food & Beverage revenues while reducing employee hours, without in our view negatively impacting service quality. In many locations, we have also eliminated the need for a physical box office. Furthermore, we are continuously monitoring and, where appropriate, adjusting our hours of operation to better align with moviegoer demand.

Our real estate monetizations, beginning in 2021 and continuing through the date of this 2024 Annual Report, have produced \$156.1 million in net proceeds, which permitted us to pay down \$82.2 million in debt to banks and another institutional lender and to invest approximately \$35 million in capital improvements, while over the same period sustaining our operations and allowing us to retain our key employees and maintain our workforce. In early 2024, understanding our reduced need for administrative space during the shift to remote-working, we decreased our overall general and administrative expense by selling our administrative building in Culver City, California, freeing up cash of approximately \$1.3 million (after paying off our mortgage, brokerage commissions and transactional fees). We are currently reviewing our need for replacement office space and believe that the disposition of this asset will save us approximately \$2.0 million in operating and holding costs for year 2025.

Additional cash will likely be required to maintain our liquidity through 2026, as the movie release schedule supporting the global cinema business normalizes following the 2023 Hollywood strikes and we pay back deferred rents and pay down interest bearing debt. In addition to working with our existing lenders for financing relief, we believe we can reasonably look to the monetization of certain additional real estate assets to provide a source of funding. While no assurances can be given as to the amounts that ultimately could be raised from the monetization of such assets, we believe that based on independent appraisals and our track record of successful monetizations, we can raise sufficient funding to provide our Company the additional liquidity that we anticipate will be needed for 2025 and 2026. In March, 2025, we entered into a call option agreement to sell our properties in Townsville, Queensland, Australia for A\$ 32 million, which is in its due diligence period. Those assets have a book value of \$17.4 million. For local tax reasons, property transaction which include any buyer due diligence rights are structured as "option agreements." While no assurances can be given, the option, if exercised, contemplates settlement in mid-April and the option holder has made a refundable deposit of A\$ 1.6 million. We would be retaining a leasehold estate in our cinema at that location.

Going forward, our focus with respect to maintaining our liquidity will continue to be to look to the monetization of real estate assets that, in our judgment and given our capital resources, will not likely provide core long-term growth opportunities for our stockholders into the future.

Since 2020, our ability to raise additional liquidity has allowed us to navigate the ongoing challenges in the cinema industry. As we begin to transition away from certain adverse environmental factors affecting us (such as the Pandemic, and the 2023 Hollywood strikes), we are seeing a strengthening of our cinema revenues. Except for the decline in 2024 due to the 2023 Hollywood strikes, overall revenues have shown an upward trend since 2020. Our total revenues for the years ended December 31, 2020, 2021, 2022, 2023, and 2024 were \$77.9 million, \$139.1 million, \$203.1 million, \$222.7 million, and, dipping somewhat in 2024 to \$210.5 million, respectively, compared to \$276.8 million for the year ended December 31, 2019, the last pre-pandemic year. While 2024 saw a slight decrease in revenues, reflecting what we believe to have been the carryover from the interruption in production and release schedules caused by the strikes, there has been a clear upward trajectory since 2020, reflecting the ongoing adaptation of our business strategy and the evolving market dynamics.

After navigating the fallout from an unprecedented pandemic, the WGA went on strike from May 2, 2023, until September 27, 2023, followed by the SAG strike, which began on July 14, 2023, and lasted until November 9, 2023. This marked the first time in 63 years that both the WGA and SAG were on strike simultaneously. The strikes significantly impacted the first two quarters of 2024, with many major films facing delays in production and promotional activities. As a result, the box office performances of films released during this period were below expectations, particularly for cast-driven movies that lacked the typical promotional push from actors. For example, no major releases were scheduled for January 26, 2024, and only *Argylle* opened the following weekend. This strain on the industry led to 2024 losses of up to \$2 billion, according to *The Hollywood Reporter*. Major films like *Captain America: Brave New World*, *Mission: Impossible 8*, and *Avatar* sequels were delayed to 2025, while others pushed into late 2024 would not contribute materially to grosses until 2025. Although this was the case, the last two quarters of 2024 saw a notable recovery, driven by major box office hits such as *Wicked Part 1*, *Deadpool & Wolverine*, *Inside Out 2*, and many others. These successful releases helped drive stronger audience engagement and contributed to a more robust second half of the year, improving the overall industry outlook despite the earlier setbacks.

Despite the challenges we have faced and continue to face, we feel confident that the 2023 Hollywood strikes and their aftermath will only have a short term impact on our cinema business with the attendance and revenues growing in the last two quarters for 2024. We believe that our Company will overcome the obstacles that may lie ahead. As of the date of this 2024 Annual Report, audience levels are rebounding, and the box office success of certain films in the first half of 2024 such as *Inside Out 2*, *Dune: Part Two*, and *Kung Fu Panda 4*, together with the overall successful second half of 2024, which included highly anticipated releases such as, *Deadpool & Wolverine*, *Despicable Me 4*, *Beetlejuice*, *Beetlejuice*, *Moana 2*, *Wicked* and *Gladiator 2*, reaffirm our confidence that moviegoers remain enthusiastic about the cinematic experience. That second half of 2024 supports our expectation and enthusiasm that the full year of 2025 will deliver a stronger box office than 2024, which includes releases previously slated for 2024 but got bumped to 2025.

While our cinemas are continuing to recover from the pandemic and the 2023 Hollywood strikes, our real estate business exhibited greater resilience. Most of our tenants in Australia continued operations and met rental obligations, providing a stable revenue stream. As of the date of this Report, in Australia and New Zealand, our third party (or non-cinema) rental space is 96% leased on a full rent paying basis.

With regard to our architectural award winning 44 Union Square redevelopment project in New York City, in January 2022 we secured a long-term lease for the cellar, ground floor, and second floor of the building with an affiliate of Petco Health and Wellness Company, Inc. (NASDAQ: WOOF), a leading pet health and wellness company ("Petco"), which is in the premises on a full rent cash paying basis.

OUR COMMERCIAL BRANDS

Set forth below is a brief description of the various brands under which we organize our business operations:

Business Segment / Unit Cinema Exhibition / All Countries	Our Commercial Brands	Country	Description	Website Link
		United States Australia New Zealand	Our Reading Cinemas tradename is derived from our over 186-year history as the "Reading Railroad" featured on the <i>Monopoly</i> [®] game board. Under this brand, we deliver beyond-the-home entertainment (principally mainstream movies and alternative content and food and beverage) across our three operating jurisdictions. All our cinemas are equipped with the latest, state-of-the-art digital screens, 27 Reading Cinemas feature at least one TITAN LUXE, TITAN XC or IMAX premium auditorium, and 195 of our Reading Cinemas screens feature luxury recliner seating as of December 31, 2024.	Reading Cinemas US Reading Cinemas AU Reading Cinemas NZ
		United States	Founded in 1917, our Consolidated Theatres circuit in the state of Hawaii is the oldest and largest circuit in Hawaii with six cinemas on the island of Oahu.	Consolidated Theatres
	  	United States Australia	Several of our cinemas are arthouses or specialty theaters operating under our Angelika brand. These cinemas feature specialty films, such as independent films, international films, and documentaries. Since its opening in 1989, our New York City Angelika Film Center has been and consistently continues to be one of the most popular and influential arthouse cinemas in the U.S., featuring principally independent and foreign films. To date, the following cinemas operate under the Angelika brand: <ul style="list-style-type: none"> (i) The Angelika Film Center & Cafés in San Diego, Dallas, TX, Fairfax, VA; (ii) The Angelika Pop-Up in Washington DC; (iii) The Tower Theater in Sacramento, CA; (iv) The Village East and Cinemas 123 in New York City; (v) Angelika Cinemas in South City Square in Brisbane; and (vi) The iconic State Cinema in Hobart, Tasmania, Each of our Angelika Film Centers also offers a curated food and beverage experience. We continue to look to expand our specialty theater portfolio by looking for more specialty theater sites in the U.S., Australia, and New Zealand.	Angelika Film Center State Cinema

Business Segment / Unit	Our Commercial Brands	Country	Description	Website Link
		United States Australia	<p>We launched Angelika Anywhere, an art focused streaming platform available in the U.S. in December 2020. We then launched the service in Australia in 2022. Our goal was to offer cinephiles easy and curated access to the type of product that has made our Angelika Film Center in NYC the most recognized, dedicated arthouse in North America</p> <p>To streamline our operations and human resources, we terminated the Angelika Anywhere service in Australia in January 2024. In addition, in the U.S., we are reviewing the long-term viability of Angelika Anywhere in the U.S. and may consider terminating or pausing the Angelika Anywhere service in the U.S.</p>	Angelika Anywhere
Real Estate / Leasing		United States	<p>Historically known as Tammany Hall, this approximately 73,000 square foot building overlooking Manhattan's Union Square, now has its first tenant Petco Animal Supplies Stores, Inc ("Petco") who occupies most of the ground floor, the cellar and the second floor, on a full rent cash paying basis.</p> <p>Hailed as a dramatic pièce de résistance with its first in the city, over 800-piece, glass dome, this building brings the future to New York's fabled past. Starting in 2027, the building has been recognized with multiple awards starting in 2017 including (i) The 2022 American Architecture Award for Restoration and Renovation; (ii) 2022 ACEC NY Engineering Excellence Award; and (iii) 2022 Building/Technology Systems Diamond Award.</p> <p>44 Union Square remains of the few locations in Manhattan that offer potential tenant(s) with a "brandable" site, only such location on Union Square.</p>	44 Union Square
		Australia	<p>Located on 219,228 square feet of land in suburban Brisbane, Newmarket Village is currently comprised of approximately 144,419 square feet of net rentable area, including a Coles Supermarket and 49 other third-party tenants, offering community level F&B, retail, and professional services.</p> <p>At the end of 2017, we completed a major expansion that added an eight-screen Reading Cinemas with TITAN LUXE, an additional 10,000 square feet of restaurant tenant space and 124 parking spaces.</p> <p>Adjacent to our Newmarket Village, we own a three-level, 21,582 square foot office building. Taken together with the retail components, the center is 96% leased as of December 31, 2024.</p>	Newmarket Village
		Australia	<p>Anchored by our six-screen Reading Cinemas, and 16 other third party tenants offering F&B or other retail offers, Cannon Park is located in Townsville, Australia, and is currently comprised of 408,372 square feet of land and 126,368 square feet of net rentable area.</p> <p>As of December 31, 2024, this property was 94% leased and is currently being held for sale.</p>	Cannon Park Townsville
		Australia	<p>Anchored by our 10-screen Reading Cinemas and six F&B or third-party tenants, The Belmont Common is in Perth, Australia, and is currently comprised of 103,204 square feet of land and 60,117 square feet of net rentable area.</p> <p>As of December 31, 2024, this property was 100% leased.</p>	The Belmont Common

Business Segment / Unit	Our Commercial Brands	Country	Description	Website Link
		New Zealand	Our property assets in Wellington, New Zealand, including Courtenay Central was sold on January 31, 2025. We are advised that the new owner intends to redevelop the property, and we have entered into an Agreement to Lease with respect to the cinema component of that redevelopment.	Courtenay Central
Live Theatre		United States	<p>We operate two off-Broadway live theatres in Manhattan under the Liberty Theatres tradename.</p> <p>Since 2018, the Minetta Lane Theatre has been operated pursuant to a license agreement with Audible, a subsidiary of Amazon. Audible extended its license agreement with us through March 15, 2026, with an option on their part to extend for an additional year. During 2024, of shows such as “Laura Benanti: Nobody Cares”, “Dead Outlaw” ““Strategic Love Play” along with many others were presented at the Minetta Lane.</p> <p>Following STOMP’s almost 30-year historical run at the Orpheum, we have licensed a variety of new shows. We believe that there is ongoing substantial demand for off-Broadway venues like our Orpheum and Minetta Lane.</p>	Liberty Theatres

Our business plan has been to coordinate cinema-based entertainment and real estate to create a mutually beneficial partnership. Our historically strong and consistent cash flows from our cinemas have, prior to the pandemic and the 2023 Hollywood strikes, enabled us to be strategic and proactive in acquiring and holding long-term real estate assets, including non-income producing land, fueling our real estate development endeavors. However, while we believe our cinema operations to be on the rebound, the uncertainty as to the current U.S. cinema cash flows has required that we continue to constrain our activities on both the cinema and real estate sides of our business.

To date, our real estate portfolio has provided us with a good foundation and has helped us weather unforeseeable events. Historically, this has given us financial leverage providing us with a collateral base to support comparatively long term and stable real estate-based borrowing. More specifically, the combination of these two segments can provide a variety of business advantages. Over the past four years of the COVID-19 pandemic, the 2023 Hollywood strikes, and spiking interest rates, our real estate base has helped us to sustain our key operations and assets. We have monetized approximately \$159.3 million in real estate assets over this period, which we have used to pay down debt, sustain operations, pay interest and satisfy capital commitments. We anticipate that strategic monetization of real estate assets which, in our view, do not offer significant opportunities for future enhancement given our current capital situation, will sustain us while the cinema industry returns to normal and while, in the meantime, we pay back rent deferrals and reduce interest bearing debt.

Our hybrid, multi-country strategy emphasizes diversification, and the building of long-term hard asset values. We believe that this business strategy is proving its worth as we have progressed through and are emerging from the aftermath of the COVID-19 pandemic 2023 Hollywood strikes and recent spikes in interest rates.

As of December 31, 2024, our principal tangible assets included:

- interests in 60 cinemas comprising of 486 screens;
- own our 44 Union Square property in Manhattan. The cellar, ground floor, and second floor of the building are fully leased to Petco, which is in occupancy of its premises on a full rent paying basis;
- own and operate four Entertainment Themed Centers (“ETCs”) known as Newmarket Village (in a suburb of Brisbane), The Belmont Common (in a suburb of Perth), and Cannon Park (in Townsville) in Australia (currently being held for sale), and Courtenay Central (in Wellington) in New Zealand, which was sold on January 31, 2025. (We have entered into an Agreement to Lease for the cinema at that site);
- own and operate our administrative office building in South Melbourne, Australia;
- own and operate the fee interests in two commercial properties in Manhattan improved with live theatres comprised of a single stage in each location;
- own a 75% managing member interest in a limited liability company which in turn owns the fee interest in and improvements constituting our Cinemas 1,2,3 located in Manhattan;
- own an approximately 23.9-acre rail access industrial property in Williamsport, Pennsylvania, which is currently being held for sale;
- have exercised our option to purchase the improvements and ground lease comprising our Village East by Angelika cinema and headquarters building at 189 Second Avenue in Manhattan; and

- own approximately 201-acres principally in Pennsylvania from our legacy railroad business, including the Reading Viaduct, comprising over 6 acres in downtown Philadelphia; and
- held cash and cash equivalents, aggregating \$12.3 million

For a breakdown of our real estate assets, please refer to Part I, Item 2 – Properties.

We now present an overview of our business segments.

CINEMA EXHIBITION

Overall

We are committed to delivering exceptional cinematic experiences for our guests, combining hospitality-driven comfort and service with state-of-the-art cinematic presentations. Our offerings include uniquely designed venues, carefully curated film and event programming, and thoughtfully crafted food and beverage selections. As previously mentioned, we operate our global cinema exhibition business under three primary distinguished brands: Reading Cinemas, Consolidated Theatres and Angelika Film Centers.

Shown in the following table are the number of locations and screens in our theater circuit in each country, by state/territory/region, our cinema brands, and our interest in the underlying asset as of December 31, 2024:

Country	State / Territory / Region	Location Count	Screen Count	Interest in Asset Underlying the Cinema		Operating Brands
				Leased	Owned	
United States	Hawaii	6	74	6		Consolidated Theatres
	California	6	72	6		Reading Cinemas, Angelika Film Center
	New York	3	16	2	1	Angelika Film Center
	Texas	1	8	1		Angelika Film Center
	New Jersey	1	12	1		Reading Cinemas
	Virginia	1	8	1		Angelika Film Center
	Washington DC	1	3	1		Angelika Film Center
	U.S. Total	19	193	18	1	
Australia	Victoria	9	62	9		Reading Cinemas
	New South Wales	6	44	6		Reading Cinemas
	Queensland	7	64	4	3	Reading Cinemas, Angelika Cinemas, Event Cinemas(1)
	Western Australia	4	27	3	1	Reading Cinemas
	South Australia	2	15	2		Reading Cinemas
	Tasmania	2	14	2		Reading Cinemas, State Cinema by Angelika
	Australia Total	30	226	26	4	
New Zealand	Wellington	2	15	1	1	Reading Cinemas
	Otago	3	15	2	1	Reading Cinemas, Rialto Cinemas ⁽²⁾
	Auckland	2	15	2		Reading Cinemas, Rialto Cinemas ⁽²⁾
	Canterbury	1	8	1		Reading Cinemas
	Southland	1	5	1		Reading Cinemas
	Bay of Plenty	1	5		1	Reading Cinemas
	Hawke's Bay	1	4		1	Reading Cinemas
	New Zealand Total	11	67	7	4	
GRAND TOTAL		60	486	51	9	

- (1) Our Company has a 33.3% unincorporated joint venture interest in a 16-screen cinema located in Mt. Gravatt, Queensland managed by Event Cinemas.
- (2) Our Company is a 50% joint venture partner in two New Zealand Rialto cinemas totaling 13 screens. We are responsible for the booking of these cinemas and our joint venture partner, Event Cinemas, manages their day-to-day operations.

Considering current cash flow constraints, we remain focused on enhancing our existing cinema facilities, securing liquor licenses in Australia and New Zealand, and pursuing new cinema development opportunities to offer our customers premium experiences. These include luxury recliner seating, advanced presentation technologies such as superior sound systems, lounges, cafés, bar services, and additional amenities. Presently, 195 of our auditoriums are equipped with recliner seating (excluding joint ventures), while 33 auditoriums feature large-format screens, including TITAN XC, TITAN LUXE, or IMAX. While our circuit did transition to digital projection and sound systems; we retained the capability to showcase films in both 35MM and 70MM formats in select cinemas, catering to the preferences of certain directors and cinephiles.

Although we operate cinemas in three countries, the general nature of our operations and operating strategies do not vary materially from jurisdiction to jurisdiction. In each jurisdiction, our gross receipts are primarily from box office receipts, food and beverage sales, gift card purchases, online ticketing fees, and screen advertising. Our ancillary revenue is created principally from theater rentals (for example, for film festivals and special events), and ancillary programming (such as concerts and sporting events).

Our cinemas generated approximately 57% of their 2024 revenue from box office receipts. Ticket prices vary by location, with reduced rates available for senior citizens, children and, in certain markets, military personnel and students. In addition, across our U.S. based cinemas, we offer value ticket days, including Half Priced Tuesday and Mahalo Tuesdays (in our Hawaii locations.)

Showtimes and features are advertised across our websites, various internet platforms, and, in some markets, in select local newspapers. We are continuously expanding our presence on social media, which has allowed us to reduce our reliance on print advertising. Additionally, film distributors may promote certain feature films through various print, radio, television, and internet channels, with distributors typically covering these advertising costs.

Food and beverage (F&B) sales accounted for approximately 34% of our total 2024 cinema revenue. While nearly all of our global cinemas are licensed for the sale and on-site consumption of alcoholic beverages, our traditional F&B offerings have predominantly consisted of popcorn, candy, and soda. This is evolving, as more of our theaters are expanding their F&B selections. One of our key strategic priorities is to enhance our existing cinemas with a broader range of F&B options that align with emerging trends and customer preferences. We measure our performance in this area using spend per patron (SPP), comparing it both to our competitors and as an indicator of the effectiveness of our F&B operations. While the profitability of our F&B operations is influenced by various factors, including labor costs and the cost of goods sold, we believe this metric provides valuable insight into our top-line performance.

Screen advertising and other revenue contributed approximately 9% to our total 2024 cinema revenue. Except for certain rights that we have retained to sell screen advertising to local advertisers, we are not in the screen advertising business and nationally recognized screen-advertising companies' contract with us for the right to show such advertising on our screens.

Management of Cinemas

Except for our three unconsolidated cinemas, we manage our cinemas with executives located in Los Angeles and Manhattan in the U.S., Melbourne, Australia, and Wellington, New Zealand. Our two New Zealand Rialto cinemas are owned by a joint venture in which Reading New Zealand is a 50% joint venture partner. While we assist with the booking of these two cinemas, our joint venture partner, Event Cinemas, manages their day-to-day operations. Our one-third interest in a 16-screen Brisbane cinema is passive in nature. That cinema is also managed by Event Cinemas.

Licensing and Pricing

Movies are sourced from a wide range of distributors, including major studios such as Paramount Pictures, Warner Bros., Disney, Sony Pictures, Universal Pictures, and Lionsgate, as well as numerous smaller independent film distributors. In Australia and New Zealand, some of these major distributors work through local unaffiliated distributors. Globally, the major film distributors dominate the market for mainstream conventional films. In the U.S., art-house and specialty films are distributed through the specialty divisions of these major studios, such as Searchlight Pictures and Sony Pictures Classics, as well as through independent distributors like A24 and Neon. Payment terms for films are typically based on an agreed-upon percentage of box office receipts, which may vary depending on the specific film or theater.

Competition

Film is allocated by the applicable distributor among competitive cinemas and in an increasingly material number of situations to streaming services. As a result, there may be instances where we are unable to secure the rights to every film we wish to feature. In the Australian and New Zealand markets, we typically have access to the full range of films available. However, partly due to the impact of the COVID-19 pandemic, there has been a significant increase in the availability and quality of films offered by streaming services. Additionally, some major distributors have begun bypassing the traditional theatrical release window in favor of direct-to-streaming, premium video on demand (PVID), or video on demand (VOD) platforms. Over the past few years, video content has become a fundamental aspect of internet usage, with its prevalence rising across all online platforms as a key component of digital marketing strategies. Whether through social media, websites, email campaigns, or other communication channels, both short-form and long-form videos have become the primary method for engaging audiences.

The dominance of certain streaming subscription services such as Netflix, Amazon Prime, and Hulu continue to provide a form of competition to the theatrical experience offered in cinemas. Netflix's *Hit Man* and *Carry On* experienced popularity solely available for streaming. Additionally, Amazon Prime exclusively streamed *Road House* and did not have a theatrical run. And, recently Apple provided a short release window for the star-studded *Wolfs*. Most recently Universal Pictures released *Bridget Jones: Mad About the Boy* directly to Peacock in the United States, while the film enjoyed a successful theatrical run in Australia and New Zealand in early 2025.

Competition for films may be intense, depending upon the number of cinemas in a particularly competitive market. Our ability to obtain top grossing, first run feature films may be adversely impacted by our comparatively small size, and the limited number of screens and markets that we can supply to distributors. Moreover, because of the dramatic consolidation of screens into the hands of a few very large and powerful exhibitors such as AMC, Regal, and Cinemark, who between them control over 61% of the North American market, these

mega-exhibition companies can offer distributors access to many more screens in major markets than we can. Also, the major exhibitors have a substantial number of markets where they operate without material competition, meaning that the distributors have no alternative exhibitor for their films in these markets. As a result, distributors may prioritize these large exhibitors when licensing top-grossing films, rather than engaging with independent exhibitors such as ourselves. In contrast, the situation in Australia and New Zealand differs, as most major multiplex cinemas typically have access to all films currently in distribution, regardless of the ownership of the cinema. However, we face increased competition in these markets from boutique operators, who are able to secure limited-run bookings for top-grossing commercial films, thereby intensifying competition for customers seeking to view these high-demand films.

The availability of advanced technology and luxury recliner seating can significantly influence customer preferences when choosing a cinema. Recently, several cinemas have either opened or undergone renovations to incorporate luxury recliner seating and/or expanded food and beverage services, including the sale of alcoholic beverages and in-seat food delivery that compete with our cinemas. Some of our competitors, as a result of bankruptcy debt relief and/or what we believe to have been dilutive equity or convertible debt issuances, have more financial resources that do we to compete with cinema upgrades and enhancements.

Following substantial investments in our cinema portfolio since 2015, we believe our circuit is well-positioned for a strong recovery in the post-COVID-19 and post-Hollywood strike environment. Key metrics include:

- **Luxury Recliner Seating:**
 - 57% of our U.S. screens are equipped with luxury recliner seating.
 - 32% of our Australian and New Zealand (AU/NZ) screens feature luxury recliner seating.
- **Premium Large Format (PLF) Auditoriums:**
 - 37% of our U.S. theaters feature at least one PLF auditorium (IMAX, TITAN LUXE, or TITAN XC).
 - 53% of our AU/NZ theaters feature a PLF auditorium (TITAN XC or TITAN LUXE).
- **Enhanced Food and Beverage (F&B) Offerings:**
 - 84% of our U.S. cinemas offer enhanced F&B menus, including alcoholic beverages.
 - 55% of our AU/NZ cinemas provide enhanced F&B menus.
 - 81% of our global cinemas serve alcoholic beverages.

The film exhibition markets in the United States, Australia, and New Zealand are influenced by a small number of major exhibition companies with significant financial resources, enabling them to compete more aggressively than we can. Based on information in filings with the SEC, as of December 31, 2024, the principal exhibitors in the United States are: AMC (with 7,185 screens in 544 cinemas); Regal (with 5,594 screens in 416 cinemas), owned by Cineworld Group, the U.K.'s largest cinema operator; and Cinemark (with 4,255 screens in 304 cinemas). As of December 31, 2024, we were the 15th largest exhibitor in the United States with 193 screens in 19 cinemas.

The principal exhibitors in Australia are Event Cinemas (a subsidiary of Event Hospitality and Entertainment, Limited) ("Event"), Hoyts Cinemas ("Hoyts"), and Village Cinemas ("Village"). The major exhibitors control approximately 66% of the total cinema box office: Event 28%, Hoyts 27%, and Village 11%. By comparison, our 210 screens (excluding our joint venture theaters) represent approximately 8% of the total box office making us the fourth largest exhibitor in Australia. The industry is vertically integrated in Australia and New Zealand, in that Roadshow Film Distributors, a subsidiary of Village, serves as a distributor of film in Australia and New Zealand. As of December 31, 2024, we were the 4th largest exhibitor in Australia with 210 screens in 29 cinemas.

The principal exhibitors in New Zealand are Event Cinemas with 130 screens and Hoyts with 76 screens, nationally. The major exhibitors in New Zealand control approximately 53% of the total box office: Event 32% and Hoyts 21%. We have 9% of the market (Event and Reading market share figures exclude any joint venture theaters) and are the third largest exhibitor in New Zealand, operating 54 screens in 9 cinemas.

In-Home, Streaming and Mobile Device Competition

The in-home streaming and mobile device entertainment industry has experienced significant leaps in recent periods in both the quality and affordability of in-home and mobile device entertainment systems and in the accessibility to, and quality of, entertainment programming through cable, satellite, and internet distribution channels. The success of these alternative distribution channels (like Netflix, Hulu, AppleTV, Disney+, HBO Max, Peacock, and Amazon Prime Video) and the emergence of specially curated content for home and streaming markets is competing with films produced for theatrical release, placing additional pressure on film distributors to shorten or eliminate the time gap between theatrical and secondary release dates.

We are addressing these challenges by enhancing the comfort and service levels at our cinemas, offering convenient online ticket reservation services with guaranteed seating, investing in larger screens and superior sound systems, providing more specialized and alternative content to our audiences, and delivering greater value for moviegoers. Our focus is on emphasizing the unique social experience of attending the movies, and we are committed to making that experience as enjoyable as possible, within applicable capex limitations. To distinguish ourselves from other forms of video entertainment, we aim to highlight the special nature of viewing films and alternative content in a cinema setting, while developing strategies to capitalize on the increased production of films and feature

content. These challenges are relevant to both our U.S. and international cinema operations. We are proactively adapting our operational, programming, and marketing strategies to address the far-reaching impacts of the pandemic. Moving forward, we anticipate growing our cinema business through a disciplined approach to renovations and new opportunities on a global scale.

For instance, we are now expanding our rewards and membership offerings to enhance our overall cinematic experience. During the fourth quarter 2024, we launched paid subscription program in Australia that offers our guests a variety of values and perks. These services are in addition to free to join membership programs offered in the Angelika and Consolidated circuits in the U.S.

Further competitive issues are discussed under Item 1A – *Risk Factors*.

Seasonality

Major films are generally released to coincide with holidays. Historically, this has provided us with some balancing of our revenue because, apart from Christmas and New Years, there is no material overlap between holidays in the United States and those in Australia and New Zealand. Distributors may delay, in certain cases, releases in Australia and New Zealand to take advantage of Australian and New Zealand holidays that are not celebrated in the United States. However, the deferral of releases is becoming increasingly less common, given the need to address the internet and other channels of distribution that operate on a worldwide basis and are less tied to holiday schedules.

Following a disappointing slate of film in January and February, 2024, we started enjoying momentum in March 2024 with major films such as *Dune: Part Two* (\$715 million) and *Kung Fu Panda 4* (\$548 million). With major hits releasing throughout the year such as *Inside Out 2* (\$1.7 billion) and *Deadpool & Wolverine* (\$1.3 billion), we saw the momentum continue but it was not until the end of the year when we really saw the box office bolster up. Films such as *Wicked*, *Moana 2*, *Gladiator 2*, *Sonic the Hedgehog 3* and *Mufasa* strengthened the last two months of 2024.

REAL ESTATE

Overall

We engage in the real estate business through the development and our ownership and rental or licensing to third parties of retail, commercial and live theatre assets. As of December 31, 2024, we own the fee interests in both of our live theatres, and in 9 of our cinemas (as presented in the preceding table within the “Cinema Exhibition” section). We believe that our real estate business creates long-term value for our stockholders through the continuous improvement and development of our investment and operating properties, including our ETCs.

Our real estate activities have historically consisted principally of:

- the ownership of fee or long-term leasehold interests in properties used in our cinema exhibition activities or which were acquired for the development of cinemas or cinema-based real estate development projects;
- the acquisition and holding of fee interests in land for general real estate development;
- the licensing to production companies of our live theatres; and
- the redevelopment of our existing fee-owned cinema or live theatre sites to their highest and best use.

All our leasehold interests are cinema operating properties. We use office space at the Village East cinema building for our corporate headquarters.

We have brought all our Australia, New Zealand and U.S. real estate operations in-house. In addition to our principal properties as set out below, we own certain historic railroad properties (such as our Reading Viaduct and adjacent commercial properties in Philadelphia, which together make up approximately 6.5 acres of land in Philadelphia).

United States

Live Theatres – Minetta Lane and Orpheum

Included among our real estate holdings are two Off-Broadway style live theatres, operated through our Liberty Theatres subsidiary. We license theatre auditoriums to the producers of Off-Broadway theatrical productions and provide various box office and concessions services. The terms of our licenses are, except in the case of our license at the Minetta Lane, naturally, principally dependent upon the commercial success of our licensees. While we attempt to choose productions that we believe will be successful, we have no control over the production itself. At the current time, we have two single-auditorium theatres in Manhattan:

- the Minetta Lane (399 seats); and
- the Orpheum (347 seats).

Liberty Theatres is primarily in the business of licensing theatre space. However, we may from time to time participate as an investor in a play, which can help facilitate the exhibition of the play at one of our theatres and do from time to time rent space on a basis that allows us to share in a production's revenues or profits. Rental revenues, expenses, and profits are reported as part of the real estate segment of our business.

44 Union Square

At the end of 2019, we substantially completed the construction phase of our 44 Union Square redevelopment project, achieving approximately 73,000 square feet of net rentable area (calculated inclusive of anticipated BOMA adjustments) comprised of retail and office space. We have leased the first two floors and most of the cellar to Petco for a flagship, state-of-the-art facility. 44 Union Square/Tammany Hall, hailed as a dramatic *pièce de résistance* with its first in the city, over 800-piece, glass dome, brings the future to New York's fabled past and in the last few years has been awarded the (i) The American Architecture Award for Restoration and Renovation, (ii) the ACEC NY Engineering Excellence Award, (iii) and the Building/Technology Systems Diamond Award. Please refer to Item 7 – Recent Developments.

Cinemas 1,2,3

Currently operated as the Cinemas 123, we have historically treated this property as an asset held for long term development. However, in light of a variety of factors, such as market conditions in Manhattan for real estate assets, cost of capital and demands on our liquidity, we have begun to explore alternatives for this property.

Philadelphia Properties

We continue work to develop and realize the value of our real estate holdings in the City of Philadelphia. Our properties include the 0.7-mile-long Reading Viaduct – a raised rail bed and bridges reaching through the Callowhill and Poplar neighborhoods of Philadelphia and reaching to Vine Street in the City's Central Business District. Calculated inclusive of our contiguous properties, the Reading Viaduct comprises approximately 6.5 acres of land, plus various bridges passing over various public streets and sidewalks connecting our various parcels into one continuous land holding, unimpaired by any public thoroughfares.

Representatives of the City of Philadelphia and the City Center District have expressed an interest in acquiring the Reading Viaduct for park purposes as an extension to the existing Rail Park and in December 2023, the City adopted an ordinance enabling the condemnation of the Reading Viaduct, and the transfer of the property to a not-for-profit for use as a public park. However, since rail road property such as the Reading Viaduct is exempt from condemnation by state governments so long as such property is subject to the jurisdiction and oversight of the Federal Surface Transportation Board (the "STB"), the City has petitioned the STB for a determination that the Reading Viaduct is no longer rail road property subject to STB jurisdiction and oversight (the "STB Proceeding").

In our view, potentially adding to the value of the Reading Viaduct as a park and pedestrian corridor, the City last year was awarded a \$158 million federal grant to reconnect the Chinatown community with surrounding neighborhoods by covering the Vine Street Expressway I-676. This project will start directly across the street to the terminus of the Reading Viaduct at Vine Street, thus enhancing the value of the connectivity provided by our Reading Viaduct.

We believe the Reading Viaduct offers a substantial long-term opportunity for our Company through potentially selling or joint venturing (in whole or in part) part or all of the property. Our properties adjoining our Reading Viaduct include a number of free-standing legal parcels that could be monetized separately and/or apart from the main body of our Reading Viaduct.

Australia

We own and operate three ETCs in Australia. Our revenues from these sites consist of rental income and other ancillary charges from our various tenants.

Newmarket Village and Newmarket Office

Located on 219,228 square feet of land in suburban Brisbane, Newmarket Village is currently comprised of approximately 144,419 square feet of net rentable area, including a Coles Supermarket and 44 other third-party tenants. We added a state-of-the-art eight-screen Reading Cinemas with TITAN LUXE in December 2017. In 2024, we also executed 2 new leases and 11 renewal or other leases.

Cannon Park

Comprising 9.4-acres across two properties, Cannon Park City Center and Cannon Park Discount Center. Cannon Park was acquired in December 2015. Our multiplex cinema is one of the anchor tenants for Cannon Park City Center, the combined City and Discount Centre

features 16 third-party F&B and leisure tenants. In 2024, we executed 2 renewals or other leases. As of May 2024, we have classified this property as held for sale.

The Belmont Common

Anchored by our 10-screen Reading Cinemas with TITAN XC and six F&B or third-party tenants, The Belmont Common is located in Perth, Australia, and is currently comprised of 103,204 square feet of land and 60,117 square feet of net rentable area.

New Zealand

Courtenay Central

On January 31, 2025 we sold all of our properties in Wellington, New Zealand (including the Courtenay Central building) to Prime Property Group (“Prime”) for a purchase price of NZ\$38 million. We understand that Prime intends to redevelop the property, including a seismic upgrade of the existing Courtenay Central building. As a part of that transaction we have entered into an Agreement to Lease for the cinema component of that upgraded Courtenay Central building.

Our real estate holdings are described in further detail in *Item 2 – Properties*. Our real estate developments are described in *Item 7 – Recent Developments*.

Competition

A summary discussion of our view as to the competitive aspects of the markets where we own real estate properties is as follows:

United States

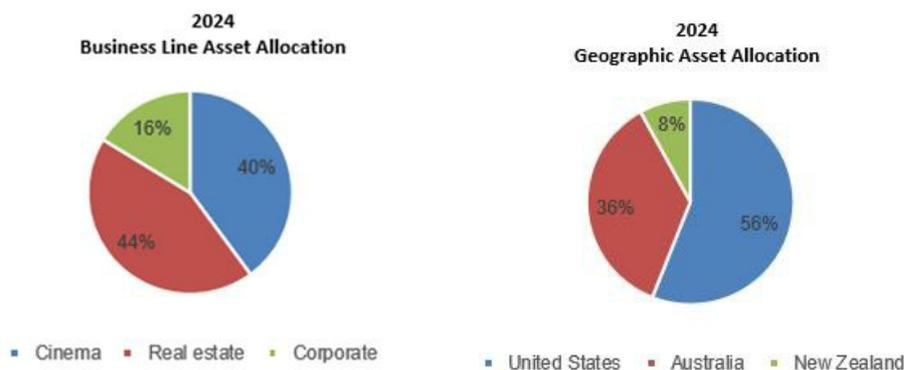
Demand for office space has declined generally in Manhattan since the onset of the COVID-19 pandemic with the increase in remote working. However, we are advised that demand for office space in the area of our 44 Union Square office space is increasing. Moreover, our building is not generic in nature, given its key Union Square location, its boutique size and brandability. The first two floors and most of the cellar of our 44 Union Square property are now fully leased to Petco. In addition to office uses, we are investigating a variety of possible non-office types of use for the remainder of the building.

Australia and New Zealand

Both countries have relatively stable economies with varying degrees of economic growth that are mostly influenced by global trends. Also, we have noted that our Australian and New Zealand developed properties have had consistent growth in rentals and values. This is in part a product of the fact that our tenancies have focused on entertainment services (cinemas, food and beverage) and essentials (such as groceries and pharmacies), which has to some extent insulated us from internet competition. We have lesser exposure to the office market in Australia, as we have one office building (21,582 sf) at Newmarket Village (which is 96% leased) and we own an office building (8,557sf) in South Melbourne (which is 100% leased) that serves as our corporate headquarters in Australia. We remain optimistic that our Australian and New Zealand holdings will continue to provide value and cash flows to our operations.

BUSINESS MIX AND FOREIGN CURRENCY IMPACT

At December 31, 2024, the book value of our assets was \$471.0 million, and our consolidated stockholders' book equity was (\$4.8) million. Calculated based on book value, \$191.0 million, or 40% of our assets, relate to our cinema exhibition activities and \$207.0 million, or 44%, of our assets, relate to our real estate activities.



For additional segment financial information, please see *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 4 –Segment Reporting*.

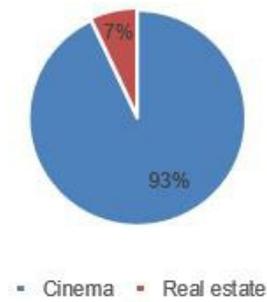
We have diversified our assets among three countries: the United States, Australia, and New Zealand. Based on book value, at December 31, 2024, we had approximately 56% of our assets in the United States, 36% in Australia and 8% in New Zealand

We have worked to maintain a balance both between our cinema and real estate assets and between our U.S. and our Australian and New Zealand assets. In 2024, we invested approximately \$0.8 million in our U.S. assets for the improvements of our cinema assets. We invested approximately \$1.2 million in our Australian assets, primarily for the development of our cinema assets and the Cannon Park City Centre. We invested approximately \$0.2 million in our New Zealand assets. Due to a variety of factors, including the COVID-19 pandemic, the 2023 Hollywood strikes and spiking interest rates, we have strategically monetized certain real estate assets, and may continue to do so in order to support our liquidity while the global cinema returns to normal. This has and will impact our allocations of assets and revenues among the U.S., Australia and New Zealand. As a subsequent event, we monetized our properties in Wellington, New Zealand for NZ\$ 38.0 million.

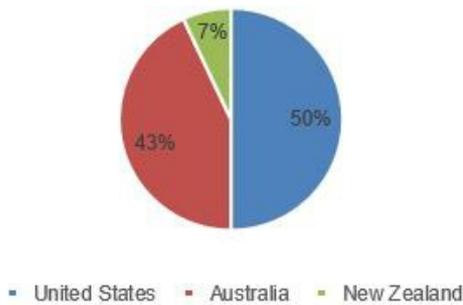
At December 31, 2024, we had cash and cash equivalents of \$12.3 million, which are treated as corporate assets. Our cash included \$5.0 million, \$6.4 million (AU\$10.3 million), and \$0.9 million (NZ\$1.7 million). We had total worldwide non-current assets of \$445.9 million, distributed as follows: \$249.9 million in the United States, \$158.6 million (AU\$256.4 million) in Australia and \$37.4 million (NZ\$66.8 million) in New Zealand. We had no unrestricted unused capacity of available corporate credit facilities on December 31, 2024.

For 2024, our gross revenues in the United States, Australia, and New Zealand were \$106.2 million (50%), \$90.5 million (43%), and \$13.9 million (7%), respectively, compared to \$120.0 million (54%), \$88.1 million (40%), and \$14.6 million (6%) for 2023. Our total gross revenues decreased in 2023 primarily because of a weaker film slate in 2024 compared to 2023 and the closing of underperforming theaters.

2024
Business Line Revenue Allocation



2024
Geographic revenue Allocation



As shown in the chart set forth in the International Business Risks section, exchange rates for the currencies of these jurisdictions have varied, sometimes materially. These ratios, naturally, have an impact on our revenues and asset values, which are reported in USD. The U.S. dollar has been appreciating compared to the Australian and New Zealand Dollar, which has the effect of reducing the value of our Australia and New Zealand earnings and cash flow from a U.S. point of view. Notwithstanding these fluctuations, we continue to believe that, over the long term, operating in Australia and New Zealand is a prudent diversification of risk. Over the years, Australia and New Zealand have continued to be ranked among the best countries to live by U.S. News in terms of quality of life. In our view, the economies of Australia and New Zealand are stable economies, and their lifestyles support our entertainment/lifestyle focus.

HUMAN CAPITAL RESOURCES

Our Company is committed to diversity and does not discriminate on the basis of sex, race, gender, ethnicity, religious beliefs or practices or any other protected characteristics. We strive to recruit and retain a diverse group of employees.

Our cinemas typically employ persons from the communities that they serve and accordingly, we believe that they reasonably reflect the diversification of such communities. Many of our jobs are entry level positions and offer comparatively flexible hours attractive to students and others seeking part-time employment. We believe that we provide a starting point for younger people entering the job market for the first time, as well as an opportunity for individuals with other life commitments and interests and who are not seeking full-time employment. Finding and retaining cinema staff has been a challenge in the post COVID period.

As of December 31, 2024, we had approximately (i) 89 executive/administrative and 8 real estate employees who were primarily full-time and (ii) 20 live theatre and 1,908 cinema employees worldwide who were predominantly part-time/casual employees. A small number of our cinema employees in New Zealand are union members. None of our Australian-based employees or other employees are subject to union contracts. We have a collective bargaining agreement in AU (referred to as an Enterprise Agreement) that covers all cinema wage earners. Overall, we are of the view that the existence of these collective bargaining agreements does not materially increase our costs of labor or our ability to compete.

We offer our employees what we believe to be a competitive benefits package. In the U.S., we offer a 401(k)-retirement savings plan (our “401(k) Plan”) that allows eligible U.S. employees to defer a portion of their compensation, within limits prescribed by the Internal Revenue Code, on a pre- and post-tax basis through contributions to the plan. We match contributions made by participants in our 401(k) Plan up to a specified percentage, and these matching contributions are fully vested as of the date on which the contributions are made. Currently, matching has been deferred as allowed by our 401(k)-plan due to COVID-19. For our employees in Australia and New Zealand, we offer superannuation plans in line with the requirements as they pertain to each government. We believe that providing a vehicle for retirement savings through our 401(k) Plan or superannuation plan, and making fully vested matching contributions in the U.S., in accordance with our compensation policies, adds to the overall desirability of our employee compensation package and further incentivizes our employees.

We have adopted a Code of Business Conduct and Ethics (the “Code of Conduct”) designed to help our Directors and employees resolve ethical issues. We have also adopted an Anti-Discrimination, Anti-Harassment and Anti-Bullying Policy (our “Anti-Discrimination Policy”). Our Code of Conduct and Anti-Discrimination Policy apply to all Directors and employees and are posted on our website. Our Board has established a means for employees to report a violation or suspected violation of the Code of Conduct and/or our anti-discrimination policy anonymously. In addition, we have adopted an “Amended and Restated Whistleblower Policy and Procedures,” which is also posted on our website, and establishes a process by which employees may anonymously disclose to our Principal Compliance Officer alleged fraud or violations of accounting, internal accounting controls or auditing matters. Each of these policies

have also been adopted by each of our subsidiaries that has employees in the United States. Similar policies have been adopted by our overseas employer subsidiaries. We are firm supporters of equal rights and diversity.

Our Green Initiatives.

We strive to do our part in the fight against climate change.

United States

In our U.S. theaters we are exploring options to transition to paper straws and bamboo biodegradable cutlery in the immediate future. We provide recycling bins and eco-friendly popcorn bags and to go containers at all our theaters. And, as we continue to recover from the pandemic our capex and maintenance budgets have been limited, but we have continued our energy enhancements programs, including the installation of (i) LED fixtures/bulbs to lower KWH usage and reduce our energy consumption across all the existing theatres (ii) budgeting and planning to continue modernizing our energy management systems, to efficiently control the current HVAC systems, and (iii) selective replacement HVAC package units, as warranted to improve our carbon footprint.

Australia and New Zealand

In our theaters in Australia and New Zealand, we have fully transitioned to (i) using commercially compostable bamboo takeaway cutlery nationally, (ii) using commercially compostable paper straws, and (iii) using commercially compostable soft drink cold cups, coffee cups, popcorn boxes, takeaway pizza boxes and takeaway clamshell hot food boxes. Our initiative to have our compostable range meet the Australia household compostable standard (AS 5810) has been granted. Additional environmental initiatives include (i) the ongoing transition of all lighting from halogen to LED, (ii) a paperless objective, creating editable forms stored securely in the cloud, and (iii) the purchase of laser projectors with significant operational energy savings and the removal of xenon bulb purchasing and disposal needs. Our first integrated BMS & film programming software interface completed in 2024 at our Millers Junction cinema, delivers energy consumption savings, via the film programming schedule solely determining the HVAC requirements of each auditorium.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Our statements in this annual report, including the documents incorporated herein by reference, contain a variety of forward-looking statements as defined by the Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "may," "will," "expect," "believe," "intend," "future," and "anticipate" and similar references to future periods. Examples of forward-looking statements include, among others, our expectations regarding renovations and addition of cinemas; our beliefs regarding the impact of the 2023 Hollywood strikes on the cinema business; our expected operating results, including our ultimate return to pre-pandemic type results; our expectations regarding the recovery and future of the cinema exhibition industry, including the strength of movies anticipated for release in the future; our expectations regarding people returning to our theatres and continuing to use discretionary funds on entertainment outside of the home; our beliefs regarding the impact of our cinema-anchored real estate developments; our beliefs regarding the success of our diversified business strategy; our expectations regarding our ability to enter into an extension agreement with Audible on terms acceptable to us; our expectations regarding the impact of streaming and mobile video services on the cinema exhibition industry; our expectations regarding the timing of the completions our renovation projects; our expectations regarding our ability to monetize our assets on terms acceptable to us; our expectations regarding credit facility covenant compliance and our ability to continue to obtain necessary covenant waivers; and our expectations of our liquidity and capital requirements and the allocation of funds.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- with respect to our cinema and live theatre operations:
 - reduced consumer demand due to inflationary pressures;
 - the adverse continuing impact of external events of past pandemic and strikes, on our cinema operations, liquidity, cash flows, financial condition, and access to credit markets;
 - the decrease in attendance at our cinemas and theatres due to (i) increased ticket prices (ii) a change in consumer behavior in favor of alternative forms or mediums of entertainment, and (iii) limited availability of wide release content;
 - reduction in operating margins (or negative operating margins) due to (i) decreased attendance, (ii) limited availability of wide release content, and (iii.) increased operating expenses;
 - unwillingness of employees to report to work due to illness or diseases or to otherwise conduct work under any revised work environment protocols;
 - competition from cinema operators who have successfully used debtor laws to reduce their debt and/or rent exposure;
 - the uncertainty as to the scope and extent of government responses to future outbreak of infectious diseases;
 - the disruptions or reductions in the utilization of entertainment, shopping, and hospitality venues, as well as in our operations, due to pandemics, epidemics, widespread health emergencies, or outbreaks of infectious diseases or to changing consumer tastes and habits;
 - the number and attractiveness to moviegoers of the films released in future periods, and potential changes in release dates for motion pictures;
 - the lack of availability of films in the short- or long-term as a result of (i) major film distributors releasing scheduled films on alternative channels, (ii) disruptions of film production, or (iii.) rescheduling of movie releases into later periods, as most currently experienced due to the implications of the Hollywood strikes;
 - the amount of money allocated and spent by film distributors to promote their motion pictures;
 - the licensing fees and terms required by film distributors from motion picture exhibitors in order to exhibit their films;
 - the comparative attractiveness of motion pictures as a source of entertainment and willingness and/or ability of consumers (i) to spend their dollars on entertainment and (ii) to spend their entertainment dollars on movies in an outside-the-home environment;
 - the extent to which we encounter competition from other cinema exhibitors, from other sources of outside-the-home entertainment, and from inside-the-home entertainment options, such as "home cinemas" and competitive film product distribution technology, such as, streaming, cable, satellite broadcast, video on demand platforms, and Blu-ray/DVD rentals and sales;
 - our ability to continue to obtain, to the extent needed, waivers or other financial accommodations from our lenders and landlords;
 - the impact of major movies being released directly to one of the multitudes of streaming services available;
 - the impact of certain competitors' subscription or advance pay programs;
 - the failure of our new initiatives to gain significant customer acceptance and use or to generate meaningful profits;
 - the cost and impact of improvements to our cinemas, such as improved seating, enhanced F&B offerings, and other improvements;

- the ability to negotiate favorable rent abatement, deferral and repayment terms with our landlords (which may include lenders who have foreclosed on the collateral held by our prior landlords);
- disruptions during cinema improvements;
- in the U.S., the impact of the termination and phase-out of the so called “Paramount Decree;”
- the risk of damage and/or disruption of cinema businesses from earthquakes or floods as certain of our operations are in geologically active or flood susceptible areas;
- the impact of protests, demonstrations, and civil unrest on, among other things, government policy, consumer willingness to go to the movies,
- the ability to fund necessary refurbishments, remodels and upgrades,
- the impact of new laws related to internet privacy and/or marketing, and of private litigation to obtain interpretation and/or enforcement of the same, and
- labor shortages and increased labor costs related to such shortages and to increasing costly labor laws and regulations applicable to part time non-exempt workers.
- with respect to our real estate development and operation activities:
 - the increased costs of wages, supplies, services and other development expenses from inflation and potential tariffs;
 - the impact on tenants from inflationary pressures;
 - uncertainty as to governmental responses to infectious diseases;
 - the rental rates and capitalization rates applicable to the markets in which we operate and the quality of properties that we own;
 - the ability to negotiate and execute lease agreements with material tenants;
 - the extent to which we can obtain on a timely basis the various land use approvals and entitlements needed to develop our properties;
 - the risks and uncertainties associated with real estate development;
 - the availability and cost of labor and materials;
 - the ability to obtain all permits to construct improvements;
 - the ability to finance improvements, including, but not limited to increased cost of borrowing and tightened lender credit policies;
 - the disruptions to our business from construction and/or renovations;
 - the possibility of construction delays, work stoppage, and material shortage;
 - competition for development sites and tenants;
 - environmental remediation issues;
 - the extent to which our cinemas can continue to serve as an anchor tenant that will, in turn, be influenced by the same factors as will influence generally the results of our cinema operations;
 - the increased depreciation and amortization expense as construction projects transition to leased real property;
 - the ability to negotiate and execute joint venture opportunities and relationships;
 - the risk of damage and/or disruption of real estate businesses from earthquakes as certain of our operations are in geologically active areas;
 - the disruptions or reductions in the utilization of entertainment, shopping and hospitality venues, as well as in our operations, due to pandemics, epidemics, widespread health emergencies, or outbreaks of infectious diseases, or to changing consumer tastes and habits; and
 - the impact of protests, demonstrations, and civil unrest on government policy, consumer willingness to visit shopping centers.
- with respect to our operations generally as an international company involved in both the development and operation of cinemas and the development and operation of real estate and previously engaged for many years in the railroad business in the United States:
 - our ability to renew, extend, renegotiate or replace our loans that mature in 2024 and beyond, and the impact of increasing interest rates;
 - our ability to grow our Company and provide value to our stockholders;
 - our ongoing access to borrowed funds and capital and the interest that must be paid on that debt and the returns that must be paid on such capital, and our ability to borrow funds to help cover the cessation of cash flows that we experienced during the COVID-19 pandemic;
 - our ability to reallocate funds among jurisdictions to meet short-term liquidity needs;
 - the relative values of the currency used in the countries in which we operate;
 - changes in government regulation, including by way of example, the costs resulting from the requirements of Sarbanes-Oxley and other increased regulatory requirements;

- our labor relations and costs of labor (including future government requirements with respect to minimum wages, shift scheduling, the use of consultants, pension liabilities, disability insurance and health coverage, and vacations and leave);
- our exposure from time to time to legal claims and to uninsurable risks, such as those related to our historic railroad operations, including potential environmental claims and health-related claims relating to alleged exposure to asbestos or other substances now or in the future recognized as being possible causes of cancer or other health related problems, and class actions and private attorney general wage and hour and/or safe workplace-based claims;
- our exposure to cybersecurity risks, including misappropriation of customer information or other breaches of information security;
- the impact of future major outbreaks of contagious diseases;
- the availability of employees and/or their ability or willingness to conduct work under any revised work environment protocols;
- the increased risks related to employee matters, including increased employment litigation and claims relating to terminations or furloughs caused by cinema and ETC closures;
- our ability to generate significant cash flow from operations if our cinemas and/or ETCs continue to experience demand at levels significantly lower than historical levels, which could lead to a substantial increase in indebtedness and negatively impact our ability to comply with the financial covenants, if applicable, in our debt agreements;
- our ability to comply with credit facility covenants and our ability to obtain necessary covenant waivers and necessary credit facility amendments;
- changes in future effective tax rates and the results of currently ongoing and future potential audits by taxing authorities having jurisdiction over our various companies;
- inflationary pressures on labor and supplies, and supply chain disruptions;
- impacts from the proposed tariffs;
- changes in applicable accounting policies and practices; and
- the impact of the conflict events occurring in Eastern Europe and in Israel and the threats of potential conflicts in the Asia-Pacific region.

The above list is not necessarily exhaustive, as business is by definition unpredictable and risky, and subject to influence by numerous factors outside of our control, such as changes in government regulation or policy, competition, interest rates, supply, technological innovation, changes in consumer taste and fancy, weather, earthquakes, pandemics, and the extent to which consumers in our markets have the economic wherewithal to spend money on beyond-the-home entertainment. Refer to *Item 1A - Risk Factors*, as well as the risk factors set forth in any other filings made under the Securities Act of 1934, as amended, including any of our Quarterly Reports on Form 10-Q, for more information.

Given the variety and unpredictability of the factors that will ultimately influence our businesses and our results of operation, no guarantees can be given that any of our forward-looking statements will ultimately prove to be correct. Actual results will undoubtedly vary and there is no guarantee as to how our securities will perform either when considered in isolation or when compared to other securities or investment opportunities.

Forward-looking statements made by us in this annual report are based only on information currently available to us and are current only as of the date of this 2024 Annual Report. We undertake no obligation to publicly update or to revise any of our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable law. Accordingly, you should always note the date to which our forward-looking statements speak.

Additionally, certain of the presentations included in this annual report may contain “non-GAAP financial measures.” In such case, a reconciliation of this information to our GAAP financial statements will be made available in connection with such statements.

Item 1A – Risk Factors

Like any other investment, investing in our securities involves risk. Set forth below is a summary of various risk factors that you should consider in connection with your investment in our Company. This summary should be considered in the context of our overall Annual Report on Form 10-K.

BUSINESS RISK FACTORS

We are in the cinema exhibition and real estate businesses. We discuss separately the risks we believe to be material to our involvement in each of these segments. We have discussed separately the risks relating to the international nature of our business activities, our use of leverage, and our status as a controlled corporation. While we report the results of our live theatre operations as real estate operations – because we are principally in the business of renting space to producers rather than in producing plays ourselves – the cinema exhibition and live theatre businesses share certain risk factors and are, accordingly, discussed together.

Cinema Exhibition and Live Theatre Business Risk Factors

Our cinema and live theatre businesses are dependent upon attendance, the availability of attractive entertainment product and employees willing to work in a public environment and, accordingly, are vulnerable to the adverse effects of any future pandemics which may result in government ordered closures, imposition of social distancing requirements, and changes in film release patterns. As demonstrated by the governmental and public response to the COVID-19 pandemic, businesses that bring large numbers of unrelated people together in an enclosed environment are particularly vulnerable to business disruption in the face of contagious diseases with life threatening potential. Not only may government authorities order closures or reduce operating capacities, but the public may feel uncomfortable attending our performances in the face of such an infectious disease risk. Our cinema business has high fixed costs (rent and increasing labor) and our revenue in this segment (ticket sales, food and beverage sales, screen advertising fees) is directly tied to our success at attracting customers to our venues.

We are dependent upon third parties to supply the entertainment product we need for our cinemas and live theatres to attract customers. We do not produce the films we show at our cinemas and, generally speaking, we do not produce the plays that are performed at our live theatres. Film distributors have no obligation to supply us with film and producers have no obligation to make use of our live theatres. Any disruption in the production of these films (including by reason of a strike) could hurt our business and results of operations. The Hollywood strikes in 2023 halted production of films for several months, did delay or otherwise affect the supply of certain films. The disruption in film production may also cause delays for currently scheduled film release dates. It is difficult to anticipate the scope and timing of such delays. It is difficult to predict the full extent of the adverse impact of the strikes on our business and results of operations in future reporting periods.

We face competition from other sources of entertainment and other entertainment delivery systems. Both our cinema and live theatre operations face competition from “in-home” and mobile device sources of entertainment. These include competition from network, cable and satellite television, and Video on Demand, internet streaming video services such as Netflix, Hulu, Disney+, HBO Max, Peacock, and Amazon Prime, and social media or user generated internet programming such as, YouTube, TikTok, Reddit, Instagram, and Snapchat, video games and other sources of entertainment. The quality of “in-home” and mobile entertainment systems, as well as programming available on an in-home and mobile basis, has improved and increased, while the cost to consumers of such systems (and such programming) has decreased in recent periods, and some consumers may prefer the security and/or convenience of an “in-home” or mobile entertainment experience to the more public and presentation-oriented experience offered by our cinemas and live theatres. Film distributors have been responding to these developments by, in some cases, decreasing or eliminating the period of time between cinema release and the date such product is made available to “in-home” or mobile forms of distribution. During the COVID-19 pandemic, many distributors moved product onto their proprietary streaming service platforms or onto third party platforms (like Netflix) either in lieu of or simultaneously with a cinema release. Even before the COVID-19 pandemic, some traditional in-home and mobile distributors had begun to produce full-length movies, specifically for the purpose of direct or simultaneous release to the in-home and mobile markets. Cinemas will need to meet these competitive factors to continue to attract customers. This may require substantial capital outlays and increased labor expense, which exhibitors may not be able to fully pass on to their customers.

We also face competition from various other forms of “beyond-the-home” entertainment, including sporting events, concerts, restaurants, casinos, video game arcades, and nightclubs. Our cinemas also face competition from live theatres and vice versa.

Supply chain disruptions may negatively impact our operating results. We rely on certain suppliers for a number of our products, supplies and services. Shortages, delays, or interruptions in the availability of food and beverage items and other supplies to our theatres and restaurants may be caused by adverse weather conditions; natural disasters; governmental regulation; recalls; commodity availability; seasonality; public health crises or pandemics; labor issues or other operational disruptions; the inability of our suppliers to manage adverse business conditions, obtain credit or remain solvent; or other conditions beyond our control. Such shortages, delays or interruptions could adversely affect the availability, quality, and cost of the items we buy and the operations of our business. Supply chain risk could increase our costs and limit the availability of products that are critical to our operations. We expect these issues to

continue for the foreseeable future and plan to minimize the impact by focusing on the supply of those items with the greatest impact on our sales and operations.

We operate in a highly competitive environment with many competitors who are significantly larger and may have significantly better access to films and to funds than we do. We are a comparatively small cinema operator and face competition from much larger exhibitors who are able to offer distributors more screens in more markets – including markets where they may be the exclusive exhibitor – than can we. This may adversely impact our access to films, which may adversely affect our revenue and profitability. These larger competitors may also enjoy (i) greater cash flow, which can be used to develop additional cinemas, including cinemas that may be competitive with our existing cinemas, (ii) better access to equity capital and debt, (iii) better visibility to landlords and real estate developers, (iv) for the sake of building volume, to operate cinemas with margins below our threshold for cinema acquisitions and/or development, and (v) better economies of scale. Access to reasonably priced funding is increasingly important as cinema operators need to upgrade their presentation and food and beverage in order to compete with in-home entertainment options.

In the case of our live theatres, we compete for shows not only with other commercial Off-Broadway operators, but also with “not-for-profit” theatres. We believe our live theatres are generally competitive with other Off-Broadway venues.

We are vulnerable to a variety of factors which are beyond our control.

- ***Our cinema and live theatre businesses may be vulnerable to fears of terrorism and random shooter incidents which could cause customers to avoid public assembly venues.*** Events, such as terrorist attacks and random shooter incidents may discourage patrons from attending our cinemas. We believe that recent shooting incidents have resulted in material increases in insurance premiums for cinema operators.
- ***Our cinema business may be vulnerable to natural disasters.*** Natural disasters, such as tropical storms, floods, fires, and earthquakes, have damaged and forced the temporary closure, and are likely in the future to similarly impact our cinema operations. A material portion of our cinemas are located in seismically active areas, such as California, Hawaii and New Zealand.
- ***We may be more subject to general economic conditions than some other businesses.*** Going to a movie or a play is a luxury, not a necessity. Furthermore, consumer demand for better amenities and food offerings have resulted in an increase of the cost of a night at the movies. Accordingly, a decline in the economy resulting in a decrease in discretionary income, or a perception of such a decline, may result in decreased discretionary spending, which could adversely affect our cinema and live theatre businesses. Adverse economic conditions can also affect the supply side of our business, as reduced liquidity can adversely affect the availability of funding for movies and plays. This is particularly true in the case of Off-Broadway plays, which are often times financed by high-net-worth individuals (or groups of such individuals) and that are very risky due to the absence of any ability to recoup investment in secondary markets like – cable, satellite or internet distribution.

We face competition from competitors offering food and beverage and luxury seating as an integral part of their cinema offerings. The number of our competitors offering expanded food and beverage menus (including the sale of alcoholic beverages) and luxury seating, has continued to grow in recent periods. In addition, more competitors such as AMC are converting existing cinemas to provide such expanded menu offerings and in-theater dining options. The existence of such cinemas may alter traditional cinema selection practices of moviegoers, as they seek out cinemas with such expanded offerings as a preferred alternative to traditional cinemas. In order to compete with these new cinemas, the Company has been required to materially increase its capital expenditures to add such features to many of our cinemas and to take on additional and more highly trained (and, consequently, compensated) staff. Also, the conversion to luxury seating typically requires a material reduction in the number of seats that an auditorium can accommodate which may translate into fewer movie tickets being sold and the shutdown (or limitation of activities) during the time required to complete such modifications.

Our failure to obtain and maintain liquor licenses at any of our cinemas could adversely affect our ability to compete. Each of our cinemas offering alcoholic beverages, is subject to licensing and regulation. Typically, licenses must be renewed annually and may be revoked or suspended for cause at any time. Alcoholic beverage control regulations relate to numerous aspects of the daily operations of each cinema, including minimum age of patrons and employees, hours of operation, advertising, wholesale purchasing, inventory control and handling and storage and dispensing of alcoholic beverages. The failure to receive or retain a liquor license, or any other required permit or license, in a particular location, or to continue to qualify for, or renew licenses, could have a material adverse effect on our profitability, our ability to attract patrons, and our ability to obtain such a liquor license in other locations.

We may be subject to increased labor and benefits costs generally. We are subject to inflationary pressures which have resulted in increased costs of goods and increased cost of film. Also, labor shortages may impact our ability to hire and retain employees. In venues that have alcohol licenses, there are higher labor, inventory, and insurance costs. Our cinemas are a major user of electricity, and utility costs are also rising. Given competitive pressures and other forces adversely impacting movie attendances, it may not be possible to pass all or any material portion of these increased costs on to consumers. In addition, we are subject to a variety of changing laws governing such matters as minimum wages, access to benefits and paid or unpaid leave, working conditions and overtime under which

minor violations can result in material liabilities. In California and New York, in particular, law firms have developed which advertise for plaintiffs and bring such cases on a class action, contingent fee basis, where typically between 25% and 40% of any recovery goes to the law firm. Moreover, given the statutory basis of such claims, insurance is not available to cover such exposure. In recent periods, legislatures have been actively increasing minimum wages, mandating minimum hours or imposing notice and leave provisions that make it increasingly difficult to adjust staffing levels to accommodate fluctuating cinema attendance levels, all of which have resulted in increased operating costs as we work to maintain a high level of amenity to our customers.

We are subject to a variety of litigation risks. The legal landscape in which we do business is subject to rapid change due to legislative enactments at the federal, state and local levels. Often these requirements are not stated in a uniform manner, and may vary, in intent or as the result of judicial determination, from jurisdiction to jurisdiction. Many have material periodic penalties for non-compliance and allow (or have been interpreted to allow) private litigants to challenge whether such laws have been violated. As a consequence, we find that our vulnerability to forced settlements, litigation exposure and cost of liability insurance generally are substantially higher in the United States (and in particular in states such as California) than in Australia and New Zealand. The defense of such suits, even if successful, can be very costly due , among other things, to the cost of electronic discovery.

Real Estate Development and Ownership Business Risks

Specific Risks Related to Our Real Estate Business.

Our real estate business suffered effects from the coronavirus outbreak from which it has not fully recovered. The COVID-19 pandemic resulted in the closure or reduced capacity of certain of our retail tenants. All of our ETCs are anchored by our cinemas, which suffered temporary closures and/or reductions in seating capacities during the COVID-19 Pandemic, thereby reducing foot traffic to our ETCs. In some cases, we have been compelled to provide our tenants with rent abatements or deferrals and some tenants continue to be impacted.

Competition from the Digital Economy may adversely impact our ability to lease and obtain reasonable rents for our properties. An increasing amount of shopping is being done online, a trend that has been given momentum by the stay-at-home admonitions and restrictions associated with our previous battle against the COVID virus. This has adversely impacted retail tenants (particularly those dealing in consumer goods), which may impact our ability to attract such retailers and to obtain rents at historic levels. This is a particular risk to us, given our high percentage of retail tenants. Also, initially motivated by the need to work from home during the COVID-19 pandemic, employers are rethinking the scope and extent of the need for their office space. Some markets may have become overbuilt, which may complicate our ability to lease our properties, to obtain reasonable rents, and to finance future development.

Many of our Properties are located in areas prone to natural disasters. Many of our properties are located in areas subject to a risk of fires such as California and Australia; of hurricanes, tropical storms and/or flooding, such as Australia, California, Hawaii and New York, New Jersey; or earthquakes in New Zealand, Hawaii and California. The availability of insurance for natural disasters (particularly earthquake) may be limited.

Our entertainment properties may be more subject to access litigation than other properties. Substantially all our properties consist of, or include as a material component, entertainment venues. These facilities may attract more access-based litigation (for example, claims under the Americans with Disabilities Act) than other types of real estate.

We operate in a highly competitive environment in which we must compete against companies with much greater financial and human resources than we have. We have limited financial and human resources, compared to our principal real estate competitors. In recent periods, we have relied heavily on outside professionals in connection with our real estate development activities. Many of our competitors have significantly greater resources and may be able to achieve greater economies of scale than we can. Given our structure as a taxable corporation, our cost of capital is typically higher than other real estate investment vehicles such as real estate investment trusts.

Risks Related to the Real Estate Industry Generally

Our financial performance will be affected by risks associated with the real estate industry generally. Events and conditions generally applicable to developers, owners, and operators of real property will affect our performance as well. These include (i) changes in the national, regional and local economic climate, (ii) local conditions, such as an oversupply of, or a reduction in demand for, commercial space and/or entertainment-oriented properties, (iii) reduced attractiveness of our properties to tenants, (iv) the rental rates and capitalization rates applicable to the markets in which we operate and the quality of properties that we own, (v) competition from other properties, (vi) inability to collect rent from tenants, (vii) increased operating costs, including labor, materials, real estate taxes, insurance premiums, and utilities, (viii) costs of complying with changes in law and government regulations including those relating to access, energy conservation and environmental matters, (ix) the relative illiquidity of real estate investments, and (x) decreases in sources of both construction and long-term lending as traditional sources of such funding leave or reduce their commitments to real estate-based lending. In addition, periods of rising interest rates or declining demand for real estate (for example, due to competition from internet sellers the demand for brick and mortar retail spaces has declined and may continue to decline, and due to the increasing popularity of

tele-commuting demand for traditional office space has likewise declined and may likewise continue to decline), or the public perception that any of these events may occur, could result in declining rents or increased lease defaults. Increasing cap rates can result in lower property values.

Risk of Reliance on Appraisals. In our business planning and forecasts we rely on independent third-party appraisals as to the value of our real estate holdings. Such appraisals are inherently subjective, and a reasonable appraiser can reach significantly different views as to fair market value of a given parcel of real property. Valuations of historic railroad properties can be impacted by uncertainties as to title and property line boundaries. Accordingly, no assurances can be given that the fair market value assigned to a parcel of real property can be achieved in the open market. Further, USPAP methodology is inherently backwards looking and, as a result, can overstate value in times of declining real estate values and understate value in raising markets.

Illiquidity of real estate investments could impede our ability to respond to adverse changes in the performance of our properties. Real estate investments can be relatively illiquid and, therefore, tend to limit our ability to vary our portfolio promptly in response to changes in economic or other conditions. Many of our properties are either “special purpose” properties that could not be readily converted to general residential, retail or office use. In addition, certain significant expenditures associated with real estate investment, such as real estate taxes and maintenance costs, are generally not reduced when circumstances cause a reduction in income from the investment, and competitive factors may prevent the pass-through of such costs to tenants.

Real estate development involves a variety of risks.

Real estate development involves a variety of risks, including the following:

- *The identification and acquisition of suitable development properties.* Competition for suitable development properties is intense. Our ability to identify and acquire development properties may be limited by our size and resources. Also, as we and our affiliates are considered to be “foreign owned” for purposes of certain Australian and New Zealand statutes, we have been in the past, and may in the future be, subject to regulations that are not applicable to other persons doing business in those countries.
- *The procurement of necessary land use entitlements for the project.* This process can take many years, particularly if opposed by competing interests. Competitors and community groups (sometimes funded by such competitors) may object based on various factors, including, for example, impacts on density, parking, traffic, noise levels and the historic or architectural nature of the building being replaced. If they are unsuccessful at the local governmental level, they may seek recourse to the courts or other tribunals. This can delay projects and increase costs.
- *The construction of the project on time and on budget.* Construction risks include the availability and cost of financing; the availability and costs of material and labor; the costs of dealing with unknown site conditions (including addressing pollution or environmental wastes deposited upon the property by prior owners); inclement weather conditions; and the ever-present potential for labor-related disruptions.
- *The leasing or sell-out of the project.* Ultimately, there are risks involved in the leasing of a rental property or the sale of a condominium or built-for-sale property. For our ETCs, the extent to which our cinemas can continue to serve as anchor tenants will be influenced by the same factors as will influence generally the results of our cinema operations. Leasing or sale can be influenced by economic factors that are neither known nor knowable at the commencement of the development process and by local, national, and even international economic conditions, both real and perceived.
- *The refinancing of completed properties.* Properties are often developed using relatively short-term loans. Upon completion of the project, it may be necessary to find replacement financing for these loans. This process involves risk as to the availability of such permanent or other take-out financing, the interest rates, and the payment terms applicable to such financing, which may be adversely influenced by local, national, or international factors. Recent increases in lending interest rates and potential tightening of lending given the recent bank crisis may make more difficult refinancing debt or obtaining new debt.

The ownership of properties involves risk. The ownership of properties involves risks, such as: (i) ongoing leasing and re-leasing risks, (ii) ongoing financing and re-financing risks, (iii) market risks as to the multiples offered by buyers of investment properties, (iv) risks related to the ongoing compliance with changing governmental regulation (including, without limitation, laws and regulations related to access, energy conservation and environmental matters), (v) relative illiquidity compared to some other types of assets, and (vi) susceptibility of assets to uninsurable risks, such as biological, chemical or nuclear terrorism, or risks that are subject to caps tied to the concentration of such assets in certain geographic areas, such as earthquakes. Furthermore, as our properties are typically developed around an entertainment use, the attractiveness of these properties to tenants, sources of finance and real estate investors will be influenced by market perceptions of the benefits and detriments of such entertainment-type properties.

We may be subject to liability under environmental laws and regulations. We own and operate cinemas and other properties within the U.S. and internationally, which may be subject to various foreign, federal, state and local laws and regulations relating to the protection of the environment or human health. Such environmental laws and regulations include those that impose liability for the investigation and remediation of spills or releases of hazardous materials. We may incur such liability, including for any currently or formerly owned, leased or operated property, or for any site, to which we may have disposed, or arranged for the disposal of, hazardous

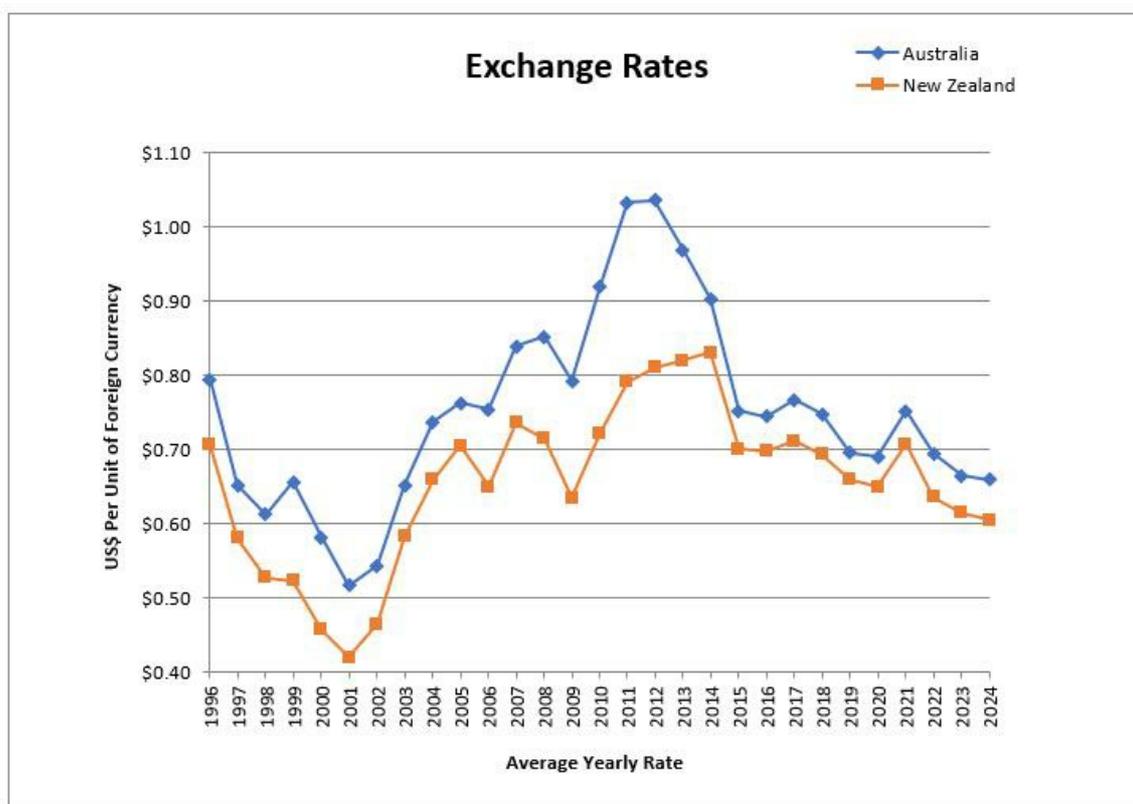
materials or wastes. Certain of these laws and regulations may impose liability, including on a joint and several liability, which can result in a liable party being obliged to pay for greater than its share, regardless of fault or the legality of the original disposal. Environmental conditions relating to our properties or operations could have an adverse effect on our business and results of operations and cash flows.

Legislative or regulatory initiatives related to global warming/climate change concerns may negatively impact our business. Recently, there has been an increasing focus and continuous debate on global climate change including increased attention from regulatory agencies and legislative bodies. This increased focus may lead to new initiatives directed at regulating an as yet unspecified array of environmental matters. Legislative, regulatory or other efforts in the U.S. to combat climate change could result in future increases in the cost of raw materials, taxes, transportation and utilities for our vendors and for us which would result in higher operating costs for the Company. Also, compliance by our cinemas and accompanying real estate with new and revised environmental, zoning, land-use or building codes, laws, rules or regulations, could have a material and adverse effect on our business. However, we are unable to predict at this time, the potential effects, if any, that any future environmental initiatives may have on our business.

Changes in interest rates may increase our interest expense. Because most of our debt bears interest at variable rates, increases in interest rates could materially increase our interest expense. Approximately \$174.8 million of our current debt will mature over the next twenty-four months and will require refinancing. Based on our debt outstanding as of December 31, 2024, if interest rates were to increase by 1%, the corresponding increase in interest expense on our variable rate debt would decrease future earnings and cash flows by approximately \$2.0 million per year. Potential future increases in interest rates may therefore negatively affect our financial condition and results of operations and reduce our access to the debt or equity capital markets.

International Business Risks. Our Company transacts business in Australia and New Zealand and is subject to risks associated with changing foreign currency exchange rates. During year 2024, the Australian dollar and New Zealand dollar weakened against the U.S. dollar by 0.8% and 1.5%, respectively, compared to the prior year. Our international operations are subject to a variety of risks, including the following:

Currency Risk: While we report our earnings and net assets in U.S. dollars, substantial portions of our revenue and of our obligations are denominated in either Australian or New Zealand dollars. The value of these currencies can vary significantly compared to the U.S. dollar and compared to each other. We do not hedge the currency risk, but rather have relied upon the natural hedges that exist as a result of the fact that our film costs are typically fixed as a percentage of the box office, and our local operating costs and obligations are likewise typically denominated in local currencies. Set forth below is a chart of the exchange ratios between these three currencies since 1996:



In recent periods, our debt levels in Australia are higher than they would have been if funds had not been repatriated. On a company wide basis, this means that a reduction in the relative strength of the U.S. dollar versus the Australian Dollar and/or the New Zealand dollar would effectively raise the overall cost of our borrowing and capital and make it more expensive to return funds from the United States to Australia and New Zealand. As the impacts of COVID on our business operations in Australia and New Zealand have been less severe than on our operations in the U.S., plus the impact of Hollywood strikes on US operations, we have been looking to our operations in Australia and New Zealand to fund our overall corporate general and administrative expense (most of which is resident in the U.S.). The current strength of the U.S. Dollar has diminished the value to our Company of our Australia and New Zealand cash flow.

- **Risk of adverse government regulation:** Currently, we believe that relations between the United States, Australia, and New Zealand are good. However, no assurances can be given that these relationships will continue, and that Australia and New Zealand will not in the future seek to regulate more highly the business done by U.S. companies in their countries.
- **Risk of adverse labor relations:** Deterioration in labor relations could lead to an increased cost of labor (including the cost of future government requirements with respect to scheduling, accommodation, pension liabilities, disability insurance and health coverage, vacations and leave).

Trade disputes and geopolitical instability outside of the U.S. may adversely impact the U.S. and global economies.

In 2024, global growth weakened, trade tensions heightened, and several emerging markets experienced significant downturns as macroeconomic and geopolitical developments weighed on market sentiments. Governmental policies of developed economies, such as the U.S., have a substantial effect on emerging markets, and the consequences of a trade war between two developed countries, like that of the U.S. and China, could further contribute to the adverse economic and political conditions of emerging and other developed economies. Additionally, North Korea's nuclear weapons capabilities, Chinese activities relative to the South China Sea, Taiwan, and Hong Kong, and the Russian invasion of Ukraine continue to be an ongoing security concern and worsening relations between the U.S. and North Korea, Russia and China continue to create a global security issue that may adversely affect international business and economic conditions. While it is difficult for us to predict the effect of such trade wars and heightened geopolitical and economic instability on our business, they could lead to currency devaluation, economic and political turmoil, market volatility, and a loss of consumer confidence in the broader U.S. economy.

Risks Associated with Certain Discontinued Operations

Certain of our subsidiaries were previously in industrial businesses. As a consequence, properties that are currently owned or may have in the past been owned by these subsidiaries may prove to have environmental issues. Where we have knowledge of such environmental issues and are able to make an assessment as to our exposure, we have established what we believe to be appropriate reserves, but we are exposed to the risk that currently unknown problems may be discovered. These subsidiaries are also exposed to potential claims related to exposure of former employees to coal dust, asbestos, and other materials now considered to be, or which in the future may be found to be, carcinogenic or otherwise injurious to health.

Operating, Financial Structure and Borrowing Risk

Typically, we have negative working capital. As we invest our cash in new acquisitions and the development of our existing properties, we have negative working capital. This negative working capital is typical in the cinema exhibition industry because our short-term liabilities are in part financing our long-term assets instead of long-term liabilities financing short-term assets, as is the case in other industries such as manufacturing and distribution. Our short-term liabilities also include significant obligations related to our cinema leases. See *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 3 - Summary of Significant Accounting Policies – Operating Leases.*

We are subject to complex taxation, changes in tax rates, adoption of new U.S. or international tax legislation and disagreements with tax authorities that could adversely affect our business, financial condition, or results of operations. We are subject to many different forms of taxation in both the U.S. and in foreign jurisdictions where we operate, such as the U.S. Tax Cuts and Jobs Act signed into law in December 2017. The new laws are still evolving and require that we interpret the provisions of the law as we work to comply with them. The costs of compliance with these laws and regulations are high and are likely to increase in the future. Any failure on our part to comply with these laws and regulations can result in negative publicity and diversion of management's time and effort and may subject us to significant liabilities and other penalties.

We have substantial short- to medium-term debt. Generally speaking, we have historically financed our operations through relatively short-term debt. No assurances can be given that we will be able to refinance this debt, or if we can, that the terms will be reasonable. However, as a counterbalance to this debt, we have certain unencumbered real property assets, which could be sold to pay debt or encumbered to assist in the refinancing of existing debt, if necessary.

We have substantial lease liabilities. Most of our cinemas operate in leased facilities. These leases typically have "cost of living" or other rent adjustment features and require that we operate the properties as cinemas. The COVID-19 pandemic, increased competition from the internet, streaming and cable-based entertainment, and changes in film distribution have adversely affect the ability of our cinema operating subsidiaries to meet these rental obligations. Even if our cinema exhibition business returns to pre-Pandemic levels and thereafter remains relatively constant, cinema level cash flow will likely be adversely affected unless we can increase our revenue sufficiently to offset increases in our rental liabilities.

If our company suffers cybersecurity attacks, data security challenges or privacy incidents that result in security breaches, we could suffer a loss of sales, additional liability, reputational harm or other adverse consequences. The effective operation of our international businesses depends on our network infrastructure, computer systems, physical, virtual and/or cloud based, and software. Our information technology systems collect and process information provided by customers, employees and vendors. In addition, third-party vendors' systems process ticketing for our theaters. These various information technology systems and the data stored within them are subject to penetration by cyber attackers. We utilize industry accepted security protocols to securely maintain and protect proprietary and confidential information. However, despite our best efforts, our information systems may fail to operate for a variety of technological or human reasons. An interruption or failure of our information technology systems and of those maintained by our third-party providers could adversely affect our business, liquidity or results of operations and result in increases in reputational risk, litigation or penalties. Furthermore, any such occurrence, if significant could require us to expend resources to remediate and upgrade information

technology systems. Since 2015, we have annually procured cybersecurity insurance to protect against cybersecurity risks; however, we cannot provide any assurance regarding the adequacy of such insurance coverage.

Our stock is thinly traded. Our stock is thinly traded, with an average daily volume in 2024 of only approximately 30,231 shares of Class A Stock. Our Class B Stock is very thinly traded with even less volume. This can result in significant volatility, as demand by buyers and sellers can easily get out of balance.

Uninsured bank deposits may be at risk. We maintain cash in certain financial institution bank accounts in the United States, Australia, and New Zealand. In the United States, the Federal Deposit Insurance Corporation insures accounts in the amount of \$250,000 per depositor, per insured bank, for each account ownership category. At certain of our financial institutions, we have more than \$250,000 in deposit and those amounts may not be insured in the event of a bank failure.

Ownership and Management Structure, Corporate Governance, and Change of Control Risks

According to a Schedule 13D/A filed on October 27, 2023 by Margaret Cotter (the Chair of our Board, Executive Vice President of our Company and sister of Ellen Cotter), Ellen Cotter (the Vice-Chair of our Board, President and Chief Executive Officer of our Company and sister of Margaret Cotter) and certain of their affiliates (the “Cotter Schedule 13D”), Margaret Cotter has sole voting control over 1,058,988 shares of Class B Stock and shared voting power with Ellen Cotter over 100,000 shares of Class B Stock, collectively representing 69% of the outstanding Class B stock of the Company.

For as long as Margaret Cotter continues to have voting power over more than 2/3rds of the Class B Stock, Margaret Cotter will be able to unilaterally elect or remove all of the members of our Board of Directors and determine the outcome of all matters submitted to a vote of our stockholders, including matters involving mergers or other business combinations, the acquisition or disposition of assets, the incurrence of indebtedness, the issuance of any additional shares of common stock or other equity securities, related party transactions, and the payment of dividends on common stock. Margaret Cotter will also have the unilateral power to prevent or cause a change in control and could take other actions that might be desirable to her and/or other members of her family, but not to other stockholders.

For as long as Margaret Cotter continues to have voting power over more than 2/3rds of the Class B Stock, Margaret will have the power to sell the control of our Company to a purchaser or purchasers of her choosing without any approval of our Company’s Board or any other stockholder. To the extent that the Margaret Cotter controls more than two-thirds of our outstanding Class B Stock, she will have the power under Nevada law at any time, with or without cause, to remove any one or more Directors (up to and including the entire Board of Directors) by written consent taken without a meeting of the stockholders.

While controlling stockholders may owe certain fiduciary duties to our Company and/or minority stockholders, these duties are limited. No assurances can be given that Margaret Cotter, alone or in conjunction with Ellen Cotter, will not take action that, while beneficial to her and members of her family (including Ellen Cotter) and legally enforceable, would not necessarily be in the best interests of our Company and/or our stockholders generally. Margaret Cotter holds her beneficial ownership of 409,552 shares of our Class B Stock ultimately as the trustee of the DMC Trust, under which she owes fiduciary duties to her children which may conflict with her obligations as a controlling stockholder of our Company.

Reference is made to the Cotter Schedule 13D for more detail information of the scope and extent of the holdings of Margaret Cotter and Ellen Cotter. Our Class A Stock is non-voting and accordingly our Class B Stock represents all of the voting power of our Company.

We are a “Controlled Company” under applicable NASDAQ Regulations. As permitted by those Regulations, our Board has elected to opt-out of certain corporate governance rules applicable to non-controlled companies. Generally speaking, NASDAQ requires listed companies to meet certain minimum corporate governance provisions. However, a “Controlled Company,” such as we, may elect not to be governed by certain of these provisions. Our Board of Directors has elected to exempt our Company from requirements that (i) at least a majority of our Directors be independent and (ii) nominees to our Board of Directors be nominated by a committee comprised entirely of independent Directors or by a majority of our Company’s independent Directors. Notwithstanding the determination by our Board of Directors to opt-out of these NASDAQ requirements, we believe that a majority of our Board of Directors and the entirety of our Compensation Committee are nevertheless currently comprised of independent Directors. As a practical matter, subject to her fiduciary duties as a controlling stockholder, Margaret Cotter controls the composition of our Board of Directors.

We depend on key personnel for our current and future performance. Our current and future performance depends to a significant degree upon the continued contributions of our senior management team and other key personnel. The loss or unavailability to us of any member of our senior management team or a key employee could significantly harm us. We cannot assure you that we would be able to locate or employ qualified replacements for senior management or key employees on acceptable terms. Due to the uncertainty of our control situation, the ongoing availability of these employees and our ability to replace them is uncertain. Recent action by the Securities Exchange Commission with respect to the claw back of executive bonuses under certain circumstances may, in our view, put us at a competitive disadvantage compared to private companies in recruiting talented executives.

Item 1B – Unresolved Staff Comments

None.

Item 1C – Cybersecurity

RISK MANAGEMENT AND STRATEGY

We have implemented a cybersecurity program to address all levels of cybersecurity threats based on our determination of the risk level. Our program includes policies and procedures that dictate the method in which we develop, deploy, and maintain security measures and controls. We use a cybersecurity framework to select security controls to protect against identified risks. When designing the controls, we consider the severity of risk and its impact on the Company, including the cost of the control and the impact it may have on the Company operations. We use various combinations of controls and tools to mitigate the risk to the Company such as firewalls and intrusion devices, endpoint threat detection systems, multi-factor authentication systems, endpoint threat detection systems as well patch management to prevent exploitable vulnerabilities.

We utilize third-party cybersecurity firms in various capacities to operate some of these controls, including remote monitoring, cloud-based platforms and services as well as on-premises services. For example, we use third parties to perform a variety of functions for the Company, including, but not limited to cybersecurity audits, targeted ransomware assessment and table-top exercises, internal penetration tests and other internal and external audits. These expert services enable us to leverage specialized knowledge and insights into our cybersecurity strategies and processes.

We maintain a written incident response plan and carry out periodic tabletop exercises to improve incident response readiness. Employees undergo security awareness training when hired and periodically thereafter; the scope of this training is continually updated to address newly identified threats. We utilize a risk-based approach and analysis to determine the cybersecurity controls to implement, and hence, there is a possibility that these controls may not adequately address every risk if we do not identify or place a high enough risk factor on a given threat. We are at risk of zero-day attacks and other vulnerabilities that may have been placed at a very low risk. In addition, even well-designed and properly deployed controls may not fully eliminate a given risk.

CYBERSECURITY THREATS

We have not had any cybersecurity incidents that we believe have materially affected or are likely to materially affect the Company.

GOVERNANCE

Board Member Guy W. Adams serves as our Lead Technology and Cyber Risk Director. In December 2017, Mr. Adams was recognized as a Governance Fellow for the National Association of Corporate Directors, The Gold Standard Director Credential®. In 2018, Director Adams completed the Cyber-Risk Oversight course presented by the National Association of Corporate Directors.

Item 2 – Properties

OPERATING PROPERTY

As of December 31, 2024, we own fee interests across our two operating segments in approximately 670,000 square feet of income-producing properties (including certain properties principally occupied by our cinemas) as follows:

Property	Square Feet of Improvements (rental/entertainment) ⁽¹⁾	Percentage Leased ⁽²⁾	Net Book Value ⁽³⁾ (US Dollars in thousands)	Reporting Segment	Address
United States					
1. Cinemas 1,2,3 ⁽⁴⁾	0 / 24,000	n/a	\$ 24,146	Cinema Exhibition	1003 Third Avenue, Manhattan, NY
2. Minetta Lane Theatre	0 / 9,000	n/a	2,171	Real Estate	18 Minetta Lane, Manhattan, NY
3. Orpheum Theatre	0 / 5,000	n/a	1,291	Real Estate	126 2nd Avenue, Manhattan, NY
4. 44 Union Square	73,000 / 0		94,993	Real Estate	44 Union Square E, New York, NY 10003
Australia					
1. Newmarket Village	102,000 / 42,000 plus 588 parking spaces	97%	34,071	Cinema Exhibition / Real Estate	400 Newmarket Road, Newmarket, QLD
2. Newmarket Office	21,000 / 1,000	100%	4,562	Real Estate	16-20 Edmondstone Street, Newmarket, QLD
3. Cannon Park ⁽⁵⁾	105,000 / 28,000	92%	17,391	Cinema Exhibition / Real Estate	High Range Drive, Thuringowa, QLD
4. Belmont	15,000 / 45,000	100%	4,147	Cinema Exhibition	Knutsford Avenue and Fulham Street, Belmont, WA
5. York Street Office	8,000 / 0	100%	1,261	Real Estate	98 York Street, South Melbourne, VIC
6. Bundaberg Cinema	0 / 14,000	n/a	893	Cinema Exhibition	1 Johanna Boulevard, Bundaberg, QLD
New Zealand					
1. Courtenay Central ⁽⁶⁾	43,000 / 66,000	13%	6,392	Cinema Exhibition / Real Estate	100 Courtenay Place, Wellington 24 Tory Street, Wellington (Parking)
Plus, an additional 37,000 feet of land currently used as on-grade car parking where our multi-story car park once stood.					
2. Dunedin Cinema	0 / 25,000	n/a	4,253	Cinema Exhibition	33 The Octagon, Dunedin
3. Napier Cinema	8,000 / 18,000	100%	1,290	Cinema Exhibition	154 Station Street, Napier
4. Rotorua Cinema	0 / 19,000	n/a	1,273	Cinema Exhibition	1281 Eruera Street, Rotorua
TOTAL⁽⁷⁾			\$ 198,134		

- (1) Rental square footage refers to the amount of potential area available to be rented to third parties. A number of our real estate holdings include entertainment components rented to one or more of our subsidiaries at fair market rent. The rental area to such subsidiaries is noted under the entertainment square footage.
- (2) Represents the percentage of available rental square footage currently leased or licensed to third parties.
- (3) Refers to the net carrying value of the land and buildings of the property presented as "Operating Property" in our Consolidated Balance Sheet as of December 31, 2024 (net of any impairments recorded).
- (4) Owned by a limited liability company in which we hold a 75% managing member interest. The remaining 25% is owned by Sutton Hill Capital, LLC ("SHC"), a company owned in equal parts by the Cotter Estate and a third party.
- (5) Our Cannon Park City and Discount Centers are operated as a single ETC.
- (6) This property was sold on January 31, 2025.
- (7) This schedule does not include (i) our leasehold assets on cinemas under leased-facility model, (ii) those portions of the owned assets that are not income-producing or purely used for administrative purposes, and (iii) our assets on our legacy business principally in Pennsylvania.

ENTERTAINMENT PROPERTIES

As of December 31, 2024, we leased approximately 1,970,000 square feet of completed cinema space in the United States, Australia, and New Zealand as follows:

	Aggregate Square Footage	Approximate Range of Remaining Lease Terms (including renewals)
United States	780,000	2024 – 2052
Australia	977,000	2024 – 2066
New Zealand	213,000	2024 – 2051

In certain cases, we have long-term leases that we view more akin to real estate investments than cinema leases. As of 2024, we had approximately 90,000 square feet of space subject to such long-term leases, which are reported as part of our Cinema Exhibition segment, detailed as follows:

Property	Square Feet of Improvements (rental/entertainment) ⁽¹⁾	Percentage Leased ⁽²⁾	Net Book Value ⁽³⁾ (US Dollars in thousands)
In United States			
Manville	0 / 46,000	n/a	7,987
In Australia			
Waurm Ponds	0	n/a	8,492
TOTAL			\$ 16,479

- (1) Rental square footage refers to the amount of area available to be rented to third parties. A number of our real estate holdings include entertainment components rented to one or more of our subsidiaries at fair market rent. The rental area to such subsidiaries is noted under the entertainment square footage.
(2) Represents the percentage of rental square footage currently leased to third parties.
(3) Refers to the net carrying value of the leasehold property presented as "Operating Property" in our Consolidated Balance Sheet as of December 31, 2024 (net of any impairments recorded).

INVESTMENT AND DEVELOPMENT PROPERTY

Before the COVID-19 Pandemic, we were engaged in several investment and development projects relative to our currently undeveloped parcels of land. As of today, certain of those parcels, including in Wellington, NZ on Wakefield Street and Tory Street, have been sold. As our financial conditions improves, we will continue to pursue redevelopment plans on certain existing developed properties to take them to their highest and best use.

Property	Acreage	Net Book Value (US Dollars in thousands)	Status
New Zealand			
Courtenay Central, Wellington	0.9	0	See Item 7 - Business Overview & Recent Developments
TOTAL		\$ -	

Some of our income producing properties and our investment and development properties carry various debt encumbrances based on their income streams and geographic locations. For an explanation of our debt and the associated security collateral please see *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note 13 – Borrowings*.

EXECUTIVE AND ADMINISTRATIVE OFFICES

In the United States, we occupy approximately 3,500 square feet at our Village East leasehold property in New York for administrative purposes and our principal executive offices. We occupied approximately 12,500 square feet of our Culver City office building for administrative purposes. In February 2024, we sold our Culver City office and our employees who formerly worked at that office are currently working remotely until we secure a new Los Angeles office.

In Australia, we own an approximately 9,000 square foot office building in Melbourne, Australia, approximately 6,000 square feet of which serve as the administrative office for our Australian and New Zealand operations (the remainder being leased to an unrelated third party).

OTHER PROPERTY INTERESTS AND INVESTMENTS

We own the fee interests in various parcels related to our historic railroad operations, currently comprised of 201-acres principally in Pennsylvania. These are primarily vacant land. With the exception of certain properties located in Philadelphia (including the raised railroad bed near Center City, known as the Reading Viaduct), the properties are principally located in rural areas of Pennsylvania. These properties are unencumbered by any debt.

Item 3 – Legal Proceedings

The information required under *Part I, Item 3 – Legal Proceedings* is incorporated by reference to the information contained in *Note 15 – Commitments and Contingencies* to the Consolidated Financial Statements included herein in *Part II, Item 8 – Financial Statements and Supplementary Data* on this Annual Report on Form 10-K.

Item 4 – Mine Safety Disclosures

Not Applicable.

PART II

Item 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

MARKET INFORMATION

Our common stock is traded on the NASDAQ under the symbols RDI (Class A Stock) and RDIB (Class B Stock).

As of March 28, 2025, the approximate number of common stockholders of record was 323 for Class A Stock and 46 for Class B Stock.

We have never declared a cash dividend on either class of our common stock, and we have no current plans to declare a dividend.

Performance Graph

The following line graph compares the cumulative total stockholder return on RDI’s Class A Stock for the five-year period ended December 31, 2024, against the cumulative total return as calculated by the NASDAQ composite, a peer group of public companies engaged in the motion picture theater operator industry and a peer group of public companies engaged in the real estate operator industry. Measurement points are the last trading day for each of the five-years ended December 31, 2024. The graph assumes that \$100 was invested on December 31, 2018, in our Class A Stock, the NASDAQ composite and the noted peer groups, and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

The following performance graph shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, nor shall this information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into a filing.

Reading underperformed in 2024 compared to the market due to the aftermath of COVID-19 pandemic and Hollywood strikes, delayed releases of movies and/or movies going straight to streaming or PVOD, and a weakening foreign currency exchange rate.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
 Among Reading International, Inc., the NASDAQ Composite Index, the Russell 2000 Index,
 Real Estate Operators Group and Motion Picture Theater Operators Group



*\$100 invested on 12/31/19 in stock or index, including reinvestment of dividends.
 Fiscal year ending December 31.

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EQUITY COMPENSATION

Please refer to *Part II, Item 8 – Financial Statements and Supplementary Data-Notes to Consolidated Financial Statements – Note 17 – Share-Based Compensation and Share Repurchase Plans*

RECENT SALES OF UNREGISTERED SECURITIES

None

REPURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None

Item 6 – [RESERVED]

Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”)

This MD&A should be read in conjunction with the accompanying consolidated financial statements included in Part II, Item 8 (Financial Statements and Supplementary Data). The foregoing discussions and analyses contain certain forward-looking statements. Please refer to the “Cautionary Statement Regarding Forward-Looking Statements” included as a preface in Part I, Item 1A – Risk Factors of this 2024 Form 10-K.

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OUR BUSINESS

Where have we been, and where we are going.

We have discussed in some detail under the heading “Business Description” in Part I of this Report our views as to the historic impact of the COVID-19 pandemic, the 2023 Hollywood strikes, spiking interest rates and certain labor laws on our business and, while not repeating that disclosure here, we incorporate that more detailed discussion by reference to provide context and background. Our discussion below is intended to be more summary in nature.

Impact of the COVID-19 Pandemic

Since the onset of the COVID-19 pandemic, our business has faced significant challenges. However, the performance of certain 2024 blockbuster movie releases, including *Inside Out 2*, *Deadpool & Wolverine*, *Wicked*, *Moana 2*, *Despicable Me 4*, and *Beetlejuice Beetlejuice*, have reaffirmed the interest of audiences in the theatrical experience. While 2024 cinema revenues were behind 2023, due principally to the weaker overall movie slate in the first few months of 2024 – a legacy of the 2023 Hollywood strikes --, with a strong slate of films anticipated through the end of 2025 and a renewed commitment from the motion picture industry to prioritize theatrical releases, we remain optimistic about the future of the cinema business. Accordingly, we continue to use our resources (including the sale of non-cinema real estate assets) to support our investment in beyond-the-home entertainment, maintaining key cinemas and live theatres, enhancing amenities, while protecting those of our real estate assets which we believe offer the most significant potential for long term value accretion.

Challenges from the 2023 Hollywood strikes

The Writers Guild of America (WGA) and Screen Actors Guild-American Federation of Television and Radio Artists (SAG-AFTRA) strikes, which occurred from May 2, 2023, to September 27, 2023, and July 14, 2023 to November 9, 2023, respectively marked the first time in 63 years both unions struck simultaneously and halted film productions. This action delayed film releases and significantly impacted marketing and promotion efforts. Consequently, films released during the strike period, such as *Blue Beetle* and *Expendables 4*, underperformed at the box office, while many films were rescheduled causing disruption to the 2024 box office release calendar.

With production now resumed, the cinema industry in 2024 navigated the ripple effects of the strikes, including postponed releases, which was evident during the first half of 2024.

Rising Interest Rates and Operating Costs

Between March 2022 and July 2023, the Federal Reserve raised the Federal Funds interest rates from 0.25% to 5.5%, the fastest hike in U.S. modern history. This significantly increased our interest expenses, further straining our liquidity. Although subsequent rate cuts in late 2024 provided some relief, the higher interest rates continue to impact our business.

Additionally, post-pandemic legislation has increased our labor costs, affecting wages, leave policies, and compliance expenses. Rising costs for goods, utilities, and insurance have caused compounding financial pressures. To offset these challenges, we have continued to look for ways to operate at our most efficient levels while also strategically raising ticket and Food and Beverage (F&B) prices so that we do not create barriers that would alienate or deter our customers. The hyper litigation environment in the U.S. has also put pressure on our earnings and cash flow, as plaintiff's class action firms seek to enforce various internet privacy laws and laws pertaining to the structuring and regulation of social and business relationships in ways that we believe are beyond the scope of what was intended by the legislatures adopting these laws.

Strategic Measures and Financial Adjustments

To mitigate financial pressures and enhance liquidity, we have undertaken several initiatives:

1. **Asset Monetization:** Between 2021 and 2024, we sold seven real estate assets, generating \$156.1 million in net proceeds. These proceeds helped pay down \$82.2 million in debt, and fund \$35.0 million capital improvements, while also helping us to sustain our operations. In addition, on January 31, 2025, we monetized our real estate holdings in Wellington, New Zealand, for NZ\$38.0 million, part of which has been used to pay off New Zealand debt and repatriate to US.

While no assurances can be given, we have entered into a call option agreement with respect to our real property in Townsville, Queensland, Australia, providing for a purchase price of A\$32.0 million. Due to Queensland tax issues, sales of commercial real estate in this province which have a due diligence component are structured as option agreements. The option holder has posted A\$1.6 million in earnest money. The option agreement contemplates closing in mid-April, if following due diligence the option holder elects to proceed with the transaction. Maintaining our cinema focus, in the case of our Wellington properties, we have entered into an agreement for lease with respect to the cinema existing at Courtenay Central. In the case of our Townsville property, we intend to be leased back our existing cinema under a long-term lease.

2. **Cinema Closures and Lease Adjustments:** We have closed underperforming cinemas, where possible, including one in the U.S. in 2022, four in 2023 (three in the U.S. and one in New Zealand), and one in the U.S. in 2024. Additionally, we have renegotiated leases to reduce occupancy costs, receive deferrals or abatements, or shift to percentage-based rent agreements.
3. **Administrative Cost-Saving Measures:** We streamlined operations by selling our administrative office in Culver City, California, freeing up \$1.3 million in cash and saving an estimated \$2 million in operating costs for year 2025. We anticipate returning to an office environment in California later this year.
4. **Food & Beverage Innovations:** In 2024, our global cinema divisions achieved record-high F&B sales per capita. Beer and wine are available in all U.S. locations, with liquor licenses secured at most locations in Australia and New Zealand. The introduction of mobile ticketing and F&B apps has assisted in generating additional revenue while reducing staffing needs.
5. **Deferrals of Capital Improvements:** We have generally constrained capital investment in the refurbishment of our cinemas, and have only built out 5 cinemas over the past 5 years. This has, however, likely adversely impacted revenues at some of our cinemas to the extent that they are in competition with more recently updated or renovated offerings.
6. **Ongoing Liquidity Management:** We continue to evaluate our assets to evaluate any future monetization that may be needed, focusing on non-core real estate assets that do not offer long-term growth opportunities for our stockholders, and we will continue to close underperforming cinemas at the end of their lease terms. While the exact proceeds from future asset dispositions and the extent that they will ultimately be needed are uncertain, we remain confident in our ability to meet liquidity needs for 2025 and 2026.

Real Estate Operations

Despite challenges in our cinema business, our real estate segment has remained resilient. Most of our Australian tenants have met rental obligations, providing a stable revenue stream. With regard to our architectural award winning 44 Union Square redevelopment project in New York City, in January 2022 we secured a long-term lease with Petco Health and Wellness Company (“Petco”), which opened in June 2023, and is paying rent on a full cash basis. Through 2024, our current broker, George Comfort & Sons, explored deals with tenants of varying uses, including wellness and entertainment.

In Australia and New Zealand, our third party (or non-cinema) rental space is 96% leased on a full rent paying basis, demonstrating the strength of these real estate holdings.

Looking Ahead

We anticipate continued improvements in cinema operations as audience levels rebound. The successes of films such as *Inside Out 2*, *Deadpool & Wolverine*, and *Despicable Me 4* reaffirm the enduring appeal of the theatrical experience. Looking ahead, anticipated releases such as *Mission Impossible 8*, *Lilo & Stitch*, *Superman*, *Jurassic World: Rebirth*, *Wicked: Part Two* and *Avatar: Fire and Ash* strengthen our confidence in the cinema industry's future.

While challenges remain, we are committed to adapting and evolving. Through strategic investments, cost-saving measures, and a focus on audience engagement, we believe our Company is well positioned to navigate the evolving entertainment landscape and achieve sustainable growth in the coming years.

Our anticipated plans for 2025 and beyond are discussed in greater detail below.

RECENT DEVELOPMENTS

Recent developments in our two business segments are discussed below. For an overview of our two business segments, including a breakdown of assets that we own and/or manage, please see Part I, Item 1 – Our Business of this 2024 Form 10-K.

Cinema Exhibition

Key Performance Indicators

Food and Beverage Spend Per Patron

A key performance indicator utilized by management in our cinema segment is Food and Beverage (“F&B”) Spend Per Patron (“SPP”), which is calculated based on our total F&B Revenues on a post-tax basis divided by our attendance during a specific period.

One of our strategic priorities has been to continue upgrading the food and beverage menu at several of our global cinemas. As of December 31, 2024, we have a total of 38 theater locations with an upgraded food and beverage menus (i.e. menus that are beyond traditional popcorn, soda, and candy).

We use F&B SPP as a measure of our F&B operational performance as compared to that of our competitors. Although the profitability of our F&B operations is influenced by numerous factors, including labor and cost of goods, F&B SPP serves as an indicator of our ability to achieve consistent strong top-line performance. In addition, F&B SPP highlights our ability to optimize revenue by effectively promoting and selling supplementary products to our customers during each visit. Moreover, this metric assists in evaluating how well we can differentiate our F&B offerings from our competitors. Management in turn uses F&B SPP to adjust food and beverage pricing strategies at our individual theaters, measure the effectiveness of promotional marketing initiatives, optimize menu offerings, and to ensure price barriers are not created for our attendance.

Food & Beverage Spend Per Patron (in functional currency)	Three Months Ended			Twelve Months Ended		
	December 31,			December 31,		
	2024	2023	% Change Favorable/(Unfavorable)	2024	2023	% Change Favorable/(Unfavorable)
United States	\$8.28	\$7.76	6.7%	\$8.12	\$7.80	4.1%
Australia	\$8.28	\$7.84	5.6%	\$7.88	\$7.51	4.9%
New Zealand	\$6.98	\$6.73	3.7%	\$6.72	\$6.64	1.2%

During the fourth quarter of 2024, the F&B SPP of our U.S. Cinemas, \$8.28, exceeded the F&B SPP of any publicly traded exhibitors.

Average Ticket Price Per Patron

An additional key performance indicator utilized by management in our cinema segment is Average Ticket Price (“ATP”) per patron, which is calculated based on our total box office revenues on a post-tax basis divided by our attendance during a specific period. ATP serves to measure our operational cinema performance when compared to that of our competitors. ATP is a useful metric for evaluating our ability to achieve a strong top line performance. In addition, ATP gauges the effectiveness of our cinemas’ pricing strategies and our ability to draw back audiences to our theaters. Management uses ATP to adjust and inform ticket pricing schemes for our individual theaters, measure the effectiveness of our content programming, and ensure that price barriers are not created for core guests.

Average Ticket Price (in functional currency)	Three Months Ended			Twelve Months Ended		
	December 31,			December 31,		
	2024	2023	% Change Favorable/(Unfavorable)	2024	2023	% Change Favorable/(Unfavorable)
United States	\$13.74	\$13.82	(0.6)%	\$13.48	\$13.01	3.6%
Australia	\$15.27	\$14.17	7.8%	\$13.74	\$13.98	(1.7)%
New Zealand	\$13.20	\$12.61	4.7%	\$11.78	\$12.33	(4.5)%

The key performance indicators used by management in our real estate segment with respect to our properties held for rent (other than our Live Theatres) are net operating income, occupancy factor (the percentage of the net rentable area of our properties that is leased) and average lease duration. Set forth in the table below is a comparison of these indicators for the fourth quarter and twelve months ended December 31, 2024 compared to the corresponding periods in 2023.

Real Estate Key Performance Indicators

Real Estate (in functional currency)		Three Months Ended			Twelve Months Ended		
		December 31,			December 31,		
		2024	2023	% Change Favorable/(Unfavorable)	2024	2023	% Change Favorable/(Unfavorable)
United States	Net Operating Income	\$ (185,111)	\$ (807,974)	77.1%	\$ (1,284,905)	\$ (1,720,787)	25.3%
Australia	Net Operating Income	\$ 737,779	\$ 643,402	14.7%	\$ 3,138,427	\$ 1,923,647	63.1%
	Occupancy Factor	96%	97%	(0.5) %age points	96%	97%	(0.5) %age points
	Average Lease Duration	4.18 Years	1.71 Years	2.47 years	4.18 Years	1.71 Years	2.47 years
New Zealand	Net Operating Income	\$ (797,462)	\$ (706,553)	(12.9)%	\$ (2,730,200)	\$ (2,448,364)	(11.5)%
	Occupancy Factor	100%	100%	0.0 %age points	100%	100%	0.0 %age points
	Average Lease Duration	0.87 years	1.25 Years	(.38) years	0.87 years	1.25 Years	(.38) years

In the case of our Live Theatres, with respect to key performance indicators, we primarily look to the live theater licensing revenue and ancillary income from the theatres. This is the fixed fee income paid to us as a license fee, plus variable fees for various services (like box office and concessions). The licensee takes all risks of the success or failure of the production. However, due to our ancillary variable revenue, we do better with a well performing show than a poorly performing show or no show at all.

Historically, in the case of our development properties (such as 44 Union Square in New York City) and our various international properties such as Newmarket Village in Australia, we have no specific key performance standards to compare performance from period to period. Rather we continue to analyze budgets and projections and compare actual results to budgeted or projected results from time to time.

Cinema Additions

The additions to our cinema portfolio during the 2021-2024 were as follows:

Australia and New Zealand

- Busselton, Western Australia, Australia: On September 22, 2023, we opened a five-screen complex in the newly expanded Busselton Central Shopping Centre precinct of Busselton, Western Australia. The state-of-the-art complex features a TITAN LUXE screen, elevated F&B offerings, and recliner seating.
- South City Square, Queensland, Australia: On August 24, 2023, we launched our first-ever Angelika Cinemas outside of the United States at South City Square in Woolloongabba, Brisbane. The location currently operates as an eight-screen complex, featuring elevated food and beverage offerings (including alcoholic beverages) and recliner seating.
- Armadale, Western Australia, Australia: On January 13, 2023, we took over an existing six-screen cinema in Armadale, Australia, a suburb of Perth in Western Australia.

Cinema Pipeline

On January 31, 2025, we entered into an agreement to lease to fit out and operate under a long term lease our existing 10 screen cinema at the to be redeveloped Courtenay Central in Wellington, New Zealand (the "ATL"). That same day we sold all our Wellington properties, including the existing Courtenay Central to Prime. Under the ATL, Prime is obligated to redevelop Courtenay Central and upgrade it to meet current earthquake standards. We intend to renovate the existing cinema to a "best-in-class" standard.

Upgrades to our Film Exhibition Technology and Theater Amenities

Prior to COVID-19, we invested in both (i) the upgrading of our existing cinemas and (ii) the development of new cinemas to provide our customers with premium offerings, including state-of-the-art presentation (including sound, lounges, and bar service) and luxury recliner seating. As of December 31, 2024, all of the upgrades to our theater circuits' film exhibition technology and amenities over the years are as summarized in the following table:

	<u>Location Count</u>	<u>Screen Count</u>
<i>Screen Format</i>		
Digital (all cinemas in our theater circuit)	60	486
IMAX	1	1
TITAN XC and LUXE	26	32
<i>Dine-in Service</i>		
Gold Lounge (AU/NZ) ⁽¹⁾	11	29
Premium (AU/NZ) ⁽²⁾	17	45
Spotlight (U.S.) ⁽³⁾	1	6
<i>Upgraded Food & Beverage menu (U.S.)⁽⁴⁾</i>	16	n/a
<i>Premium Seating (features recliner seating)</i>	33	198
<i>Liquor Licenses in Use⁽⁵⁾</i>	49	n/a

(1) **Gold Lounge**: This is our "First Class Full Dine-in Service" in our Australian and New Zealand cinemas, which includes an upgraded F&B menu (with alcoholic beverages), luxury recliner seating features (intimate 25-50 seat cinemas) and waiter service.

(2) **Premium Service**: This is our "Business Class Dine-in Service" in our Australian and New Zealand cinemas, which typically includes upgraded F&B menu (some with alcoholic beverages) and may include luxury recliner seating features (less intimate 80-seat cinemas), but no waiter service.

(3) **Spotlight Service**: Our first dine-in cinema concept in the U.S. at Reading Cinemas in Murrieta, California. Six of our 17 auditoriums at this cinema feature waiter service before the movie begins with a full F&B menu, luxury recliner seating, and laser focus on customer service. Our Spotlight service has been temporarily suspended since the initial COVID-19 shutdown.

(4) **Upgraded Food & Beverage Menu**: Features an elevated F&B menu including a menu of locally inspired and freshly prepared items that go beyond traditional concessions, which we have worked with former Food Network executives to create. The elevated menu also includes beer, wine and/or spirits at most of our locations.

(5) **Liquor Licenses**: Licenses are applicable at each cinema location, rather than each cinema auditorium. As of December 31, 2024, we had (i) three licenses pending related to the sale of spirits and liquor in the U.S. (i.e. supplementing existing beer and wine licenses) and (ii) one license pending in Australia, which has subsequently been approved in January 2025. As of the date of this filing, 75% of our AU/NZ cinemas are licensed to sell alcohol and all U.S. Cinemas are licensed to sell beer and wine and all, but three, can sell spirits/liquor.

Global Real Estate Developments

- 44 Union Square Redevelopment (New York, N.Y.) – We have made significant progress in the development of our 44 Union Square property in Manhattan. On January 27, 2022, we entered a long-term lease with Petco for the lower level, ground floor, and second floor of the building, who is on a full rent cash paying basis.

- Minetta Lane Theatre (New York, N.Y.) – Audible has its license agreement with us through March 15, 2026, with an option to extend it for an additional year. Audible presents plays featuring a limited cast of one or two characters and special live performance engagements on the Audible streaming service. During 2024, we saw a great deal of shows such as “Laura Benati: Nobody Cares”, “Dead Out-law” and “Strategic Love Play”, along with many others.
- Orpheum Theatre (New York, N.Y.) – STOMP closed (after 30 years at our theatre) on January 8, 2023. Under our termination agreement with the producers of STOMP, we have certain rights to provide the New York City venue for any future production of that show.

Following STOMP’s historic run at the Orpheum, *The Empire Strips Back* ran for approximately three months, followed by a limited holiday engagement of *Death, Let Me Do My Show* starring comedian Rachel Bloom. The Off-Broadway solo version of William Shakespeare’s *Hamlet* starring Eddie Izzard also played in 2024. The year finished with a run of “*The Big Gay Jamboree*”, produced by the creator of “Barbie” and “Titanique”.

- Cinemas 1,2,3 Redevelopment (New York, N.Y.) – Currently operated as the Cinemas 123, we have historically treated this property as an asset held for long term development. However, in light of a variety of factors, such as market conditions in Manhattan for real estate assets, cost of capital and demands on our liquidity, we have begun to explore alternatives for this property.

Australia:

- Newmarket Village ETC, (Brisbane, Australia) – We continue to improve our Newmarket Village ETC by adding new tenancies and focused marketing efforts. The site includes a 23,218 square foot parcel adjacent to the center, improved with an office building. Over the next few years, we will be evaluating development options for this space. The combined center and office building is currently 96% leased.
- Cannon Park ETC, (Queensland, Australia) – We acquired two adjoining properties in Townsville, Queensland, Australia comprising of approximately 9.4-acres in 2015. The total gross leasable area of the Cannon Park City Center and the Cannon Park Discount Center is 126,368 square feet. Our multiplex cinema is the anchor tenant at the Cannon Park City Center. This site is currently 94% leased. As discussed in greater detail above, the sites are currently held for sale and subject to a call option agreement entered into March 2025.
- The Belmont Common, (Belmont, Perth, Australia): The total gross leasable area of the Belmont Common is 60,117 Sq ft. Our multiplex cinema is the anchor tenant with six third-party tenants and our Reading Cinemas, the site is currently 100% leased.

New Zealand:

- Wellington NZ Property Assets (Wellington, New Zealand) – In June 2024, we classified our property assets in Wellington New Zealand, including Courtenay Central ETC as held for sale. On January 31, 2025, we sold these assets.

Corporate Matters

- Board Compensation and Stock Options Committee – Refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 17 – Share-Based Compensation and Repurchase Plans* for details regarding our Board, Executive and Employee stock-based remuneration programs.

OVERALL RESULTS OF OPERATIONS

In this section, we discuss the results of our operations for the year ended December 31, 2024, compared to the year ended December 31, 2023. For a discussion of the year ended December 31, 2023, compared to the year ended December 31, 2022, please refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2023.

The following table sets forth the overall results of operations for the three years ended December 31, 2024:

<i>(Dollars in thousands)</i>	2024	% of Revenue	2023	% of Revenue	2022	% of Revenue	% Change - Favorable/ (Unfavorable)	
							2024 vs. 2023	2023 vs. 2022
SEGMENT RESULTS								
Cinema exhibition operating income (loss)	\$ (2,797)	(1)%	\$ 124	0%	\$ (11,716)	(6)%	(>100)%	>100%
Real estate operating income (loss)	4,679	2%	3,791	2%	506	0%	23%	>100%
NON-SEGMENT RESULTS								
Depreciation and amortization expense	(387)	—%	(711)	—%	(1,072)	(1)%	46%	34%
General and administrative expense	(15,528)	(7)%	(15,235)	(7)%	(16,201)	(8)%	(2)%	6%
Interest expense, net	(21,154)	(10)%	(19,418)	(9)%	(14,392)	(7)%	(9)%	(35)%
Equity earnings of unconsolidated joint ventures	(387)	—%	456	—%	271	—%	(>100)%	68%
Gain (loss) on sale of assets	(1,371)	(1)%	562	0%	(54)	—%	(>100)%	>100%
Other income (expense)	1,528	1%	(164)	—%	6,817	3%	>100%	(>100)%
Income (loss) before income taxes	(35,417)	(17)%	(30,595)	(14)%	(35,841)	(18)%	(16)%	15%
Income tax benefit (expense)	(481)	—%	(590)	(0)%	(819)	(0)%	18%	28%
Net income (loss)	(35,898)	(17)%	(31,185)	(14)%	(36,660)	(18)%	(15)%	15%
Less: Net income (loss) attributable to noncontrolling interests	(597)	—%	(512)	—%	(476)	—%	(17)%	(8)%
Net income (loss) attributable to Reading International, Inc.	\$ (35,301)	(17)%	\$ (30,673)	(14)%	\$ (36,184)	(18)%	(15)%	15%
Basic earnings (loss) per share	\$ (1.58)		\$ (1.38)		\$ (1.64)		(14)%	16%

CONSOLIDATED RESULTS

2024 vs. 2023

Net Loss attributed to Reading International, Inc. was \$35.3 million for the year ended December 31, 2024, an increase of \$4.6 million from a Net Loss of \$30.7 million for the year ended December 31, 2023. This increase in loss was primarily due to (i) a decrease in cinema segment revenue due to a weaker movie slate as a result of the lingering impacts from the 2023 Hollywood strikes in the early part of 2024, (ii) a \$1.7 million increase in interest expenses due to (i) interest expense related to the (a) NZ\$5 million Bridge Facility borrowed in late 2024, which has now been repaid following the sale of our Wellington property assets on January 31, 2025, and (b) \$A20 million Bridge Facility bound in 2024 and (ii) increased interest rate on select debt facilities, and (iii) \$1.40 million loss on the sale of assets primarily from the sale of the Culver City office, partially offset by (a) decreased operating expense, (b) decreased depreciation and amortization, and (c) a \$1.7 million increase in other income.

BUSINESS SEGMENT RESULTS –2024 vs. 2023

Presented below is the comparison of the segment operating income of our two business segments for the years ended December 31, 2024 and 2023, respectively:

<i>(Dollars in thousands)</i>	2024		2023		% Change Favorable/ (Unfavorable)	
	Cinema	Real Estate	Cinema	Real Estate	Cinema	Real Estate
Segment Revenues	\$ 195,130	\$ 20,006	\$ 207,641	\$ 19,870	(6)%	1%
Segment Operating Expenses						
Operating Expense	(183,986)	(9,243)	(192,185)	(8,763)	4%	(5)%
Depreciation and amortization	(10,232)	(5,160)	(11,335)	(6,376)	10%	19%
General and administrative expense	(3,709)	(924)	(3,997)	(940)	7%	2%
Impairment of long-lived assets	—	—	—	—	-	—%
Total segment expenses	(197,927)	(15,327)	(207,517)	(16,079)	5%	5%
Segment operating income (loss)	\$ (2,797)	\$ 4,679	\$ 124	\$ 3,791	(>100)%	23%
Breakdown by country:						
United States	\$ (7,251)	\$ (361)	\$ (5,825)	\$ (753)	(24)%	52%
Australia	4,026	5,973	5,278	5,345	(24)%	12%
New Zealand	428	(933)	671	(801)	(36)%	(16)%
	\$ (2,797)	\$ 4,679	\$ 124	\$ 3,791	(>100)%	23%

A discussion for each segment follows:

Cinema Exhibition – The following table details our Cinema Exhibition segment operating results for the years ended December 31, 2024 and 2023, respectively:

<i>(Dollars in thousands)</i>		2024	% of Revenue	2023	% of Revenue	Inc/(Dec)	2024 vs. 2023 Favorable/ (Unfavorable)
REVENUE							
United States	Admission revenue	\$ 55,782	56%	\$ 63,662	56%	(7,880)	(12) %
	Food & beverage revenue	34,314	34%	38,884	34%	(4,570)	(12) %
	Advertising and other revenue	9,842	10%	11,252	10%	(1,410)	(13) %
		<u>\$ 99,938</u>	<u>100%</u>	<u>\$ 113,798</u>	<u>100%</u>	<u>(13,860)</u>	<u>(12) %</u>
Australia	Admission revenue	\$ 48,186	59%	\$ 48,630	61%	(444)	(1) %
	Food & beverage revenue	27,670	34%	26,119	33%	1,551	6 %
	Advertising and other revenue	6,176	8%	5,276	7%	900	17 %
		<u>\$ 82,032</u>	<u>100%</u>	<u>\$ 80,025</u>	<u>100%</u>	<u>2,007</u>	<u>3 %</u>
New Zealand	Admission revenue	\$ 7,662	58%	\$ 8,509	62%	(847)	(10) %
	Food & beverage revenue	4,375	33%	4,585	33%	(210)	(5) %
	Advertising and other revenue	1,122	9%	724	5%	398	55 %
		<u>\$ 13,159</u>	<u>100%</u>	<u>\$ 13,818</u>	<u>100%</u>	<u>(659)</u>	<u>(5) %</u>
Total revenue		<u>\$ 195,129</u>	<u>100%</u>	<u>\$ 207,641</u>	<u>100%</u>	<u>(12,512)</u>	<u>(6) %</u>
OPERATING EXPENSE							
United States	Film rent and advertising cost	\$ (30,315)	(30)%	\$ (34,182)	(30)%	(3,867)	11 %
	Food & beverage cost	(9,071)	(9)%	(10,069)	(9)%	(998)	10 %
	Occupancy expense	(22,516)	(23)%	(25,090)	(22)%	(2,574)	10 %
	Labor cost	(17,323)	(17)%	(17,397)	(15)%	(74)	— %
	Utilities	(5,973)	(6)%	(6,856)	(6)%	(883)	13 %
	Cleaning and maintenance	(6,664)	(7)%	(8,155)	(7)%	(1,491)	18 %
	Other operating expenses	(7,948)	(8)%	(9,460)	(8)%	(1,512)	16 %
		<u>\$ (99,810)</u>	<u>(100)%</u>	<u>\$ (111,209)</u>	<u>(98)%</u>	<u>(11,399)</u>	<u>10 %</u>
Australia	Film rent and advertising cost	\$ (22,124)	(27)%	\$ (21,814)	(27)%	310	(1) %
	Food & beverage cost	(6,141)	(7)%	(5,609)	(7)%	532	(9) %
	Occupancy expense	(18,086)	(22)%	(17,207)	(22)%	879	(5) %
	Labor cost	(14,040)	(17)%	(13,243)	(17)%	797	(6) %
	Utilities	(2,861)	(3)%	(2,545)	(3)%	316	(12) %
	Cleaning and maintenance	(5,069)	(6)%	(4,696)	(6)%	373	(8) %
	Other operating expenses	(3,597)	(4)%	(3,314)	(4)%	283	(9) %
		<u>\$ (71,918)</u>	<u>(88)%</u>	<u>\$ (68,428)</u>	<u>(86)%</u>	<u>3,490</u>	<u>(5) %</u>
New Zealand	Film rent and advertising cost	\$ (3,473)	(26)%	\$ (3,858)	(28)%	(385)	10 %
	Food & beverage cost	(947)	(7)%	(911)	(7)%	36	(4) %
	Occupancy expense	(3,106)	(24)%	(3,081)	(22)%	25	(1) %
	Labor cost	(2,385)	(18)%	(2,417)	(17)%	(32)	1 %
	Utilities	(394)	(3)%	(435)	(3)%	(41)	9 %
	Cleaning and maintenance	(886)	(7)%	(971)	(7)%	(85)	9 %
	Other operating expenses	(1,066)	(8)%	(874)	(6)%	192	(22) %
		<u>(12,257)</u>	<u>(93)%</u>	<u>(12,547)</u>	<u>(91)%</u>	<u>(290)</u>	<u>2 %</u>
Total operating expense		<u>\$ (183,985)</u>	<u>(94)%</u>	<u>\$ (192,184)</u>	<u>(93)%</u>	<u>(8,199)</u>	<u>4 %</u>
DEPRECIATION, AMORTIZATION, GENERAL AND ADMINISTRATIVE EXPENSE							
United States	Depreciation and amortization	\$ (5,011)	(5)%	\$ (5,912)	(5)%	(901)	15 %
	General and administrative expense	(2,368)	(2)%	(2,502)	(2)%	(134)	5 %
		<u>\$ (7,379)</u>	<u>(7)%</u>	<u>\$ (8,414)</u>	<u>(7)%</u>	<u>(1,035)</u>	<u>12 %</u>
Australia	Depreciation and amortization	\$ (4,763)	(6)%	\$ (4,824)	(6)%	(61)	1 %
	General and administrative expense	(1,325)	(2)%	(1,495)	(2)%	(170)	11 %
		<u>\$ (6,088)</u>	<u>(7)%</u>	<u>\$ (6,319)</u>	<u>(8)%</u>	<u>(231)</u>	<u>4 %</u>
New Zealand	Depreciation and amortization	\$ (458)	(3)%	\$ (600)	(4)%	(142)	24 %
	General and administrative expense	(16)	—%	—	—%	16	— %
		<u>\$ (474)</u>	<u>(4)%</u>	<u>\$ (600)</u>	<u>(4)%</u>	<u>(126)</u>	<u>21 %</u>
Total depreciation, amortization, and general and administrative expense		<u>\$ (13,941)</u>	<u>(7)%</u>	<u>\$ (15,333)</u>	<u>(7)%</u>	<u>(1,392)</u>	<u>9 %</u>
Total expenses		<u>\$ (197,926)</u>	<u>(101)%</u>	<u>\$ (207,517)</u>	<u>(100)%</u>	<u>(9,591)</u>	<u>5 %</u>
OPERATING INCOME (LOSS)							
United States		\$ (7,251)	(7)%	\$ (5,825)	(5)%	(1,426)	(24) %
Australia		4,026	5%	5,278	7%	(1,252)	(24) %
New Zealand		428	3%	671	5%	(243)	(36) %
Total operating income (loss)		<u>\$ (2,797)</u>	<u>(1)%</u>	<u>\$ 124</u>	<u>0%</u>	<u>(2,921)</u>	<u>(>100) %</u>

Cinema Exhibition – The following table details our Cinema Exhibition segment operating results for the quarters ended December 31, 2024 and 2023, respectively:

<i>(Dollars in thousands)</i>		2024	% of Revenue	2023	% of Revenue	Inc/(Dec)	2024 vs. 2023 Favorable/ (Unfavorable)
REVENUE							
United States	Admission revenue	\$ 16,414	56%	\$ 13,412	56%	3,002	22 %
	Food & beverage revenue	10,077	34%	7,776	33%	2,301	30 %
	Advertising and other revenue	2,847	10%	2,552	11%	295	12 %
		<u>\$ 29,338</u>	<u>100%</u>	<u>\$ 23,740</u>	<u>100%</u>	<u>5,598</u>	<u>24 %</u>
Australia	Admission revenue	12,627	59%	9,202	59%	3,425	37 %
	Food & beverage revenue	6,865	31%	5,103	33%	1,762	35 %
	Advertising and other revenue	1,928	9%	1,382	9%	546	40 %
		<u>\$ 21,420</u>	<u>100%</u>	<u>\$ 15,687</u>	<u>100%</u>	<u>5,733</u>	<u>37 %</u>
New Zealand	Admission revenue	\$ 2,103	55%	\$ 1,520	61%	583	38 %
	Food & beverage revenue	1,113	29%	811	33%	302	37 %
	Advertising and other revenue	586	15%	152	6%	434	>100 %
		<u>\$ 3,802</u>	<u>100%</u>	<u>\$ 2,483</u>	<u>100%</u>	<u>1,319</u>	<u>53 %</u>
Total revenue		<u>\$ 54,560</u>	<u>100%</u>	<u>\$ 41,910</u>	<u>100%</u>	<u>12,650</u>	<u>30 %</u>
OPERATING EXPENSE							
United States	Film rent and advertising cost	\$ (9,124)	(31)%	\$ (6,619)	(28)%	2,505	(38) %
	Food & beverage cost	(2,519)	(9)%	(2,030)	(9)%	489	(24) %
	Occupancy expense	(4,986)	(17)%	(6,322)	(27)%	(1,336)	21 %
	Labor cost	(4,516)	(15)%	(4,118)	(17)%	398	(10) %
	Utilities	(1,371)	(5)%	(1,507)	(6)%	(136)	9 %
	Cleaning and maintenance	(667)	(6)%	(1,531)	(6)%	136	(9) %
	Other operating expenses	(1,871)	(6)%	(2,199)	(9)%	(328)	15 %
		<u>\$ (26,054)</u>	<u>(89)%</u>	<u>\$ (24,326)</u>	<u>(102)%</u>	<u>1,728</u>	<u>(7) %</u>
Australia	Film rent and advertising cost	\$ (5,955)	(28)%	\$ (4,162)	(27)%	1,793	(43) %
	Food & beverage cost	(1,510)	(7)%	(1,202)	(8)%	308	(26) %
	Occupancy expense	(4,473)	(21)%	(4,159)	(27)%	314	(8) %
	Labor cost	(3,530)	(16)%	(3,271)	(21)%	259	(8) %
	Utilities	(690)	(3)%	(668)	(4)%	22	(3) %
	Cleaning and maintenance	(1,341)	(6)%	(972)	(6)%	369	(38) %
	Other operating expenses	(851)	(4)%	(783)	(5)%	68	(9) %
		<u>\$ (18,350)</u>	<u>(86)%</u>	<u>\$ (15,217)</u>	<u>(97)%</u>	<u>3,133</u>	<u>(21) %</u>
New Zealand	Film rent and advertising cost	\$ (991)	(26)%	\$ (694)	(28)%	297	(43) %
	Food & beverage cost	(244)	(6)%	(180)	(7)%	64	(36) %
	Occupancy expense	(760)	(20)%	(724)	(29)%	36	(5) %
	Labor cost	(599)	(16)%	(562)	(23)%	37	(7) %
	Utilities	(81)	(2)%	(84)	(3)%	(3)	4 %
	Cleaning and maintenance	(237)	(6)%	(216)	(9)%	21	(10) %
	Other operating expenses	(263)	(7)%	(240)	(10)%	23	(10) %
		<u>\$ (3,175)</u>	<u>(84)%</u>	<u>\$ (2,700)</u>	<u>(109)%</u>	<u>475</u>	<u>(18) %</u>
Total operating expense		<u>\$ (47,579)</u>	<u>(87)%</u>	<u>\$ (42,243)</u>	<u>(101)%</u>	<u>5,336</u>	<u>(13) %</u>
DEPRECIATION, AMORTIZATION, IMPAIRMENT AND GENERAL AND ADMINISTRATIVE EXPENSE							
United States	Depreciation and amortization	\$ (1,227)	(4)%	\$ (1,394)	(6)%	(167)	12 %
	General and administrative expense	(483)	(2)%	(663)	(4)%	(180)	27 %
		<u>\$ (1,710)</u>	<u>(6)%</u>	<u>\$ (2,057)</u>	<u>(9)%</u>	<u>(347)</u>	<u>17 %</u>
Australia	Depreciation and amortization	\$ (1,144)	(5)%	\$ (1,213)	(8)%	(69)	6 %
	General and administrative expense	(238)	(1)%	(351)	(2)%	(113)	32 %
		<u>\$ (1,382)</u>	<u>(6)%</u>	<u>\$ (1,564)</u>	<u>(10)%</u>	<u>(182)</u>	<u>12 %</u>
New Zealand	Depreciation and amortization	\$ (108)	(3)%	\$ (178)	(7)%	(70)	39 %
	General and administrative expense	(15)	—%	—	—%	15	—%
		<u>\$ (123)</u>	<u>(3)%</u>	<u>\$ (178)</u>	<u>(7)%</u>	<u>(55)</u>	<u>31 %</u>
Total depreciation, amortization, impairment and general and administrative expense		<u>\$ (3,215)</u>	<u>(6)%</u>	<u>\$ (3,799)</u>	<u>(9)%</u>	<u>(584)</u>	<u>15 %</u>
Total expenses		<u>\$ (50,794)</u>	<u>(93)%</u>	<u>\$ (46,042)</u>	<u>(110)%</u>	<u>4,752</u>	<u>(10) %</u>
OPERATING INCOME (LOSS)							
United States		\$ 1,574	5%	\$ (2,643)	(11)%	4,217	>100 %
Australia		1,688	8%	(1,094)	(7)%	2,782	>100 %
New Zealand		504	13%	(395)	(16)%	899	>100 %
Total operating income (loss)		<u>\$ 3,766</u>	<u>7%</u>	<u>\$ (4,132)</u>	<u>(10)%</u>	<u>7,898</u>	<u>>100 %</u>

Cinema Exhibition Segment Operating Income

Cinema exhibition segment operating income decreased by \$2.9 million, to a loss of \$2.8 million for the year ended December 31, 2024, compared to the same period in December 31, 2023, primarily driven by a decrease in cinema performance due to a weaker movie slate resulting in lower box office revenue in all three countries, lower concession revenues in the U.S. and New Zealand, and lower advertising revenues in the U.S. It was partially offset by (i) a decrease in depreciation, amortization, general and administrative expense in all three countries, and (ii) lower operating expense in the U.S. and New Zealand.

Cinema exhibition segment operating income for the fourth quarter of 2024 was \$3.8 million, an increase of \$7.9 million from an operating loss of \$4.1 million in the same time period of 2023 primarily attributable to a stronger holiday movie releases.

Revenue

Cinema revenue decreased by \$12.5 million, to \$195.1 million for the year ended December 31, 2024, compared to 2023 primarily due to a weaker movie slate as a result of the lingering impacts of the 2023 Hollywood strikes.

The table below is the revenue breakdown, by country, for the years ended December 31, 2024, and 2023, respectively:

<i>(Dollars in thousands)</i>	2024	% of Revenue	2023	% of Revenue	2024 vs. 2023 Favorable/ (Unfavorable)
United States	\$ 99,938	51%	\$ 113,798	55%	(12)%
Australia	82,032	42%	80,025	39%	3%
New Zealand	13,159	7%	13,818	7%	(5)%
Total Segment Revenues	\$ 195,129	100%	\$ 207,641	100 %	(6)%

Below are the changes in our cinema revenue by market:

- In the United States, cinema revenues decreased by \$13.9 million, to \$99.9 million for the year ended December 31, 2024, compared to 2023.
- In Australia, cinema revenues increased by \$2.0 million, to \$82.0 million for the year ended December 31, 2024, compared to 2023.
- In New Zealand, cinema revenues decreased by \$0.7 million, to \$13.2 million for the year ended December 31, 2024, compared to 2023.

For the quarter ended December 31, 2024, Cinema segment revenue increased by \$12.7 million against the fourth quarter of 2023, to \$54.6 million, which was primarily attributable to a stronger fourth quarter holiday blockbuster film slate in 2024 vs 2023 with the releases of *Wicked*, *Moana 2*, *Gladiator II*, and *Sonic The Hedgehog 3* compared to Q4 2023, which was heavily impacted by the 2023 strikes.

Operating Expense

Operating expense for the full year 2024 decreased by \$8.2 million, to \$184.0 million when compared to 2023 due to lower film rent in the U.S. and New Zealand associated with decreased ticket sales, lower F&B costs in the U.S., along with decreased occupancy expenses in the U.S.

For the quarter ended December 31, 2024, operating expenses increased by \$5.3 million, to \$47.6 million when compared to the fourth quarter of 2023 due to increased film rent as a result of a strong film slate and increased concession cost.

Depreciation, Amortization, Impairment, General and Administrative Expense

Depreciation, amortization, general and administrative expense for the year-ended December 31, 2024 decreased by \$1.4 million, to \$13.9 million compared to 2023 primarily driven by cinema closures in the U.S., sale of our Culver City office building, and delay in CAPEX spending.

Real Estate – The following table details our Real Estate segment operating results for the years ended December 31, 2024 and 2023, respectively:

<i>(Dollars in thousands)</i>		2024	% of Revenue	2023	% of Revenue	Inc/(Dec)	2024 vs. 2023 Favorable/ (Unfavorable)
REVENUE							
United States	Live theatre rental and ancillary income	\$ 2,024	32%	\$ 1,802	29%	222	12 %
	Property rental income	4,221	68%	4,395	71%	(174)	(4) %
		6,245	100%	6,197	100%	48	1 %
Australia	Property rental income	12,341	100%	12,164	100%	177	1 %
New Zealand	Property rental income	1,420	100%	1,509	100%	(89)	(6) %
Total revenue		\$ 20,006	100%	\$ 19,870	100%	136	1 %
OPERATING EXPENSE							
United States	Live theater cost	\$ (1,024)	(16)%	\$ (765)	(12)%	259	(34) %
	Occupancy expense	(694)	(11)%	(789)	(13)%	(95)	12 %
	Utilities	(116)	(2)%	(184)	(3)%	(68)	37 %
	Cleaning and maintenance	(183)	(3)%	(170)	(3)%	13	(8) %
	Other operating expenses	(1,096)	(18)%	(1,238)	(20)%	(142)	11 %
		(3,113)	(50)%	(3,146)	(51)%	(33)	1 %
Australia	Occupancy expense	\$ (1,988)	(16)%	\$ (1,956)	(16)%	32	(2) %
	Labor cost	(247)	(2)%	(218)	(2)%	29	(13) %
	Utilities	(72)	(1)%	(73)	(1)%	(1)	1 %
	Cleaning and maintenance	(983)	(8)%	(927)	(8)%	56	(6) %
	Other operating expenses	(929)	(8)%	(891)	(7)%	38	(4) %
		(4,219)	(34)%	(4,065)	(33)%	154	(4) %
New Zealand	Occupancy expense	\$ (474)	(33)%	\$ (419)	(28)%	55	(13) %
	Labor cost	(22)	(2)%	(99)	(7)%	(77)	78 %
	Utilities	(62)	(4)%	(53)	(4)%	9	(17) %
	Cleaning and maintenance	(44)	(3)%	(33)	(2)%	11	(33) %
	Other operating expenses	(1,311)	(92)%	(948)	(63)%	363	(38) %
		(1,913)	(135)%	(1,552)	(103)%	361	(23) %
Total operating expense		\$ (9,245)	(46)%	\$ (8,763)	(44)%	482	(6) %
DEPRECIATION, AMORTIZATION, GENERAL AND ADMINISTRATIVE EXPENSE							
United States	Depreciation and amortization	\$ (2,628)	(42)%	\$ (3,104)	(50)%	(476)	15 %
	General and administrative expense	(865)	(14)%	(700)	(11)%	165	(24) %
		(3,493)	(56)%	(3,804)	(61)%	(311)	8 %
Australia	Depreciation and amortization	\$ (2,091)	(17)%	\$ (2,514)	(21)%	(423)	17 %
	General and administrative expense	(58)	(0)%	(240)	(2)%	(182)	76 %
		(2,149)	(17)%	(2,754)	(23)%	(605)	22 %
New Zealand	Depreciation and amortization	\$ (440)	(31)%	\$ (758)	(50)%	(318)	42 %
	General and administrative expense	—	—%	—	—%	—	—%
		(440)	(31)%	(758)	(50)%	(318)	42 %
Total depreciation, amortization, and general and administrative expense		\$ (6,082)	(30)%	\$ (7,316)	(37)%	(1,234)	17 %
Total expenses		\$ (15,327)	(77)%	\$ (16,079)	(81)%	(752)	5 %
OPERATING INCOME (LOSS)							
United States		\$ (361)	(6)%	\$ (753)	(12)%	392	52 %
Australia		5,973	48%	5,345	44%	628	12 %
New Zealand		(933)	(66)%	(801)	(53)%	(132)	(16) %
Total operating income (loss)		\$ 4,679	23%	\$ 3,791	19%	888	23 %

Real Estate – The following table details our Real Estate segment operating results for the quarters ended December 31, 2024 and 2023, respectively:

<i>(Dollars in thousands)</i>		2024	% of Revenue	2023	% of Revenue	Incr/(Dec)	2024 vs. 2023 Favorable/ (Unfavorable)
REVENUE							
United States	Live theatre rental and ancillary income	\$ 804	44%	\$ 432	36%	372	86 %
	Property rental income	1,029	56%	763	64%	266	35 %
		1,833	100%	1,195	100%	638	53 %
Australia	Property rental income	2,999	100%	2,973	100%	26	1 %
New Zealand	Property rental income	330	100%	364	100%	(34)	(9) %
		\$ 5,162	100%	\$ 4,532	100%	630	14 %
OPERATING EXPENSE							
United States	Live theater cost	\$ (316)	(17)%	\$ (141)	(12)%	175	(>100) %
	Occupancy expense	(173)	(9)%	(193)	(16)%	(20)	10 %
	Utilities	(28)	(2)%	(33)	(3)%	(5)	15 %
	Cleaning and maintenance	(68)	(4)%	(34)	(3)%	34	(100) %
	Other operating expenses	(233)	(13)%	(393)	(33)%	(160)	41 %
		\$ (818)	(45)%	\$ (794)	(66)%	24	(3) %
Australia	Occupancy expense	\$ (513)	(17)%	\$ (480)	(16)%	33	(7) %
	Labor cost	(65)	(2)%	(52)	(2)%	13	(25) %
	Utilities	(17)	(1)%	(19)	(1)%	(2)	11 %
	Cleaning and maintenance	(257)	(9)%	(210)	(7)%	47	(22) %
	Other operating expenses	(230)	(8)%	(175)	(6)%	55	(31) %
		\$ (1,082)	(36)%	\$ (936)	(31)%	146	(16) %
New Zealand	Occupancy expense	\$ (124)	(38)%	\$ (110)	(30)%	14	(13) %
	Labor cost	(5)	(2)%	(26)	(7)%	(21)	81 %
	Utilities	(13)	(4)%	(12)	(3)%	1	(8) %
	Cleaning and maintenance	(11)	(3)%	(2)	(1)%	9	(>100) %
	Other operating expenses	(391)	(118)%	(283)	(78)%	108	(38) %
		\$ (544)	(165)%	\$ (433)	(119)%	111	(26) %
		\$ (2,444)	(47)%	\$ (2,163)	(48)%	281	(13) %
DEPRECIATION, AMORTIZATION, GENERAL AND ADMINISTRATIVE EXPENSE							
United States	Depreciation and amortization	\$ (539)	(30)%	\$ (746)	(62)%	(207)	28 %
	General and administrative expense	(192)	(10)%	(193)	(17)%	(1)	1 %
		\$ (731)	(40)%	\$ (939)	(79)%	(208)	22 %
Australia	Depreciation and amortization	\$ (459)	(15)%	\$ (614)	(21)%	(155)	25 %
	General and administrative expense	(6)	(0)%	(51)	(2)%	(45)	88 %
		\$ (465)	(16)%	\$ (665)	(22)%	(200)	30 %
New Zealand	Depreciation and amortization	\$ (77)	(23)%	\$ (186)	(51)%	(109)	59 %
	General and administrative expense	—	—%	—	—%	—	—%
		\$ (77)	(23)%	\$ (186)	(51)%	(109)	59 %
		\$ (1,273)	(25)%	\$ (1,790)	(39)%	(517)	29 %
		\$ (3,717)	(72)%	\$ (3,953)	(87)%	(236)	6 %
OPERATING INCOME (LOSS)							
United States		\$ 284	15%	\$ (538)	(45)%	822	>100 %
Australia		1,452	48%	1,372	46%	80	6 %
New Zealand		(291)	(88)%	(255)	(70)%	(36)	(14) %
		\$ 1,445	28%	\$ 579	13%	866	>100 %

Real Estate Segment Operating Income

Real estate segment operating income was \$4.7 million for the year ended December 31, 2024, which was an increase of \$0.9 million from an operating income of \$3.8 million for the year ended December 31, 2023, primarily as a result of (i) increased revenue for the Live Theatres and Australian Property divisions and (ii) lower depreciation and amortization expense in all three countries.

Revenue

The table below is the revenue breakdown by country for each year:

<i>(Dollars in thousands)</i>	2024	% of Revenue	2023	% of Revenue	2024 vs. 2023 Favorable/ (Unfavorable)
United States	\$ 6,245	31%	\$ 6,197	31%	1%
Australia	12,341	62%	12,164	61%	1%
New Zealand	1,420	7%	1,509	8%	(6)%
Total Segment Revenues	\$ 20,006	100 %	\$ 19,870	100 %	1%

Real estate revenues for the year ended December 31, 2024, increased by \$0.1 million, to \$20.0 million compared to 2023. This increase is attributable to higher Live Theater rental and ancillary income in the U.S. and higher property rental income in Australia, partially offset by lower US property income from the third party and intercompany rent income loss from our Culver City office building due to the abandonment by that tenant of their premises at the building in July 2023 (we subsequently sold the property in February 2024) and lower NZ property rental income.

NON-SEGMENT RESULTS –2024 vs. 2023

For more information about the legal expense, please refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 15 – Commitments and Contingencies*.

Income Tax Expense

Income tax expense decreased by \$0.1 million, to \$0.5 million in 2024, when compared to 2023, primarily due to a decrease in adjustments for valuation allowance in 2024.

Please refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 12 – Income Taxes* for further information.

LIQUIDITY AND CAPITAL RESOURCES

Our Financing Strategy

In 2024, due primarily to the negative operating conditions caused by the 2023 Hollywood strikes and increased interest rates, as well as the lingering impacts from the COVID-19 pandemic, we (i) conserved our cash and chose to defer non-essential capital expenditures (such as cinema upgrades and refurbishments), (ii) refinanced our existing debt to provide longer maturity dates and eased financial covenants and/or obtained waivers of financial ratio tests and (iii) monetized one non-cinema real estate asset and identified certain other assets as candidates for potential monetization to raise additional liquidity. In February 2024, we sold an underutilized administrative office building in Culver City, California for \$10 million and have, for the time being, implemented a remote work structure for our California. Proceeds were used to pay the mortgage of \$8.4 million, with \$1.3 million remaining for working capital purposes. It is estimated that moving to a 100% remote work model resulted in cost savings with respect to the year of approximately \$2.0 million.

In January 2025, we closed on the sale of our Courtenay Central properties for NZ\$38.0 million and subsequently paid off our loan with Westpac. In February 2025, we exercised our remaining 6-month extension option to extend the Valley National Bank loan's maturity date from April 1, 2025 to October 1, 2025. In March, we entered into a call option agreement with respect to our Townsville, Queensland, Australia property providing for a sale price of A\$32.0 million. For tax reasons, call option agreements are used in Queensland in connection with real property transactions that provide for a due diligence period. The option holder has made a A\$1.6 million earnest money deposit and, if the option is exercised following the due diligence period, a closing in mid-April is anticipated. Proceeds will be used to pay down our NAB borrowings and for working capital purposes.

During 2024, we worked to prepare other assets for potential monetization. This included resolving various title issues related to our approximately 23.9 acre Williamsport, Pennsylvania rail road yard, which has been identified for sale and is currently on the market.

During 2024, we also worked to restructure our rent payments under various cinema leases. As a result of these negotiations, we have been able to defer rent payments of approximately \$9.6 million.

During 2024, our bank loans with Bank of America, NAB, and Westpac required that our Company comply with certain covenants. We either complied with the underlying bank covenants or obtained waivers from compliance. In 2024, we got an additional AU\$20.0 million loan from NAB, and NZ\$5.0 million loan from Westpac to meet short-term liquidity needs.

If our Company is unable to generate sufficient cash flow in the upcoming months or if its cash needs exceed our Company's borrowing capacity under its available facilities, we could be required to adopt one or more alternatives, such as reducing, delaying or eliminating planned capital expenditures, selling additional assets, or further restructuring debt or our lease obligations.

Generally speaking, we believe our relationship with our landlords and lenders is good.

For more information about our borrowings, including loan modifications and modifications to waivers of certain covenants, please refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 13 – Borrowings*.

The table below presents the changes in our total available resources (cash and borrowings), debt-to-equity ratio, working capital, and other relevant information addressing our liquidity for the last five years:

(\$ in thousands)	2024	2023	2022	2021	2020
Net Cash (used in) / from Operating Activities	\$ (3,833)	\$ (9,735)	\$ (26,351)	\$ (13,498)	\$ (30,201)
Total Resources (cash and borrowings)					
Cash and cash equivalents (unrestricted)	\$ 12,347	\$ 12,906	\$ 29,947	\$ 83,251	\$ 26,826
Unused borrowing facility	7,859	7,859	12,000	12,000	15,490
Restricted for capital projects ⁽¹⁾	7,859	7,859	12,000	12,000	9,377
Unrestricted capacity	—	—	—	—	6,113
Total resources at 12/31	20,206	20,765	41,947	95,251	42,316
Total unrestricted resources at 12/31	12,347	12,906	29,947	83,251	32,939
Debt-to-Equity Ratio					
Total contractual facility	\$ 210,572	\$ 218,159	\$ 227,633	\$ 248,948	\$ 300,449
Total debt (gross of deferred financing costs)	202,713	210,300	215,633	236,948	284,959
Current	69,193	35,070	38,026	12,060	42,299
Non-current	133,520	175,230	177,607	224,888	242,660
Finance lease liabilities	43	83	28	68	118
Total book equity	(4,790)	32,996	63,279	105,060	81,173
Debt-to-equity ratio	(42.32)	6.37	3.41	2.26	3.51
Changes in Working Capital					
Working capital (deficit) ⁽²⁾	\$ (104,584)	\$ (88,373)	\$ (74,152)	\$ (6,673)	\$ (64,140)
Current ratio	0.35	0.30	0.39	0.94	0.47
Capital Expenditures (including acquisitions)	\$ 2,028	\$ 4,711	\$ 9,780	\$ 14,428	\$ 16,759

- (1) This relates to the construction facilities specifically negotiated for 44 Union Square redevelopment project.
(2) Typically, our working capital is reported as a deficit, as we receive revenue from our cinema business ahead of the time that we have to pay our associated liabilities. We use the money we receive to pay down our borrowings in the first instance.

We endeavor to manage our cash, investments, and capital structure to meet the short-term and long-term obligations of our business, while maintaining financial flexibility and liquidity. We forecast, analyze, and monitor our cash flows to enable investment and financing within the overall constraints of our financial strategy. In the past, we used cash generated from operations and other excess cash to the extent not needed for any capital expenditure, to pay down our loans and credit facilities providing us some flexibility on our available loan facilities for future use and thereby, reducing interest charges. To meet our liquidity's need, in 2024, we have worked with our lenders to extend the maturity of various loans.

Refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 13 – Borrowings* for further details on our various borrowing arrangements.

On December 31, 2024, our consolidated cash and cash equivalents totaled \$12.3 million. Of this amount, \$5.0 million, \$6.4 million and \$0.9 million were held by our U.S., Australian and New Zealand operations, respectively. The funds held in Australia and New Zealand are, under our applicable bank lending arrangement, subject to limitations on their use outside of Australia or New Zealand as applicable. Due to the impact of the COVID-19 pandemic, the lack of U.S. Federal assistance (including funds from the Payroll Protection and Shuttered Venue Programs), the 2023 Hollywood strikes and continuing funding needs in the US, we no longer intend to indefinitely reinvest offshore any earnings derived from our Australian and New Zealand operations.

We have historically funded our working capital requirements, capital expenditures and investments in individual properties primarily from a combination of internally generated cash flows and debt. During 2024, the need for such funding for capital expenditures and investments has decreased, as we have deferred to the fullest extent reasonable such expenditures. However, due primarily to the 2023 Hollywood strikes and the increase in interest rates, our operating income is still insufficient to cover our costs and expenses accordingly, our negative working capital has increased over the course of the year. The funding that has been required, has been funded predominantly from cost reductions, bridge facility debt and strategic asset sales and landlord concessions. As noted in the preceding table, we had no unused available unrestricted corporate credit facilities at December 31, 2024.

The change in cash and cash equivalents for the three years ended December 31, 2024 is as follows:

<i>(Dollars in thousands)</i>	2024	2023	2022	% Change	
				2024 vs. 2023	2023 vs. 2022
Net cash provided by (used in) operating activities	\$ (3,833)	\$ (9,735)	\$ (26,351)	61%	63%
Net cash provided by (used in) investing activities	3,961	(2,699)	(9,486)	>100%	72%
Net cash provided by (used in) financing activities	337	(6,667)	(16,557)	>100%	60%
Impact of exchange rate on cash	(824)	(437)	(1,198)	(89)%	64%
Net increase (decrease) in cash and cash equivalents	\$ (359)	\$ (19,538)	\$ (53,592)	98%	64%

Operating Activities

2024 vs. 2023

Cash used in operating activities for the twelve months ended December 31, 2024 decreased by \$5.9 million, to cash used of \$3.8 million compared to cash used in the same period of prior year of \$9.7 million, driven by a \$11.7 million increase in net changes in operating assets and liabilities primarily due to decrease in receivables and increase in accounts payable and accrued expense plus deferred revenues and other liabilities, partially offset by an increase in Net operating Loss of \$3.4 million.

Investing Activities

2024 vs. 2023

Cash provided in investing activities during the twelve months ended December 31, 2024, increased by \$6.7 million, to cash provided of \$4.0 million from a cash used of \$2.7 million in the same period of prior year. This is mainly due to \$9.7 million proceeds from sale of the Culver City office building in February 2024, partially offset by the delayed CAPEX spending compared to the proceeds from sale of our Maitland property in Australia in the fourth quarter of 2023.

Financing Activities

2024 vs. 2023

Cash provided in financing activities for the twelve months ended December 31, 2024, increased by \$7.0 million, from a cash use of \$6.7 million to a cash provided of \$0.3 million due to the additional bridge loans of A\$20.0 million from NAB in Australia and NZ\$5.0 million facility increase from Westpac in New Zealand, partially offset by the repayment of existing loans.

CONTRACTUAL OBLIGATIONS, COMMITMENTS AND CONTINGENCIES

The following table provides information with respect to the future maturities and scheduled principal repayments of our recorded contractual obligations and certain of our commitments and contingencies, either recorded or off-balance sheet, as of December 31, 2024:

<i>(Dollars in thousands)</i>	2025	2026	2027	2028	2029	Thereafter	Total
Debt ⁽¹⁾	\$ 69,520	\$ 105,280	\$ —	\$ —	\$ —	\$ —	\$ 174,800
Operating leases, including imputed interest	29,167	26,876	25,103	22,807	21,475	110,377	235,805
Finance leases, including imputed interest	44	—	—	—	—	—	44
Subordinated debt ⁽¹⁾	—	—	27,913	—	—	—	27,913
Pension liability	547	576	607	638	444	—	2,812
Interest on pension liability	137	109	77	45	11	—	379
Village East purchase option ⁽²⁾	5,900	—	—	—	—	—	5,900
Estimated interest on debt ⁽³⁾	15,029	7,002	1,225	—	—	—	23,257
Total	\$ 120,345	\$ 139,843	\$ 54,925	\$ 23,490	\$ 21,930	\$ 110,377	\$ 470,910

(1) Information is presented gross of deferred financing costs.

(2) Represents the lease liability of the option associated with the ground lease purchase of the Village East Cinema.

(3) Estimated interest on debt is based on the anticipated loan balances for future periods and current applicable interest rates.

Please refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 15 – Commitments and Contingencies* for more information.

Litigation

We are currently involved in certain legal proceedings and, as required, have accrued estimates of probable and estimable losses for the resolution of these claims, as appropriate.

Please refer to *Part I, Item 3 – Legal Proceedings* for more information.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements or obligations (including contingent obligations) that have, or are reasonably likely to have, a current or future material effect on our financial condition, changes in the financial condition, revenue or expense, results of operations, liquidity, capital expenditures or capital resources.

FINANCIAL RISK MANAGEMENT

Currency and Interest Rate Risk

Our Company's objective in managing exposure to foreign currency and interest rate fluctuations is to reduce volatility of earnings and cash flows in order to allow management to focus on core business issues and challenges.

Historically, we have managed our currency exposure by creating, whenever possible, natural hedges in Australia and New Zealand. This involves local country sourcing of goods and services, as well as borrowing in local currencies to match revenues and expenses. We have also historically paid management fees to the U.S. to cover a portion of our domestic overhead. The decrease in the value of the Australian and New Zealand currencies as compared to the U.S. dollar combined with the limitations under our bank loans in Australia and New Zealand to move funds into the U.S., however, have negatively impacted and are expected in 2024 to continue to negatively impact, our ability to rely on such funding for ongoing support of our domestic overhead.

Our exposure to interest rate risk arises out of our long-term floating-rate borrowings. To manage the risk, we utilize interest rate derivative contracts to convert certain floating-rate borrowings into fixed-rate borrowings. It is our Company's policy to enter into interest rate derivative transactions only to the extent considered necessary to meet its objectives as stated above. Our Company does not enter into these transactions or any other hedging transactions for speculative purposes. We are currently facing additional risk as approximately \$174.8 million of our current borrowings mature over the next 24 months. We believe it unlikely that we will be able to refinance this debt at their current interest rates in this environment.

Inflation

We continually monitor inflation and the effects of changing prices. Inflation increases the cost of goods and services used. Competitive conditions in many of our markets restrict our ability to recover fully the higher costs of acquired goods and services through price increases. We attempt to mitigate the impact of inflation by implementing continuous process improvement solutions to enhance

productivity and efficiency and, as a result, lower costs and operating expenses. Inflation may also adversely impact the rent we pay for our leased cinemas, as many have cost of living adjustment features.

CRITICAL ACCOUNTING ESTIMATES

We believe that the application of the following accounting policies requires significant judgments and estimates in the preparation of our financial results:

Impairment of Long-Lived Assets, Including Goodwill and Intangible Assets

We review long-lived assets, including goodwill and intangibles, for impairment as part of our annual budgeting process, at the beginning of the fourth quarter, and whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable.

- (i) *Impairment of Long-lived Assets (other than Goodwill and Intangible Assets with indefinite lives)* – we evaluate our long-lived assets and finite-lived intangible assets using historical and projected data of cash flows as our primary indicator of potential impairment and we take into consideration the seasonality of our business. If the sum of the estimated, undiscounted future cash flows is less than the carrying amount of the asset, then an impairment is recognized for the amount by which the carrying value of the asset exceeds its estimated fair value based on an appraisal or a discounted cash flow calculation. For certain non-income producing properties or for those assets with no consistent historical or projected cash flows, we obtain appraisals or other evidence to evaluate whether there are impairment indicators for these assets.

No impairment losses were recorded for long-lived assets for the year ended December 31, 2024, or the year ended December 31, 2023. \$1.5 million of impairment losses were recorded against certain cinema assets in the second quarter of the year ended December 31, 2022.

- (ii) *Impairment of Goodwill and Intangible Assets with indefinite lives* – goodwill and intangible assets with indefinite useful lives are not amortized, but instead, tested for impairment at least annually on a reporting unit basis. The impairment evaluation is based on the present value of estimated future cash flows of each reporting unit plus the expected terminal value. There are significant assumptions and estimates used in determining the future cash flows and terminal value. The most significant assumptions include our cost of debt and cost of equity assumptions that comprise the weighted average cost of capital for each reporting unit. Accordingly, actual results could vary materially from such estimates.

No impairment losses were recorded for goodwill and indefinite-lived intangible assets for the years ended December 31, 2024, 2023, or 2022.

Tax Valuation Allowance and Deferred Taxes

We record our estimated future tax benefits and liabilities arising from the temporary differences between the tax basis of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss carryforwards. In evaluating our ability to recover our deferred tax assets in the jurisdiction from which they arise, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and results of recent operations. In projecting future taxable income, we begin with historical results and incorporate assumptions about the amount of future federal, state, and foreign pretax operating income adjusted for items that do not have tax consequences. The assumptions about future taxable income require the use of significant judgment and are consistent with the plans and estimates we are using to manage the underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating income (loss). As of December 31, 2024, we had recorded approximately \$67.6 million of deferred tax assets (net of \$45.4 million deferred tax liabilities) related to the temporary differences between the tax bases of assets and liabilities and amounts reported in the accompanying consolidated balance sheets, as well as operating loss carryforwards and tax credit carryforwards. These deferred tax assets were offset by a valuation allowance of \$66.5 million resulting in a net deferred tax asset of \$1 million. The recoverability of deferred tax assets is dependent upon our ability to generate future taxable income.

Recognition of Gift Card Breakage Income

Generally, our revenue recognition is not assessed as an area requiring significant judgment or estimation. Revenues from ticket and food and beverage sales are recognized when the service is provided – that is when the show has commenced, or the food has been provided. Transaction fees from online sales are recorded at the time of the online transaction. In regard to our real estate business, we execute lease contracts for existing tenancies, but revenue is recognized on a straight-line basis over the lease term.

In contrast, recognition of gift card breakage income requires certain estimates and judgements to be made in regarding the pattern of customer behavior at our cinemas. This policy is described in detail in the section *Part II, Item 8 – Financial Statements and*

Contingencies

For loss contingencies, we record any loss contingencies when there is a probable likelihood that the liability has been incurred and the amount of the loss can be reasonably estimated.

For other contingencies,

- (i) for recoveries through an insurance claim, we record a recoverable asset (not to exceed the amount of the total losses incurred) only when the collectability of such claim is considered probable. To evaluate the probable collectability of an insurance claim, we consider communications with our insurance company.
- (ii) for gain contingencies resulting from legal settlements, we record those settlements in our consolidated statements of operations when cash or other forms of payments are received.

Legal contingencies

From time to time, we are involved with claims and lawsuits arising in the ordinary course of our business that may include contractual obligations, insurance claims, tax claims, employment matters, and anti-trust issues, among other matters. We provide accruals for matters that have probable likelihood of occurrence and can be properly estimated as to their expected negative outcome. We do not record expected gains until the proceeds (either in cash or other forms of payments) are received by us. Please refer to *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 15 – Commitments and Contingencies* for more information on legal matters.

For a summary of our significant accounting policies, including the critical accounting estimates discussed above, see *Part II, Item 8 – Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements-- Note 3*.

Item 7A – Quantitative and Qualitative Disclosure about Market Risk

The SEC requires that registrants include information about potential effects of changes in currency exchange and interest rates in their Form 10-K filings. Several alternatives, all with some limitations, have been offered. The following discussion is based on a sensitivity analysis, which models the effects of fluctuations in currency exchange rates and interest rates. This analysis is constrained by several factors, including the following:

- it is based on a single point in time; and
- it does not include the effects of other complex market reactions that would arise from the changes modeled.

Although the results of such an analysis may be useful as a benchmark, they should not be viewed as forecasts.

At December 31, 2024, approximately 36% and 8% of our assets were invested in assets denominated in Australian dollars (Reading Australia) and New Zealand dollars (Reading New Zealand), respectively, including approximately \$7.3 million in cash and cash equivalents. At December 31, 2023, approximately 36% and 8% of our assets were invested in assets denominated in Australian and New Zealand dollars, respectively, including approximately \$5.8 million in cash and cash equivalents.

Our policy in Australia and New Zealand is to match revenues and expenses, whenever possible, in local currencies. As a result, we have procured in local currencies a majority of our expenses in Australia and New Zealand. Despite this natural hedge, recent movements in foreign currencies have had an effect on our current earnings. The effect of the translation adjustment on our assets and liabilities noted in our other comprehensive income was a decrease of \$4.5 million for the year ended December 31, 2024. As we continue to progress our acquisition and development activities in Australia and New Zealand, no assurances can be given that the foreign currency effect on our earnings will not be material in the future.

Historically, our policy has been to borrow in local currencies to finance the development and construction of our long-term assets in Australia, and New Zealand. As a result, the borrowings in local currencies have provided somewhat of a natural hedge against the foreign currency exchange exposure. Even so, and as a result of our issuance of fully subordinated Trust Preferred Securities in 2007, and their subsequent partial repayment, approximately 12% and 23% of our Australian and New Zealand assets, respectively, remain subject to such exposure, unless we elect to hedge our foreign currency exchange between the U.S. and Australian and New Zealand dollars. If the foreign currency rates were to fluctuate by 10%, the resulting change in Australian and New Zealand assets would result in an increase or decrease of \$2.0 million and \$0.9 million, respectively, and the change in our net income for the year would be \$0.1 million and \$0.7 million, respectively. Presently, we have no plans to hedge such exposure.

With changes in the tax landscape caused by the Tax Cuts and Jobs Act of 2017, we may reconsider our strategy for financing operations and redevelopment projects in the three countries we are invested in, which may include increased borrowings from banks in higher-tax countries, and dividends to the U.S. from foreign subsidiaries, being mindful of withholding taxes on interest, and thin capitalization limitations on interest deduction in Australia and New Zealand. However, our ability to adopt such strategies will naturally be limited by our results of operation and the value of our assets in these various jurisdictions.

We record unrealized foreign currency translation gains or losses that could materially affect our financial position. We have accumulated unrealized foreign currency translation losses of approximately (\$5.5) million and (\$1.0) million as of December 31, 2024 and 2023, respectively.

Historically, we maintained most of our cash and cash equivalent balances in short-term money market instruments with original maturities of three months or less. Due to the short-term nature of such investments, a change of 1% in short-term interest rates would not have a material effect on our financial condition. The negative spread between our borrowing costs and earned interest will exacerbate as we hold cash to provide a safety net to meet our expenses while some of our cinema operations remain closed and some of our tenant income curtailed.

We have a combination of fixed and variable interest rate loans. In connection with our variable interest rate loans, a change of approximately 1% in short-term interest rates would have resulted in approximately \$2.0 million increase or decrease in our 2024 interest expense.

For further discussion on market risks, please refer to *International Business Risks* included in *Item 1A – Risk Factors*.

Item 8 – Financial Statements and Supplementary Data

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Board of Directors and Stockholders Reading International, Inc.

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with U.S. GAAP. Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria established in 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based upon our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2024, because of the material weakness in internal controls over financial reporting relating to the erroneous reversal and treatment of a liability. This material weakness existed for the periods June 30, 2024, September 30, 2024, and December 31, 2024, and resulted in the Company restating its consolidated financial statements for the June 30, 2024, and September 30, 2024, periods. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

As a result of the material weakness in internal control over financial reporting described above, management has concluded that we did not maintain effective internal control over financial reporting as of December 31, 2024.

By: /s/ Ellen M. Cotter
Ellen M. Cotter
President and Chief Executive Officer
March 31, 2025

By: /s/ Gilbert Avanes
Gilbert Avanes
EVP, Chief Financial Officer and Treasurer
March 31, 2025

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**Board of Directors and Shareholders
Reading International, Inc.**

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Reading International, Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and financial statement schedule included under Item 15(a) (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

Basis for opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Long-Lived Assets

As described further in Note 2 and Note 3 to the financial statements, the Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of the asset may not be fully recoverable. The impairment evaluation of long-lived assets is an assessment that begins with the Company's monitoring of indicators of impairment on an asset group basis, which the Company believes is the lowest applicable level for which there are identifiable cash flows. Outside of a change in circumstances that indicate the carrying amount of the asset may not be fully recoverable, the Company reviews long-lived assets for impairment as part of their annual budgeting process, at the beginning of the fourth quarter. When performing the impairment assessments, the Company estimates undiscounted cash flows at the asset group level from continuing use through the remainder of the asset's useful life. If the estimated undiscounted cash flows are not sufficient to recover the carrying value of the asset, the Company then compares the carrying value of the asset with its estimated fair value. The key uncertainties in the assumptions used in estimating the projected cash flows of the operating properties and operating lease right-of-use assets are those surrounding admissions revenue expectations, growth rates, and discount rates. We identified the impairment of operating properties and operating lease right-of-use assets as a critical audit matter.

The principal considerations for our determination that the valuation of operating properties and operating lease right-of-use assets is a critical audit matter is due to the uncertainties and significant management judgment used to estimate the related undiscounted cash flows. Evaluating management's estimates required a high degree of auditor judgment and an increased level of effort when

performing audit procedures to evaluate the reasonableness of management's cash flow analysis in light of the sensitive nature of the significant assumptions utilized by management.

Our audit procedures related to the valuation considerations for operating properties and operating lease right-of-use assets included the following, among others.

- We tested the design and implementation of internal controls relating to management's identification of triggering events, measurement considerations for long-lived assets, and key inputs and assumptions used in relation to the projected undiscounted cash flows to be generated by asset groups.
- The evaluation of assumptions within the impairment consideration models, including future cash flows, growth rates and terminal values were evaluated for management bias. We benchmarked the average historical cash flows generated at the specific theater location level during prior periods not impacted by pandemic concerns or other industry disruptions such as the Hollywood strikes.
- On a scope basis we performed independent calculations to test the sensitivity of key assumptions used by management.
- We utilized the assistance of our firm's valuation services group to assist in testing certain scoped assets' impairment consideration models and in evaluating the reasonableness of significant assumptions utilized within the models.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2011.

Newport Beach, California
March 31, 2025

READING INTERNATIONAL, INC. and SUBSIDIARIES

Consolidated Balance Sheets as of December 31, 2024 and 2023

(U.S. dollars in thousands, except share information)

	December 31,	
	2024	2023
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 12,347	\$ 12,906
Restricted cash	2,735	2,535
Receivables	5,276	7,561
Inventories	1,685	1,648
Prepaid and other current assets	2,668	2,881
Asset groups held for sale	32,331	11,179
Total Current Assets	57,042	38,710
Operating properties, net	214,694	262,417
Operating lease right-of-use assets	160,873	181,542
Investment and development properties, net	—	8,789
Investment in unconsolidated joint ventures	3,138	4,756
Goodwill	23,712	25,535
Intangible assets, net	1,800	2,038
Deferred tax assets, net	953	299
Other assets	8,799	8,965
Total Assets	\$ 471,011	\$ 533,051
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 48,651	\$ 43,828
Film rent payable	5,820	6,038
Debt - current portion	69,193	34,484
Subordinated debt - current portion	—	586
Taxes payable	891	1,376
Deferred current revenue	9,731	10,993
Operating lease liabilities - current portion	20,747	23,047
Other current liabilities	6,593	6,731
Total Current Liabilities	161,626	127,083
Debt – long-term portion	105,239	146,605
Derivative financial instruments - non-current portion	137	—
Subordinated debt - non-current portion	27,394	27,172
Noncurrent tax liabilities	6,041	6,586
Operating lease liabilities - non-current portion	161,702	180,898
Other non-current liabilities	13,662	11,711
Total Liabilities	\$ 475,801	\$ 500,055
Commitments and Contingencies		
Stockholders' Equity:		
Class A non-voting common shares, par value \$0.01, 100,000,000 shares authorized, 33,681,705 issued and 20,745,594 outstanding at December 31, 2024 and 33,602,627 issued and 20,666,516 outstanding at December 31, 2023	\$ 238	\$ 237
Class B voting common shares, par value \$0.01, 20,000,000 shares authorized and 1,680,590 issued and outstanding at December 31, 2024 and 2023	17	17
Nonvoting preferred shares, par value \$0.01, 12,000 shares authorized and no issued or outstanding shares at December 31, 2024 and 2023	—	—
Additional paid-in capital	157,751	155,402
Retained earnings (accumulated deficit)	(114,790)	(79,489)
Treasury shares, at cost	(40,407)	(40,407)
Accumulated other comprehensive income	(7,173)	(2,673)
Total Reading International, Inc. ("RDI") Stockholders' Equity	(4,364)	33,087
Noncontrolling Interests	(426)	(91)
Total Stockholders' Equity	\$ (4,790)	\$ 32,996
Total Liabilities and Stockholders' Equity	\$ 471,011	\$ 533,051

The accompanying Notes are an integral part of the Consolidated Financial Statements.

READING INTERNATIONAL, INC. and SUBSIDIARIES

Consolidated Statements of Operations for the Three Years Ended December 31, 2024

(U.S. dollars in thousands, except share and per share data)

	2024	2023	2022
Revenues			
Cinema	\$ 195,130	\$ 207,641	\$ 191,321
Real estate	15,397	15,103	11,794
Total revenues	210,527	222,744	203,115
Costs and expenses			
Cinema	(179,377)	(187,418)	(178,768)
Real estate	(9,243)	(8,763)	(8,947)
Depreciation and amortization	(15,779)	(18,422)	(20,918)
General and administrative	(20,161)	(20,172)	(21,416)
Impairment of long-lived assets	—	—	(1,549)
Total costs and expenses	(224,560)	(234,775)	(231,598)
Operating income (loss)	(14,033)	(12,031)	(28,483)
Interest expense, net	(21,154)	(19,418)	(14,392)
Gain (loss) on sale of assets	(1,371)	562	(54)
Other income (expense)	1,528	(164)	6,817
Income (loss) before income tax expense and equity earnings of unconsolidated joint ventures	(35,030)	(31,051)	(36,112)
Equity earnings of unconsolidated joint ventures	(387)	456	271
Income (loss) before income taxes	(35,417)	(30,595)	(35,841)
Income tax benefit (expense)	(481)	(590)	(819)
Net income (loss)	\$ (35,898)	\$ (31,185)	\$ (36,660)
Less: net income (loss) attributable to noncontrolling interests	(597)	(512)	(476)
Net income (loss) attributable to Reading International, Inc.	\$ (35,301)	\$ (30,673)	\$ (36,184)
Basic earnings (loss) per share	\$ (1.58)	\$ (1.38)	\$ (1.64)
Diluted earnings (loss) per share	\$ (1.58)	\$ (1.38)	\$ (1.64)
Weighted average number of shares outstanding—basic	22,401,662	22,222,635	22,020,921
Weighted average number of shares outstanding—diluted	22,401,662	22,222,635	22,020,921

The accompanying Notes are an integral part of the Consolidated Financial Statements.

READING INTERNATIONAL, INC. and SUBSIDIARIES
Consolidated Statements of Comprehensive Income for the Three Years Ended December 31, 2024
(U.S. dollars in thousands)

	2024	2023	2022
Net income (loss)	\$ (35,898)	\$ (31,185)	\$ (36,660)
Foreign currency translation gain (loss)	(4,544)	(290)	(7,543)
Gain (loss) on cash flow hedges	(137)	(580)	557
Others	172	153	143
Comprehensive income (loss)	\$ (40,407)	\$ (31,902)	\$ (43,503)
Less: net income (loss) attributable to noncontrolling interests	(597)	(512)	(476)
Less: comprehensive income (loss) attributable to noncontrolling interests	(9)	(1)	(4)
Comprehensive income (loss)	\$ (39,801)	\$ (31,389)	\$ (43,023)

The accompanying Notes are an integral part of the Consolidated Financial Statements.

READING INTERNATIONAL, INC. and SUBSIDIARIES
Consolidated Statements of Stockholders' Equity for the Three Years Ended December 31, 2024
(In thousands)

	Common Shares				Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Treasury Shares	Accumulated Other Comprehensive Income/(Loss)	Reading International Inc. Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
	Class A Non- Voting Shares	Class A Par Value	Class B Voting Shares	Class B Par Value							
At December 31, 2021	20,260	\$ 233	1,680	\$ 17	\$ 151,981	\$ (12,632)	\$ (40,407)	\$ 4,882	\$ 104,074	\$ 986	\$ 105,060
Net income (loss)	—	—	—	—	—	(36,184)	—	—	(36,184)	(476)	(36,660)
Other comprehensive income, net	—	—	—	—	—	—	—	(6,839)	(6,839)	(4)	(6,843)
Share-based compensation expense	—	—	—	—	1,888	—	—	—	1,888	—	1,888
Restricted Stock Units	150	2	—	—	(85)	—	—	—	(83)	—	(83)
Contributions from noncontrolling stockholders	—	—	—	—	—	—	—	—	—	4	4
Distributions to noncontrolling stockholders	—	—	—	—	—	—	—	—	—	(87)	(87)
At December 31, 2022	20,410	\$ 235	1,680	\$ 17	\$ 153,783	\$ (48,816)	\$ (40,407)	\$ (1,957)	\$ 62,856	\$ 423	\$ 63,279
Net income (loss)	—	—	—	—	—	(30,673)	—	—	(30,673)	(512)	(31,185)
Other comprehensive income, net	—	—	—	—	—	—	—	(716)	(716)	(1)	(717)
Share-based compensation expense	—	—	—	—	1,864	—	—	—	1,864	—	1,864
Restricted Stock Units	254	2	—	—	(245)	—	—	—	(243)	—	(243)
At December 31, 2023	20,664	\$ 237	1,680	\$ 17	\$ 155,402	\$ (79,489)	\$ (40,407)	\$ (2,673)	\$ 33,087	\$ (91)	\$ 32,996
Net income (loss)	—	—	—	—	—	(35,301)	—	—	(35,301)	(597)	(35,898)
Other comprehensive income, net	—	—	—	—	—	—	—	(4,500)	(4,500)	(9)	(4,509)
Share-based compensation expense	—	—	—	—	2,356	—	—	—	2,356	—	2,356
Restricted Stock Units	79	1	—	—	(7)	—	—	—	(6)	—	(6)
Contributions from noncontrolling stockholders	—	—	—	—	—	—	—	—	—	271	271
At December 31, 2024	20,743	\$ 238	1,680	\$ 17	\$ 157,751	\$ (114,790)	\$ (40,407)	\$ (7,173)	\$ (4,364)	\$ (426)	\$ (4,790)

The accompanying Notes are an integral part of the Consolidated Financial Statements.

READING INTERNATIONAL, INC. and SUBSIDIARIES

Consolidated Statements of Cash Flows for the Three Years Ended December 31, 2024

(U.S. dollars in thousands)

	2024	2023	2022
Operating Activities			
Net income (loss)	\$ (35,898)	\$ (31,185)	\$ (36,660)
<i>Adjustments to reconcile net income to net cash flows from operating activities:</i>			
Equity earnings of unconsolidated joint ventures	387	(456)	(271)
Distributions of earnings from unconsolidated joint ventures	912	465	278
Gain recognized on foreign currency transactions	(1,754)	10	(3,338)
Net loss (gain) on sale of assets	1,371	(562)	54
Amortization of operating leases	15,991	19,020	22,769
Amortization of finance leases	41	25	38
Change in operating lease liabilities	(16,416)	(20,230)	(23,013)
Interest on hedged derivatives	—	—	—
Change in net deferred tax assets	(776)	149	1,647
Purchase of derivative instruments	—	—	(86)
Depreciation and amortization	15,779	18,422	20,918
Impairment of long-lived assets	—	—	1,549
Other amortization	1,382	1,696	1,644
Share-based compensation expense	2,356	1,863	1,888
<i>Net changes in operating assets and liabilities:</i>			
Receivables	2,099	(1,325)	978
Prepaid and other assets	(515)	1,272	(2,614)
Payments for accrued pension	(683)	(683)	(683)
Accounts payable and accrued expenses	9,791	1,066	806
Film rent payable	12	359	(1,184)
Taxes payable	(390)	1,289	(10,182)
Deferred revenue and other liabilities	2,478	(930)	(889)
Net cash provided by (used in) operating activities	(3,833)	(9,735)	(26,351)
Investing Activities			
Proceeds from sale of assets	9,590	1,774	—
Purchases of and additions to operating and investment properties	(5,538)	(4,473)	(9,391)
Contributions to unconsolidated joint ventures	(91)	—	(95)
Net cash provided by (used in) investing activities	3,961	(2,699)	(9,486)
Financing Activities			
Repayment of long-term borrowings	(15,298)	(9,667)	(15,980)
Repayment of finance lease principal	(40)	(28)	(40)
Proceeds from borrowings	16,027	4,141	—
Capitalized borrowing costs	(616)	(869)	(371)
Proceeds (payments) from stock option exercises	(7)	(244)	(83)
Noncontrolling interest contributions	271	—	4
Noncontrolling interest distributions	—	—	(87)
Net cash provided by (used in) financing activities	337	(6,667)	(16,557)
Effect of exchange rate on cash and restricted cash	(824)	(437)	(1,198)
Net increase (decrease) in cash and cash equivalents and restricted cash	(359)	(19,538)	(53,592)
Cash and cash equivalents and restricted cash at the beginning of the year	15,441	34,979	88,571
Cash and cash equivalents and restricted cash at the end of the year	\$ 15,082	\$ 15,441	\$ 34,979
Cash and cash equivalents and restricted cash consists of:			
Cash and cash equivalents	\$ 12,347	\$ 12,906	\$ 29,947
Restricted cash	2,735	2,535	5,032
	\$ 15,082	\$ 15,441	\$ 34,979
Supplemental Disclosures			
Interest paid	\$ 19,487	\$ 18,497	\$ 13,074
Income taxes paid (refunded), net	1,900	(639)	9,386
Non-Cash Transactions			
Lease make-good accrual	\$ 59	\$ 21	\$ (1,567)
Additions to operating and investing properties through accrued expenses	257	3,768	3,545

READING INTERNATIONAL, INC. and SUBSIDIARIES

**Notes to Consolidated Financial Statements
As of and for Three Years Ended December 31, 2024**

NOTE 1 – DESCRIPTION OF BUSINESS

The Company

Reading International, Inc., a Nevada corporation (“RDI” and collectively with our consolidated subsidiaries and corporate predecessors, the “Company,” “Reading,” and “we,” “us,” or “our”), was incorporated in 1999. Our businesses consist primarily of:

- the development, ownership, and operation, of cinemas in the United States, Australia, and New Zealand; and,
- the development, ownership, operation and/or rental of retail, commercial and live venue real estate assets in Australia, New Zealand, and the United States.

NOTE 2 – LIQUIDITY

We continue to evaluate the going concern assertion required by ASC 205-40 *Going Concern* as it relates to our Company. The evaluation of the going concern assertion involves firstly considering whether it is probable that our Company has sufficient resources, as at the issue date of the financial statements, to meet its obligations as they fall due for twelve months following the issue date. Should it be probable that there are not sufficient resources, we must determine whether it is probable that our plans will be effectively implemented and will mitigate the consequential going concern substantial doubt. Our evaluation is informed by current liquidity positions, debt obligations, our beliefs about the marketability of certain real estate properties, our beliefs about the recovery of the global cinema industry, cash flow estimates, known capital and other expenditure requirements and commitments and our current business plan and strategies. Our Company’s business plan - two businesses (real estate and cinema) in three countries (Australia, New Zealand and the U.S.) - has served us well since the onset of COVID-19 and is key to management’s overall evaluation of ASC 205-40 *Going Concern*.

We have \$69.2 million of debt due in twelve months, cash of \$12.3 million and negative working capital of \$104.6 million. This net negative working capital position includes land and property held for sale on that date of \$32.3 million (based on book as opposed to fair market value). Management has concluded that uncertainty exists.

As a result, we have developed a plan to address and overcome the uncertainty. Our plan is informed by current liquidity positions, debt obligations, our beliefs about the marketability of certain real estate properties, our beliefs about the recovery of the global cinema industry, cash flow estimates, known capital and other expenditure requirements and commitments and our current business plan and strategies.

While we believe that, with an increase in the quantity and quality of films being released to cinemas compared to pre-pandemic levels, patronage and operating revenue levels will improve, we have no control over attendance levels and no assurances can be given as to the nature of the reception of future movies by the movie-going public.

As a result, we plan to start a process of refinancing certain loans in the near future. Moreover, we intend to raise the liquidity necessary for the next twelve months from real estate asset monetization. We believe we have more than sufficient marketable real estate assets that can be monetized on a timely basis and at the values required to meet our funding needs over the next twelve months. After having sold eight separate property assets since 2021, we have demonstrated our ability to complete real estate asset monetizations.

Into 2025, we continue to take action to raise liquidity, paying down bank debt by \$16.6 million using proceeds from asset monetizations. On January 31, 2025, we repaid our \$10.5 million Westpac loan. On February 5, 2025, we repaid \$6.1 million of our Bank of America facility, taking the balance to \$8.7 million due on August 18, 2025. On February 26, 2025, we exercised our option to extend our Valley National debt to October 1, 2025. Our \$12.4 million NAB bridging facility matures on April 30, 2025, which we expect to repay upon the anticipated sale of our Cannon Park property in mid-April 2025.

In conclusion, as of the date of issuance of these financial statements, based on our evaluation of ASC 205-40 *Going Concern* and the current conditions and events, considered in the aggregate, and our various plans for enhancing liquidity and the extent to which those plans are progressing, we conclude that our plan to raise sufficient liquidity primarily through certain real estate asset monetizations to

the extent needed is probable of being implemented to the extent required such that this alleviates the substantial doubt about our Company's ability to continue as a going concern.

Impairment Considerations

Our Company considers that the events and factors described above continue to constitute impairment indicators under *ASC 360 Property, Plant and Equipment*. At December 31, 2024, our Company performed a quantitative recoverability test of the carrying values of all its asset groups. Our Company estimated the undiscounted future cash flows expected to result from the use of these asset groups and found that no impairment charge was necessary. This was due to our improved financial performance at the asset group level, and our more favorable expectations for future trading. No impairment charges were recorded in 2023. We recorded impairment charges of \$1.5 million in 2022 against certain cinemas whose performance had not improved commensurate with the wider group. Actual performance against our forecasts is dependent on several variables and conditions, many of which are subject to the uncertainties associated with the residual impacts COVID-19 and as a result, actual results may materially differ from management's estimates.

Our Company also considers that the events and factors described above continue to constitute impairment indicators under *ASC 350 Intangibles – Goodwill and Other*. Our Company performed a quantitative goodwill impairment test and determined that our goodwill was not impaired as of December 31, 2024. The test was performed at a reporting unit level by comparing each reporting unit's carrying value, including goodwill, to its fair value. The fair value of each reporting unit was assessed using a discounted cash flow model based on the budgetary revisions performed by management in response to COVID-19 and the developing market conditions. Actual performance against our forecasts is dependent on several variables and conditions, many of which are subject to the uncertainties associated with the residual impacts of COVID-19 and as a result, actual results may materially differ from management's estimates.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant Accounting Policies

Basis of Consolidation

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). These consolidated financial statements include the accounts of our wholly owned subsidiaries. We have also consolidated the following entities that are not wholly owned for which we have control:

- Australia Country Cinemas Pty, Limited, a company in which we own a 75% interest and whose only assets are our leasehold cinema at Dubbo, Australia and our owned cinema at Townsville, Australia;
- Sutton Hill Properties, LLC ("SHP"), a company based in New York in which we own a 75% interest and whose only asset is the fee interest in the Cinemas 123; and,
- Shadow View Land and Farming, LLC in which we own a 50% controlling membership interest and whose only asset was a 202-acre land parcel in Coachella, California which was sold in March 2021. The company is in the process of winding up.

Our investment interests in certain joint venture arrangements, for which we own between 20% to 50% and for which we have no control over the operations, are accounted for as unconsolidated joint ventures, and hence, recorded in the consolidated financial statements under the equity method. These investment interests include our:

- 33.3% undivided interest in the unincorporated joint venture that owns the Mt. Gravatt cinema in a suburb of Brisbane, Australia;
- 50% undivided interest in the unincorporated joint venture that owns Rialto Cinemas in New Zealand.

We consider that we have control over our partially owned subsidiaries and joint venture interests (collectively "investee") when these conditions exist:

- (i) we own a majority of the voting rights or interests of the investee (typically above 50%), or
- (ii) in the case when we own less than the majority voting rights or interests, we have the power over the investee when the voting rights or interests are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Company considers all relevant facts and circumstances in assessing whether or not our voting rights in the investee are sufficient to give it power, including:

- (i) the size of our voting rights and interests relative to the size and dispersion of holdings of other vote holders;
- (ii) potential voting rights and interests held by us;
- (iii) rights and interests arising from other contractual arrangements; and,
- (iv) any additional other relevant facts.

All intercompany balances and transactions have been eliminated on the consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and footnotes thereto. Hence, actual results may differ from those estimates. Significant estimates and assumptions include:

- (i) projections we make regarding the recoverability and impairment of our assets (including goodwill and intangibles);
- (ii) recoverability of our deferred tax asset;
- (iii) estimation of our Incremental Borrowing Rate (“IBR”) as relates to the valuation of our right-of-use assets and lease liabilities;
- (iv) valuations of our derivative instruments, and;
- (v) estimation of gift card and gift certificate breakage where we have concluded that the likelihood of redemption is remote.

Revenue Recognition

(i) *Cinema Exhibition Segment (all net of related taxes):*

- Sales of Cinema tickets (excluding bulk and advanced ticket sales) and food and beverage (“F&B”) sales – recognized when sold and collected, either in cash or credit card at our theatre locations and through our online selling channels;
- Sales of Bulk and Advanced Cinema Ticket Sales – deferred and recognized as revenue when the promised performance or movie that the ticket has been purchased for is shown;
- Gift Cards and Gift Certificate Sales – deferred and recognized as revenue when redeemed, except for the breakage portion, as described below;
- Breakage Income – recognized for unredeemed cards and certificates using the proportional method, whereby breakage revenue is recognized in proportion to the pattern of rights exercised by the customer when the Company expects that it is probable that a significant revenue reversal would not occur for any estimated breakage amounts. This is based on a breakage ‘experience rate’ which is determined by historical redemption data;
- Loyalty Income - a component of revenue from members of our loyalty programs relating to the earning of loyalty rewards is deferred until such a time as members redeem rewards, or until we believe the likelihood of redemption by the member is remote. Deferral is based on the estimated fair value of a loyalty point, the number of member points accumulated, and the likelihood of redemption as determined by historical redemption data, and;
- Advertising Revenues – recognized based on contractual arrangements or relevant admissions information, as appropriate, when the related performance obligation is satisfied.

(ii) *Real Estate Segment:*

- Property Rentals – we contractually retain substantially all of the risks and benefits of ownership of our real estate properties and therefore, we account for our tenant leases as operating leases. Accordingly, rental revenue is recognized on a straight-line basis over the lease term; and,
- Live Theatre License Fees – we have real property interest in, and license theatre space to third parties for, the presentation of theatrical productions. Revenue is recognized in accordance with the license agreement and is typically recorded on a weekly basis after the performance of a show has occurred.

Cash and Cash Equivalents

We consider all highly liquid investments with original maturities of three months or less at the time of purchase as cash equivalents for which cost approximates fair value.

Receivables

Our receivables balance is composed primarily of credit card and booking agent receivables, representing the purchase price of tickets, food & beverage items, or coupon books sold at our various businesses. Sales charged on customer credit cards are collected when the credit card transactions are processed. The remaining receivables balance is primarily made up of the net Goods and Service Tax (“GST”) receivable from our Australian taxing authorities, rents receivable from our third-party tenants, and the management fee receivable from the managed cinemas. We have no history of significant bad debt losses but we have established an allowance for accounts that we deem uncollectible.

Inventory

Inventory is composed of food and beverage items in our theater operations and books and associated stationery items at our State Cinema bookstore, and is stated at the lower of cost (first-in, first-out method) or net realizable value.

Restricted Cash

Restricted cash includes those cash accounts for which the use of funds is restricted by any contract or bank covenant. At December 31, 2024 and 2023, our restricted cash balance was \$2.7 million and \$2.5 million, respectively.

Derivative Financial Instruments

From time to time, we purchase interest rate derivative instruments to hedge the interest rate risk that results from the variability of certain of our floating-rate borrowings. Our use of derivative transactions is intended to reduce long-term fluctuations in cash flows caused by market movements. Derivative instruments are recorded on the balance sheet at fair value with changes in fair value through interest expense in the Consolidated Statements of Operations or, in the case of accounting hedges, in Other Comprehensive Income and then reclassified into interest expense in the same period(s) during which the hedged transactions affect earnings. The cash flows from interest rate derivatives are classified as cashflows provided by operating activities in the Consolidated Cashflow Statement, as are the hedged transactions. As of December 31, 2024 we had derivative positions designated as accounting hedges of (\$137,000). As of December 31, 2023, we had no derivative positions designated as accounting hedges.

Operating Properties, net

Our Operating Properties consist of land, buildings and improvements, leasehold improvements, fixtures and equipment, which we use to derive operating income associated with our two business segments, cinema exhibition and real estate. Buildings and improvements, leasehold improvements, fixtures and equipment are initially recorded at the lower of cost or fair market value and depreciated over the useful lives of the related assets. Land is not depreciated. Expenditures relating to renovations, betterments or improvements to existing assets are capitalized if they improve or extend the lives of the respective assets and/or provide long-term future net cash inflows, including the potential for cost savings.

Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are generally as follows:

Building and improvements	15 – 60 years
Leasehold improvements	Shorter of the lease term or useful life of the improvement
Theater equipment	7 years
Furniture and fixtures	3 – 10 years

Investment and Development Properties, net

Investment and Development Properties consist of land, buildings and improvements under development, and their associated capitalized interest and other development costs that we are either holding for development, currently developing, or holding for investment appreciation purposes. These properties are initially recorded at the lower of cost or fair market value. Within this category are building and improvement costs directly associated with the development of potential cinemas (whether for sale or lease), the development of entertainment-themed centers (“ETCs”), or other improvements to real property. In the case of investments in land and the redevelopment of existing improvements, where we have a confirmed capital project we capitalize cost associated with title work, land use matters, and design, engineering and architectural work. As incurred, we expense start-up costs (such as pre-opening cinema advertising and training expense) and other costs not directly related to the acquisition and development of long-term assets. We cease cost capitalization (including interest) on a development property when the property is complete and ready for its intended use, or if activities necessary to get the property ready for its intended use have been substantially curtailed. However, we do not suspend cost capitalization for brief interruptions and interruptions that are externally imposed, such as mandates from governmental authorities.

Impairment of Long-Lived Assets

We review long-lived assets, including goodwill and intangibles, for impairment as part of our annual budgeting process, at the beginning of the fourth quarter, and whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable.

We review internal management reports on a monthly basis as well as monitor current and potential future competition in film markets for indications of potential impairment.

- (i) *Impairment of Long-lived Assets (other than Goodwill and Intangible Assets with indefinite lives)* – we evaluate our long-lived assets and finite-lived intangible assets using historical and projected data of cash flows as our primary indicator of potential impairment and we take into consideration the seasonality of our business. If the sum of the estimated, undiscounted future cash flows is less than the carrying amount of the asset, then an impairment is recognized for the amount by which the carrying value of the asset exceeds its estimated fair value based on an appraisal or a discounted cash flow calculation. We include all relevant right-of-use assets in our impairment assessments and exclude the related lease liabilities and payments. For certain non-income producing properties or for those assets with no consistent historical or projected cash flows, we obtain appraisals or other evidence to evaluate whether there are impairment indicators for these assets.

No impairment losses were recorded for long-lived and finite-lived intangible assets for the year ended December 31, 2024, based on historical information and projected cash flow. No impairment losses were recorded in 2023. We recorded \$1.5 million of impairment losses against long-lived and finite-lived intangible assets in 2022. This impairment was recorded against cinemas whose performance had not improved commensurate to the rest of our portfolio.

- (ii) *Impairment of Goodwill and Intangible Assets with indefinite lives* – goodwill and intangible assets with indefinite useful lives are not amortized, but instead, tested for impairment at least annually on a reporting unit basis. The impairment evaluation is based on the present value of estimated future cash flows of the reporting unit plus the expected terminal value. There are significant assumptions and estimates used in determining the future cash flows and terminal value. The most significant assumptions include our cost of debt and cost of equity assumptions that comprise the weighted average cost of capital for each reporting unit. Accordingly, actual results could vary materially from such estimates.

No impairment losses were recorded for goodwill and indefinite-lived intangible assets for the three years ended December 31, 2024.

For a detailed discussion of our impairment assessments, refer to *Note 2*.

Variable Interest Entity

The Company enters into relationships or investments with other entities that may be a variable interest entity (“VIE”). A VIE is consolidated in the financial statements if the Company has the power to direct activities that most significantly impact the economic performance of the VIE and has the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

Reading International Trust I is a VIE. It is not consolidated in our financial statements because we are not the primary beneficiary. We carry our investment in the Reading International Trust I, recorded under “*Other Assets*”, using the equity method of accounting because we have the ability to exercise significant influence (but not control) over operating and financial policies of the entity. We eliminate transactions with an equity method entity to the extent of our ownership in such an entity. Accordingly, our share of net income/(loss) of this equity method entity is included in consolidated net income/(loss). We have no implicit or explicit obligation to further fund our investment in Reading International Trust I.

Land and Property Held for Sale

When a property is classified as held for sale, we present the respective assets and liabilities related to the property held for sale separately on the balance sheet and cease to record depreciation and amortization expense. Properties held for sale are reported at the lower of their carrying value or their estimated fair value less the estimated costs to sell. A disposal group may represent a single asset, or multiple assets where a group of assets will be disposed of together as a group in a single transaction. Refer to *Note 6 – Real Estate Transactions* for details.

Deferred Leasing/Financing Costs

Direct costs incurred in connection with obtaining tenants and or financing are amortized over the respective term of the loan utilizing the effective interest method, or straight-line method if the result is not materially different. In addition, interest on loans with increasing interest rates and scheduled principal pre-payments are also recognized using the effective interest method. Net deferred financing costs are presented as a reduction in the associated debt account (see *Note 13 – Borrowings*).

Film Rental Costs

Film rental costs are accrued based on the applicable box office receipts and estimates of the final settlement to the film licensors.

Advertising Expense

We expense our advertising as incurred. The amount of our advertising expense was \$1.7 million, \$1.6 million, and \$1.4 million in 2024, 2023, and 2022, respectively.

Operating Leases

As Lessee

We determine if an arrangement is a lease at inception. Contracts are analyzed in accordance with the criteria set out in ASC 842 to determine if there is a lease present. For contracts that contain an operating lease, we account for the lease component and the non-lease component together as a single component. For contracts that contain a finance lease we account for the lease component and the non-lease component separately in accordance with ASC 842.

Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities, current and non-current, in our consolidated balance sheets. Finance leases are included in operating properties, other current liabilities, and other long-term liabilities in our consolidated balance sheets.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Lease payments for our cinema operating leases consist of fixed base rent, and for certain leases, variable lease payments consisting of contracted percentages of revenue, changes in the relevant CPI, and/or other contracted financial metrics. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our country-specific incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. The operating lease ROU asset also includes any prepaid lease payments made and excludes lease incentives received. Our leases have remaining lease terms of 1 to 20 years, with certain leases having options to extend to up to a further 45 years. We include in our ROU assets and lease liabilities those options to extend or not to terminate where it is reasonably certain that we will exercise those option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Subsequent amortization of the right of use asset and accretion of the lease liability for an operating lease is recognized as a single lease cost, on a straight-line basis, over the term of the lease. A finance lease right-of-use asset is depreciated on a straight-line basis over the lesser of the useful life of the leased asset or the lease term, and interest on each finance lease liability is determined as the amount that results in a constant periodic discount rate on the remaining balance of the liability.

We have lease agreements with lease and non-lease components, which we do not separate. Such items, for example property taxes and insurances, are accounted for on an accrual basis. For certain equipment leases, such as cinema equipment, we account for the lease and non-lease components as a single lease component.

As a result of the impacts of COVID-19, we have obtained certain concessions from our landlords. Where we have obtained rent concessions from our landlords, or provided concessions to our tenants, we have elected not to perform the standard Topic 842 modification evaluation where the concession does not result in the total consideration required by the contract being substantially the same or less than the total consideration originally required by the contract. We have elected to account for these concessions as if there have been no changes to the underlying contracts, thereby recognizing abatements secured as variable lease expenses, and increasing payables for lease payment deferrals.

As Lessor

As part of our real estate operations, we own certain real estate property in the U.S., Australia and New Zealand which we lease to third parties. These leases vary in length between 1 and 20 years, with certain leases containing options to extend at the behest of the applicable tenants.

Lease revenue is substantially fixed rent. Certain leases include variable lease payments consisting of contracted percentages of revenue, changes in the relevant CPI, and/or other contracted financial metrics. None of our leases grant any right to the tenant to purchase the underlying asset.

We recognize lease payments for operating leases as property revenue on a straight-line basis over the lease term. Lease incentive payments we make to lessees are amortized as a reduction in property revenue over the lease term. The lease term includes all non-cancellable periods contracted for within the lease and excludes any option periods which a tenant may hold.

As a result of the impacts of COVID-19, we have provided certain concessions to specific tenants. Where we have provided deferrals of rent, we have recorded the deferrals as receivables, and where we have provided abatements, we have recorded these as variable rents in the consolidated statements of income.

Share-based Compensation

The determination of the compensation cost for our share-based awards (primarily in the form of stock options or restricted stock units) is made at the grant date based on the estimated fair value of the award, and such cost is recognized over the grantee's requisite service period (which typically equates to our vesting term). Previously recognized compensation cost shall be reversed for any forfeited award to the extent unvested at the time of forfeiture. Refer to *Note 17 – Share-based Compensation and Repurchase Plans* for further details.

Treasury Shares

Prior to March 2020, we repurchased our own Class A common shares as part of a publicly announced stock repurchase plan. We account for these repurchases using the cost method and present these as a separate line within the Stockholders' Equity section in our consolidated balance sheets. Refer to *Note 17 – Share-based Compensation and Repurchase Plans* for further details of our stock repurchase plan.

Insurance Recoveries and Other Contingency Matters

- (i) *Loss contingencies* – we record any loss contingencies if there is a “probable” likelihood that the liability had been incurred, and the amount of the loss can be reasonably estimated.
- (ii) *Gain contingencies*:
 - *Insurance recoveries* – in the event we incur a loss attributable to an impairment of an asset or incurrence of a liability that is recoverable, in whole or in part, through an insurance claim, we record an insurance recoverable (not to exceed the amount of the total losses incurred) only when the collectability of such claim is probable. To evaluate the probable collectability of an insurance claim, we consider communications with third parties (such as with our insurance company), in addition to advice from legal counsel.
 - *Others* – other gain contingencies typically result from legal settlements and we record those settlements in income when cash or other forms of payments are received.

Legal costs relating to our litigation matters, whether we are the plaintiff or the defendant, are recorded when incurred. For the years ended December 31, 2024, 2023, and 2022, we recorded gains/(losses) relating to litigation settlements of \$450,000, (\$265,000) and \$40,000, respectively.

Currency Translation Policy

The financial statements and transactions of our Australian and New Zealand cinema and real estate operations are recorded in their functional currencies, namely Australian and New Zealand dollars, respectively, and are then translated into U.S. dollars. Assets and liabilities of these operations are denominated in their functional currencies and are then translated at exchange rates in effect at the balance sheet date. Revenue and expenses are translated at the average exchange rate for the reporting period. Translation adjustments are reported in “Accumulated Other Comprehensive Income,” a component of Stockholders' Equity.

The carrying values of our Australian and New Zealand assets fluctuate due to changes in the exchange rate between the U.S. dollar and the Australian and New Zealand dollars. Presented in the table below are the currency exchange rates for Australia and New Zealand as of and for the three years ended December 31, 2024:

	<u>As of and for the year ended December 31, 2024</u>	<u>As of and for the year ended December 31, 2023</u>	<u>As of and for the year ended December 31, 2022</u>
Spot Rate			
Australian Dollar	0.6185	0.6828	0.6805
New Zealand Dollar	0.5596	0.6340	0.6342
Average Rate			
Australian Dollar	0.6596	0.6647	0.6946
New Zealand Dollar	0.6051	0.6145	0.6357

Income Taxes

We account for income taxes under an asset and liability approach. Under the asset and liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled and are

classified as noncurrent on the balance sheets in accordance with current U.S. GAAP. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Income tax expense (benefit) is the tax payable (refundable) for the period and the change during the period in deferred tax assets and liabilities. The effect of a change in tax rates or law on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We recognize deferred tax assets to the extent that we believe that these assets are more likely than not to be realized. In evaluating our ability to recover our deferred tax assets within the jurisdiction from which they arise, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations.

A tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits.

We recognize tax liabilities for uncertain tax positions and adjust these liabilities when our judgment changes as a result of the evaluation of new information not previously available. We record interest and penalties related to income tax matters as part of income tax expense and record the related liabilities in income tax related balance sheet accounts. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which it is determined a change in recognition or measurement is appropriate.

The U.S. Tax Cuts and Jobs Act of 2017 (the "Tax Act") creates a new requirement for U.S. corporations to include in U.S. taxable income certain earnings of their foreign subsidiaries, effective beginning tax year 2018. The Global Intangible Low Taxed Income ("GILTI") framework introduces a new tax on foreign earnings of U.S. based consolidated groups. We record taxes related to GILTI as a current-period expense when incurred.

Earnings (Loss) Per Share

The Company presents both basic and diluted earnings (loss) per share amounts. Basic earnings (loss) per share is calculated by dividing net income (loss) attributable to the Company by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is based upon the weighted average number of common and common equivalent shares outstanding during the year, which is calculated using the treasury-stock method for equity-based awards. Common equivalent shares are excluded from the computation of diluted earnings (loss) per share in periods for which they have an anti-dilutive effect. Stock options for which the exercise price exceeds the average market price over the period are anti-dilutive and, accordingly, are excluded from the calculation.

New Accounting Standards and Accounting Changes

Recently Adopted and Issued Accounting Pronouncements

Adopted:

ASU 2023-07 Segment Reporting: Improvements to Reportable Segment Disclosures

On December 16, 2024, we adopted *ASU 2023-07: Segment Reporting: Improvements to Reportable Segment Disclosures*. This ASU expands the disclosures required by public entities for reportable segments. Adoption of the ASU has had no material effect on our consolidated financial statements from a recognition and measurement perspective, and has not altered our reportable segments, but has enhanced our disclosure of certain expenses and profitability measurement.

NOTE 4 – SEGMENT REPORTING

We report information about operating segments in accordance with ASC 280-10 *Segment Reporting*, which requires financial information to be reported based on the way management organizes segments with a company for making operating decisions and evaluating performance. We have organized our business into two reportable segments, being cinema exhibition and real estate.

Our cinema exhibition segment aggregates all our cinemas, both leased and owned, across the United States, Australia and New Zealand. Each of our cinemas earns revenue through the sale of movie tickets, food and beverage, screen advertising, merchandise, gift card and loyalty membership, and other ancillary sales. The segment also earns revenue through service fees related to online ticket sales. Expenses are incurred through film rent, wages and salaries, food and beverage costs, occupancy costs, utilities, and other ancillary costs. We further organize this segment by geography, as while all our cinemas are engaged in substantially the same business activities, each geography is subject to its own unique regulatory and business conditions.

Our real estate segment aggregates all our retail, commercial and live venue real estate assets across Australia, New Zealand, and the United States. Our retail and commercial real estate assets earn revenue through the leasing or licensing of space to third party tenants.

Our live theater assets in the United States earn revenue through leasing or licensing space to third party production companies, an activity we consider sufficiently similar to our broader real estate base to support inclusion in our real estate segment. Our live theatre operations also earn revenue by providing front of house and box office services and through concession sale of food and beverage. All of our real estate assets incur expenses from property maintenance, utilities, taxes, and other costs of maintaining real estate and in some cases third party property management. Most of our real estate is currently self managed.

Each of these segments has discrete and separate financial information and for which operating results are evaluated regularly by our President, Chief Executive Officer and Vice Chair of Board and Director, the chief operating decision-maker ("CODM") of the Company. The CODM is responsible for the allocation of resources to, and the assessment of the performance of, our operating segments. The CODM determines, among other things:

- the execution, renewal or termination of cinema leases
- the execution, renewal or termination of third-party tenant leases
- significant capital expenditures
- internal resource allocation
- operational budgets.

Segment operating income is a key measure of profit or loss used by the CODM to assess segment performance and allocate resources. Segment operating income includes certain amounts charged by our real estate segment to our cinema exhibition segment where a cinema exhibition is a tenant of the real estate segment. These charges are eliminated for consolidated financial statement purposes in the consolidated income statement, but are presented gross to the CODM. We do not report asset information by segment because that information is not used to evaluate the performance or allocate resources between segments.

The tables below summarize the results of operations for each of our business segments, presenting a reconciliation of segment revenue to operating segment income, and the impact of inter-segment transactions.

	2024			2023			2022		
	Cinema	Real Estate	Total	Cinema	Real Estate	Total	Cinema	Real Estate	Total
<i>(Dollars in thousands)</i>									
Revenue - third party	\$ 195,130	\$ 15,397	\$ 210,527	\$ 207,641	\$ 15,103	\$ 222,744	\$ 191,321	\$ 11,794	\$ 203,115
Inter-segment revenue ⁽¹⁾	—	4,609	4,609	—	4,767	4,767	—	5,023	5,023
Total segment revenue	195,130	20,006	215,136	207,641	19,870	227,511	191,321	16,817	208,138
Operating expense									
Operating Expense - Third Party	(179,377)	(9,243)	(188,620)	(187,418)	(8,763)	(196,181)	(178,768)	(8,947)	(187,715)
Inter-Segment Operating Expenses ⁽¹⁾	(4,609)	—	(4,609)	(4,767)	—	(4,767)	(5,023)	—	(5,023)
Total of services and products (excluding depreciation and amortization)	(183,986)	(9,243)	(193,229)	(192,185)	(8,763)	(200,948)	(183,791)	(8,947)	(192,738)
Depreciation and amortization	(10,232)	(5,160)	(15,392)	(11,335)	(6,376)	(17,711)	(13,351)	(6,495)	(19,846)
Impairment of long-lived assets	—	—	—	—	—	—	(1,549)	—	(1,549)
General and administrative expense	(3,709)	(924)	(4,633)	(3,997)	(940)	(4,937)	(4,346)	(869)	(5,215)
Total operating expense	(197,927)	(15,327)	(213,254)	(207,517)	(16,079)	(223,596)	(203,037)	(16,311)	(219,348)
Segment operating income (loss)	\$ (2,797)	\$ 4,679	\$ 1,882	\$ 124	\$ 3,791	\$ 3,915	\$ (11,716)	\$ 506	\$ (11,210)

(1) Inter-segment Revenues and Operating Expense relates to the internal charge between the two segments where the cinema operates within real estate owned within the group.

A reconciliation of cinema exhibition segment revenue to segment operating income for the financial years ended December 31, 2024, 2023 and 2022 is as follows:

we (Dollars in thousands)		Year Ended		
		December 31, 2024	December 31, 2023	December 31, 2022
REVENUE				
United States	Admissions revenue	\$ 55,782	\$ 63,662	\$ 53,495
	Concessions revenue	34,314	38,884	33,859
	Advertising and other revenue	9,842	11,252	9,729
		\$ 99,938	\$ 113,798	\$ 97,083
Australia	Admissions revenue	\$ 48,186	\$ 48,630	\$ 48,734
	Concessions revenue	27,670	26,119	26,276
	Advertising and other revenue	6,176	5,276	4,882
		\$ 82,032	\$ 80,025	\$ 79,892
New Zealand	Admissions revenue	\$ 7,663	\$ 8,509	\$ 8,841
	Concessions revenue	4,375	4,585	4,728
	Advertising and other revenue	1,122	724	777
		\$ 13,160	\$ 13,818	\$ 14,346
Total revenue		\$ 195,130	\$ 207,641	\$ 191,321
OPERATING EXPENSE				
United States	Film rent and advertising cost	\$ (30,315)	\$ (34,182)	\$ (29,975)
	Food & beverage cost	(9,071)	(10,070)	(8,975)
	Occupancy expense	(22,516)	(25,090)	(24,792)
	Labor cost	(17,323)	(17,397)	(15,357)
	Utilities	(5,973)	(6,856)	(7,087)
	Cleaning and maintenance	(6,664)	(8,155)	(8,832)
	Other operating expenses	(7,948)	(9,459)	(7,762)
		\$ (99,810)	\$ (111,209)	\$ (102,780)
Australia	Film rent and advertising cost	\$ (22,124)	\$ (21,814)	\$ (22,281)
	Food & beverage cost	(6,141)	(5,609)	(5,404)
	Occupancy expense	(18,086)	(17,207)	(17,356)
	Labor cost	(14,040)	(13,243)	(13,037)
	Utilities	(2,861)	(2,545)	(2,455)
	Cleaning and maintenance	(5,069)	(4,696)	(4,574)
	Other operating expenses	(3,597)	(3,313)	(2,895)
		\$ (71,918)	\$ (68,427)	\$ (68,002)
New Zealand	Film rent and advertising cost	\$ (3,474)	\$ (3,858)	\$ (3,990)
	Food & beverage cost	(947)	(911)	(915)
	Occupancy expense	(3,106)	(3,081)	(3,140)
	Labor cost	(2,385)	(2,417)	(2,526)
	Utilities	(394)	(435)	(464)
	Cleaning and maintenance	(886)	(971)	(923)
	Other operating expenses	(1,066)	(876)	(1,051)
		\$ (12,258)	\$ (12,549)	\$ (13,009)
Total operating expense		\$ (183,986)	\$ (192,185)	\$ (183,791)
DEPRECIATION, AMORTIZATION, GENERAL AND ADMINISTRATIVE EXPENSE				
United States	Depreciation and amortization	\$ (5,011)	\$ (5,911)	\$ (7,194)
	Impairment expense	—	—	(1,549)
	General and administrative expense	(2,368)	(2,502)	(2,749)
		\$ (7,379)	\$ (8,413)	\$ (11,492)
Australia	Depreciation and amortization	\$ (4,763)	\$ (4,824)	\$ (5,348)
	General and administrative expense	(1,325)	(1,495)	(1,597)
		\$ (6,088)	\$ (6,319)	\$ (6,945)
New Zealand	Depreciation and amortization	\$ (458)	\$ (600)	\$ (809)
	General and administrative expense	(16)	—	—
		\$ (474)	\$ (600)	\$ (809)
Total depreciation, amortization, general and administrative expense		\$ (13,941)	\$ (15,332)	\$ (19,246)
OPERATING INCOME (LOSS) - CINEMA				
United States		\$ (7,251)	\$ (5,824)	\$ (17,189)
Australia		4,026	5,279	4,945
New Zealand		428	669	528
Total Cinema operating income (loss)		\$ (2,797)	\$ 124	\$ (11,716)

A reconciliation of real estate segment revenue to segment operating income for the financial years ended December 31, 2024, 2023 and 2022 is as follows:

(Dollars in thousands)		Year Ended		
		December 31, 2024	December 31, 2023	December 31, 2022
REVENUE				
United States	Live theater rental and ancillary income	\$ 2,024	\$ 1,803	\$ 1,729
	Property rental income	4,221	4,395	1,308
		6,245	6,198	3,037
Australia	Property rental income	12,341	12,163	12,246
New Zealand	Property rental income	1,420	1,509	1,534
Total revenue		\$ 20,006	\$ 19,870	\$ 16,817
OPERATING EXPENSE				
United States	Live theater cost	\$ (1,024)	\$ (765)	\$ (923)
	Occupancy expense	(694)	(789)	(787)
	Utilities	(116)	(184)	(123)
	Cleaning and maintenance	(183)	(170)	(108)
	Other operating expenses	(1,096)	(1,237)	(1,056)
		\$ (3,113)	\$ (3,145)	\$ (2,997)
Australia	Occupancy expense	\$ (1,988)	\$ (1,956)	\$ (2,057)
	Labor cost	(247)	(218)	(256)
	Utilities	(72)	(73)	(81)
	Cleaning and maintenance	(983)	(927)	(1,058)
	Other operating expenses	(929)	(892)	(779)
		\$ (4,219)	\$ (4,066)	\$ (4,231)
New Zealand	Occupancy expense	\$ (474)	\$ (418)	\$ (401)
	Labor cost	(22)	(99)	(99)
	Utilities	(62)	(53)	(52)
	Cleaning and maintenance	(44)	(33)	(71)
	Other operating expenses	(1,309)	(949)	(1,096)
		(1,911)	(1,552)	(1,719)
Total operating expense		\$ (9,243)	\$ (8,763)	\$ (8,947)
DEPRECIATION, AMORTIZATION, GENERAL AND ADMINISTRATIVE EXPENSE				
United States	Depreciation and amortization	\$ (2,628)	\$ (3,104)	\$ (2,985)
	General and administrative expense	(866)	(700)	(695)
		(3,494)	(3,804)	(3,680)
Australia	Depreciation and amortization	\$ (2,091)	\$ (2,514)	\$ (2,683)
	General and administrative expense	(58)	(240)	(174)
		(2,149)	(2,754)	(2,857)
New Zealand	Depreciation and amortization	(441)	(758)	(827)
	General and administrative expense	—	—	—
		(441)	(758)	(827)
Total depreciation, amortization, general and administrative expense		\$ (6,084)	\$ (7,316)	\$ (7,364)
OPERATING INCOME (LOSS) - REAL ESTATE				
United States		\$ (362)	\$ (751)	\$ (3,640)
Australia		5,973	5,343	5,158
New Zealand		(932)	(801)	(1,012)
Total real estate operating income (loss)		\$ 4,679	\$ 3,791	\$ 506

A reconciliation of segment operating income to income before income taxes is as follows:

(Dollars in thousands)	2024	2023	2022
Segment operating income (loss)	\$ 1,882	\$ 3,915	\$ (11,210)
Unallocated corporate expense:			
Depreciation and amortization expense	(387)	(711)	(1,072)
General and administrative expense	(15,528)	(15,235)	(16,201)
Interest expense, net	(21,154)	(19,418)	(14,392)
Equity earnings (loss) of unconsolidated joint ventures	(387)	456	271
Gain (loss) on sale of assets	(1,371)	562	(54)
Other (expense) income	1,528	(164)	6,817
Income (loss) before income taxes	\$ (35,417)	\$ (30,595)	\$ (35,841)

Assuming cash and cash equivalents are accounted for as corporate assets, total assets by business segment and by country are presented as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
By segment:		
Cinema	\$ 191,008	\$ 230,337
Real estate	207,044	236,213
Corporate ⁽¹⁾	72,959	66,501
Total assets	\$ 471,011	\$ 533,051
By country:		
United States	\$ 264,284	\$ 291,581
Australia	167,667	193,899
New Zealand	39,060	47,571
Total assets	\$ 471,011	\$ 533,051

(1) Corporate Assets includes cash and cash equivalents of \$12.3 million and \$12.9 million as of December 31, 2024 and 2023, respectively.

The following table sets forth our operating properties by country:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
United States	\$ 146,531	\$ 153,545
Australia	59,081	90,221
New Zealand	9,082	18,651
Total operating property	\$ 214,694	\$ 262,417

The table below summarizes capital expenditures for the three years ended December 31, 2024:

<i>(Dollars in thousands)</i>	2024	2023	2022
Segment capital expenditures	\$ 2,028	\$ 4,711	\$ 9,780
Corporate capital expenditures	—	—	—
Total capital expenditures	\$ 2,028	\$ 4,711	\$ 9,780

NOTE 5 – EARNINGS (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted earnings (loss) per share and a reconciliation of the weighted average number of common and common equivalent shares outstanding for the three years ended December 31, 2024:

<i>(Dollars in thousands, except share and per share data)</i>	2024	2023	2022
Numerator:			
Net income (loss) attributable to Reading International, Inc.	\$ (35,301)	\$ (30,673)	\$ (36,184)
Denominator:			
Weighted average shares of common stock – basic	22,401,662	22,222,635	22,020,921
Weighted average dilutive impact of stock-based awards	—	—	—
Weighted average shares of common stock – diluted	22,401,662	22,222,635	22,020,921
Basic earnings (loss) per share	\$ (1.58)	\$ (1.38)	\$ (1.64)
Diluted earnings (loss) per share	\$ (1.58)	\$ (1.38)	\$ (1.64)
Awards excluded from diluted earnings (loss) per share	1,047,592	1,329,795	1,262,822

Outstanding awards of 1,047,592 shares for the year ended December 31, 2024 and 1,329,795 shares for the year ended December 31, 2023, were excluded from the computation of dilutive shares, as they were anti-dilutive because of the net loss from continuing operations.

NOTE 6 – REAL ESTATE TRANSACTIONS

Discussed below are the real estate transactions affecting the presentation in our consolidated balance sheets as of December 31, 2024 and 2023, and the profitability determination in our consolidated statements of income for the three years ended December 31, 2024, 2023 and 2022.

Real Estate Monetizations

Between the fourth quarter of 2020 and the fourth quarter of 2024, we monetized the following real estate assets: The Auburn/Redyard Entertainment Themed Center (“ETC”), Manukau (land), Coachella (land), the Royal George Theatre, our property in Maitland, New South Wales, our Invercargill, New Zealand cinema and associated ancillary land, and our office building in Culver City. See also Note 22 *Subsequent Events* regarding the monetization of our properties in Wellington, New Zealand, and the potential monetization of our property in Townsville, Queensland, Australia.

In the second quarter of 2023, we classified our 2483 Trenton Avenue, Williamsport, Pennsylvania, property as held for sale. In the second quarter of 2024, we further classified as held for sale our Cannon Park ETC, our Courtenay Central ETC and associated land and improvements, and our Rotorua land and improvements. Our Rotorua land and improvements were removed from held for sale in the fourth quarter of 2024.

Culver City, Los Angeles

On February 23, 2024, we monetized our office building 5995 Sepulveda Blvd, for \$10.0 million. The proceeds were used to discharge the \$8.3 million first mortgage on the property and for working capital.

The loss on sale of this property is calculated as follows:

<i>(Dollars in thousands)</i>	March 31, 2024
Sales price	\$ 10,000
Net book value	(10,800)
Loss on sale, gross of direct costs	(800)
Direct sale costs incurred	(325)
Loss on sale, net of direct costs	\$ (1,125)

Maitland, New South Wales

On October 25, 2023, we monetized our property in Maitland, NSW, Australia, for \$1.8 million (AU\$2.8 million). The property consisted of a cinema building and associated land. The purchaser leased back the Reading Cinema to our Company on a short term basis.

The gain on sale of this property is calculated as follows:

<i>(Dollars in thousands)</i>	December 31 2023
Sales price	\$ 1,774
Net book value	(835)
Gain on sale, gross of direct costs	939
Direct sale costs incurred	(139)
Gain on sale, net of direct costs	\$ 800

Asset Groups Held for Sale

Cannon Park ETC

In May 2024, we classified our Cannon Park ETC in Townsville, Queensland, Australia, as held for sale at the lower of cost and fair value less costs to sell. The asset group consists of our Cannon Park City Center and Cannon Park Discount Center properties, comprising approximately 9.4-acres. The current book value (as opposed to fair value) of the property is \$17.4 million. No adjustments to the book value of the assets were required upon classification as held for sale. We expect to complete the sale April 2025. The asset group is currently subject to an Option to Buy Agreement. See Note 22 *Subsequent Events*.

Courtenay Central ETC, Wellington, New Zealand

In June 2024, we classified our property assets in Wellington, New Zealand including Courtenay Central, as held for sale at the lower of cost and fair value less costs to sell. The disposal group consists of our Courtenay Central cinema and retail property, along with our Tory and Wakefield Street car parks. The current book value (as opposed to fair value) of the property is \$14.5 million. No adjustments to the book value of the assets were required upon classification as held for sale.

On December 20, 2024, we executed a Sale and Purchase Agreement to sell Courtenay Central for \$21.3 million. A \$3.4 million deposit was received upon execution. The transaction settled on January 31, 2025, with the purchase price balance of \$17.9 million received on that date. The transaction qualified as a completed sale under ASC 606 on January 31, 2025, with the transfer of control to the purchaser.

As a part of the sale transaction, we entered into an Agreement to Lease, pursuant to which we have agreed, following seismic upgrading, to lease the cinema component of that property.

Reading Cinema in Rotorua, New Zealand

In June 2024, we classified the land and improvements constituting our Rotorua cinema in Rotorua, New Zealand, as held for sale at the lower of cost and fair value less costs to sell. The disposal group consists of our land, cinema building and the associated improvements. We reclassified this disposal group back to Property, Plant and Equipment on December 20, 2024, as we no longer expect this asset to be sold within 12 months.

2483 Trenton Avenue, Williamsport, Pennsylvania

In June 2023, we classified our approximately 23.9-acre property at 2483 Trenton Avenue, Williamsport, Pennsylvania, as held for sale at the lower of cost and fair value less costs to sell. The current book value (as opposed to fair value) of the property is \$460,000. The property is part of our historic railroad operations, consisting of land and an 18,000 square foot industrial building and various rail road improvements. No adjustments to the book value of the assets were required upon classification as held for sale. During 2024 we resolved certain historic title issues and continue to hold this property as held for sale.

Real Estate Acquisitions

Exercise of Option to Acquire Ground Lessee's Interest in Ground Lease and Improvements Constituting the Village East Cinema

On August 28, 2019, we exercised our option to acquire the ground lessee's interest in the then 13-year ground lease underlying and the real property assets constituent with our Village East Cinema in Manhattan. The purchase price under the option is \$5.9 million. The transaction is expected to close April 30, 2025. Further information is at *Note 21 – Related Parties*.

NOTE 7 – PROPERTIES AND EQUIPMENT

Operating Property, Net

Property associated with our operating activities is summarized as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Land	\$ 47,267	\$ 61,095
Building and improvements	166,451	205,821
Leasehold improvements	49,444	53,984
Fixtures and equipment	143,773	155,156
Construction-in-progress	1,987	4,290
Total cost	408,922	480,346
Less: accumulated depreciation	(194,228)	(217,929)
Operating Properties, net	\$ 214,694	\$ 262,417

Of our total operating properties as disclosed above, the gross and carrying amounts of the portion of our properties currently on lease or held for leasing as of December 31, 2024 and 2023 are as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Building and improvements		
Gross balance	\$ 113,424	\$ 127,222
Less: Accumulated depreciation	(21,692)	(23,270)
Net Book Value	\$ 91,732	\$ 103,952

Depreciation expense for operating property was \$15.5 million, \$18.3 million, and \$20.6 million for the year ended December 31, 2024, 2023 and 2022, respectively.

Investment and Development Property

Investment and development property is summarized as follows:

(Dollars in thousands)	December 31,	
	2024	2023
Land	\$ —	\$ 3,856
Construction-in-progress (including capitalized interest)	—	4,933
Investment and development property, net	\$ —	\$ 8,789

We did not capitalize any interest charges for the years ended December 31, 2024 or December 31, 2023, pertaining to our on-going development projects.

NOTE 8 – LEASES

As Lessee

The components of lease expense are as follows:

(Dollars in thousands)	December 31,		
	2024	2023	2022
Lease cost			
Finance lease cost:			
Amortization of right-of-use assets	\$ 41	\$ 25	\$ 38
Interest on lease liabilities	5	1	2
Operating lease cost	29,314	32,877	33,422
Variable lease cost	2,809	1,501	619
Total lease cost	\$ 32,169	\$ 34,404	\$ 34,081

Supplemental cash flow information related to leases is as follows:

(Dollars in thousands)	December 31,	
	2024	2023
Cash flows relating to lease cost		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for finance leases	\$ 44	\$ 31
Operating cash flows for operating leases	25,531	33,611
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 9,066	\$ 3,094

Supplemental balance sheet information related to leases is as follows:

(Dollars in thousands)	December 31,	
	2024	2023
Operating leases		
Operating lease right-of-use assets	\$ 160,873	\$ 181,542
Operating lease liabilities - current portion	20,747	23,047
Operating lease liabilities - non-current portion	161,702	180,898
Total operating lease liabilities	\$ 182,449	\$ 203,945
Finance leases		
Property plant and equipment, gross	\$ 217	\$ 232
Accumulated depreciation	(175)	(177)
Property plant and equipment, net	\$ 42	\$ 55
Other current liabilities	43	40
Other long-term liabilities	—	43
Total finance lease liabilities	\$ 43	\$ 83
Other information		
Weighted-average remaining lease term - finance leases	1	2
Weighted-average remaining lease term - operating leases	11	11
Weighted-average discount rate - finance leases	7.07%	7.07%
Weighted-average discount rate - operating leases	4.86%	4.62%

The Maturities of our leases were as follows:

<i>(Dollars in thousands)</i>	Operating leases	Finance leases
2025	\$ 29,167	\$ 45
2026	26,876	—
2027	25,103	—
2028	22,807	—
2029	21,475	—
Thereafter	110,377	—
Total lease payments	\$ 235,805	\$ 45
Less imputed interest	(53,356)	(2)
Total	\$ 182,449	\$ 43

As of December 31, 2024, we have no commitments for leases that are yet to commence.

As Lessor

Lease income relating to operating lease payments was as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Components of lease income		
Lease payments	\$ 10,919	\$ 11,096
Variable lease payments	742	783
Total lease income	\$ 11,661	\$ 11,879

The book value of underlying assets under operating leases from owned assets was as follows:

<i>(Dollars in thousands)</i>	December 31, 2024	December 31, 2023
Building and improvements		
Gross balance	\$ 113,424	\$ 127,222
Accumulated depreciation	(21,692)	(23,270)
Net Book Value	\$ 91,732	\$ 103,952

The Maturity of our leases were as follows:

<i>(Dollars in thousands)</i>	Operating leases
2025	\$ 9,823
2026	10,312
2027	9,826
2028	9,747
2029	9,133
Thereafter	33,484
Total	\$ 82,325

NOTE 9 – INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES

Our investments in unconsolidated joint ventures are accounted for under the equity method of accounting. The table below summarizes our active investment holdings in two unconsolidated joint ventures:

<i>(Dollars in thousands)</i>	Interest	December 31,	
		2024	2023
Mt. Gravatt	33.3%	\$ 3,138	\$ 3,908
Rialto Cinemas	50.0%	—	848
Total Joint Ventures		\$ 3,138	\$ 4,756

Our recorded share of equity earnings (losses) from our investments in unconsolidated joint ventures are as follows:

<i>(Dollars in thousands)</i>	2024	2023	2022
Mt. Gravatt	\$ 479	\$ 526	\$ 392
Rialto Cinemas	(866)	(70)	(121)
Total equity earnings	\$ (387)	\$ 456	\$ 271

Mt. Gravatt

We own an undivided 33.3% interest in Mt. Gravatt, an unincorporated joint venture that owns and operates a sixteen-screen multiplex cinema in Australia.

Rialto Cinemas

We own an undivided 50.0% interest in the assets and liabilities of the Rialto Entertainment joint venture that owns and operates two (2) movie theaters, with 13 screens in New Zealand. In December 2024 we fully impaired our investment in this joint venture, as its performance has not recovered to the extent that we believe its reduced performance is other than temporary. We recorded this impairment to 'equity earnings (losses) from our investments in unconsolidated joint ventures' in the consolidated income statement.

NOTE 10 – GOODWILL AND INTANGIBLE ASSETS

The table below summarizes goodwill by business segment:

<i>(Dollars in thousands)</i>	Cinema	Real Estate	Total
Balance at January 1, 2023	\$ 20,280	\$ 5,224	\$ 25,504
Foreign currency translation adjustment	31	—	31
Balance at December 31, 2023	\$ 20,311	\$ 5,224	\$ 25,535
Foreign currency translation adjustment	(1,823)	—	(1,823)
Balance at December 31, 2024	\$ 18,488	\$ 5,224	\$ 23,712

The Company is required to test goodwill and other intangible assets for impairment on an annual basis and, if current events or circumstances require, on an interim basis. To test the impairment of goodwill, the Company compares the fair value of each reporting unit to its carrying amount, including the goodwill, to determine if there is potential goodwill impairment. A reporting unit is generally one level below the operating segment. The most recent annual assessment occurred in the fourth quarter of 2024. The assessment results, as described at *Note 2*, indicated that there is no impairment to our goodwill as of December 31, 2024.

The tables below summarize intangible assets other than goodwill:

<i>(Dollars in thousands)</i>	December 31, 2024			Total
	Beneficial Leases	Trade Name	Other Intangible Assets	
Gross carrying amount	\$ 10,458	\$ 9,024	\$ 4,349	\$ 23,831
Less: accumulated amortization	(10,290)	(8,102)	(3,639)	(22,031)
Less: impairment charges	—	—	—	—
Net intangible assets other than goodwill	\$ 168	\$ 922	\$ 710	\$ 1,800

December 31, 2023

<i>(Dollars in thousands)</i>	Beneficial Leases	Trade Name	Other Intangible Assets	Total
Gross carrying amount	\$ 11,283	\$ 9,024	\$ 4,400	\$ 24,707
Less: accumulated amortization	(11,089)	(7,961)	(3,611)	(22,661)
Less: impairment charges	—	—	(8)	(8)
Net intangible assets other than goodwill	\$ 194	\$ 1,063	\$ 781	\$ 2,038

Beneficial leases relate to our operations as lessor. Trade names are amortized using an accelerated amortization method over an estimated useful life of 30 years, and other intangible assets over their estimated useful life of up to 30 years (except for transferrable liquor licenses, which are indefinite-lived assets, with a balance of \$745,000 and \$741,000 as of December 31, 2024 and 2023).

For the years ended December 31, 2024, 2023, and 2022, our amortization expense was \$247,000, \$297,000, and \$588,000, respectively.

As of December 31, 2024, the estimated amortization expense for our amortizable intangibles, in the five succeeding years and thereafter is as follows:

<i>(Dollars in thousands)</i>	Estimated Future Amortization Expense
2025	\$ 140
2026	127
2027	116
2028	106
2029	96
Thereafter	470
Total future amortization expense	\$ 1,055

NOTE 11 – PREPAID AND OTHER ASSETS

Prepaid and other assets are summarized as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Prepaid and other current assets		
Prepaid expenses	\$ 1,473	\$ 1,813
Prepaid taxes	853	802
Income taxes receivable	—	—
Prepaid rent	14	—
Deposits	314	249
Investments in marketable securities	14	17
Total prepaid and other current assets	\$ 2,668	\$ 2,881
Other non-current assets		
Other non-cinema and non-rental real estate assets	\$ 674	\$ 674
Investment in Reading International Trust I	838	838
Straight-line rent asset	7,279	7,445
Long-term deposits	8	8
Total non-current assets	\$ 8,799	\$ 8,965

NOTE 12 - INCOME TAXES

Income before income taxes includes the following:

<i>(Dollars in thousands)</i>	2024	2023	2022
United States	\$ (30,056)	\$ (29,986)	\$ (40,087)
Foreign	(4,974)	(1,065)	3,975
Income (loss) before income taxes and equity earnings of unconsolidated joint ventures	\$ (35,030)	\$ (31,051)	\$ (36,112)
<i>Equity earnings of unconsolidated joint ventures:</i>			
United States	—	—	—
Foreign	(387)	456	271
Income (loss) before income taxes	\$ (35,417)	\$ (30,595)	\$ (35,841)

Significant components of the provision for income taxes are as follows:

<i>(Dollars in thousands)</i>	2024	2023	2022
Current income tax expense (benefit)			
Federal	\$ —	\$ (800)	\$ (97)
State	42	49	19
Foreign	1,441	927	(487)
Total	1,483	176	(565)
Deferred income tax expense (benefit)			
Federal	2	2	2
State	—	(2)	2
Foreign	(1,004)	414	1,380
Total	(1,002)	414	1,384
Total income tax expense (benefit)	\$ 481	\$ 590	\$ 819

Deferred income taxes reflect the “temporary differences” between the financial statement carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, adjusted by the relevant tax rate. The components of the deferred tax assets and liabilities are as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
<i>Deferred Tax Assets:</i>		
Net operating loss carry-forwards	\$ 37,162	\$ 31,820
Foreign Tax Credit	3,743	3,743
Compensation and employee benefits	3,210	2,972
Deferred revenue	2,863	2,912
Accrued expenses	22,926	18,221
Lease obligations	39,477	47,666
Land and property	3,450	2,412
Other	51	—
Total Deferred Tax Assets	112,882	109,746
<i>Deferred Tax Liabilities:</i>		
Lease liabilities	(44,363)	(48,927)
Accrued taxes	(588)	(632)
Intangibles	(450)	(442)
Other	—	(359)
Total Deferred Tax Liabilities	(45,401)	(50,360)
Net deferred tax assets before valuation allowance	67,480	59,386
Valuation allowance	(66,527)	(59,087)
Net deferred tax asset	\$ 953	\$ 299

We record net deferred tax assets to the extent we believe these assets will more-likely-than-not be realized. In making such determination, we considered all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial performance. As of December 31, 2024, based on all available evidence, we believe the U.S. and state deferred tax assets do not support a conclusion of being more-likely-than-not to be realized. Accordingly, we recorded an increase to valuation allowance of \$7.0 million. We reassess the valuation allowance quarterly and a tax benefit is recorded if future evidence allows for a partial or full release of the valuation allowance.

As of December 31, 2024, we had the following carry-forwards:

- approximately \$100.0 million in Federal loss carry-forwards with no expiration date;
- approximately \$71.8 million in California loss carry-forwards expiring in 2044;
- approximately \$40.7 million in Hawaii loss carry-forwards expiring in 2044;
- approximately \$4.5 million in New Jersey state loss carry-forwards expiring in 2044;
- approximately \$56.3 million in New York state loss carry-forwards expiring in 2044;
- approximately \$48.0 million in New York city loss carry-forwards expiring in 2044; and,

We expect no substantial limitations on the future use of U.S. loss carry-forwards.

The provision for income taxes is different from amounts computed by applying U.S. statutory rates to consolidated losses before taxes. The significant reason for these differences is as follows:

<i>(Dollars in thousands)</i>	2024	2023	2022
Expected tax provision	\$ (7,276)	\$ (6,425)	\$ (7,526)
<i>Increase (decrease) in tax expense resulting from:</i>			
Foreign tax rate differential	(399)	30	384
Change in valuation allowance	6,572	6,781	8,071
State and local tax provision	42	48	21
Prior year adjustment	—	472	(405)
Unrecognized tax benefits	308	(398)	75
Subpart F Income	1,049	—	—
Other	185	82	199
Total income tax expense (benefit)	\$ 481	\$ 590	\$ 819

During the year, the Company completed an internal restructuring of its foreign subsidiaries resulting in a \$1.0 million Subpart F income for U.S. income tax.

The undistributed earnings of the Company's Australian subsidiaries are not indefinitely reinvested. Due to the enactment of the Tax Act, future repatriations of foreign earnings will generally not be subject to U.S. federal taxation but may incur minimal state taxes.

The following table is a summary of the activity related to unrecognized tax benefits, excluding interest and penalties, for the years ended December 31, 2024, 2023, 2022:

<i>(Dollars in thousands)</i>	2024	2023	2022
Unrecognized tax benefits – gross beginning balance	\$ 11,114	\$ 11,454	\$ 11,536
Gross increase (decrease) - prior year tax positions	—	(340)	(82)
Gross increase (decrease) - current year tax positions	—	—	—
Settlements	—	—	—
Unrecognized tax benefits – gross ending balance	\$ 11,114	\$ 11,114	\$ 11,454

As of December 31, 2024 and 2023, if recognized, \$11.1 million and \$11.1 million respectively, of the unrecognized tax benefits would impact the Company's effective tax rate.

During the year ended December 31, 2024, we recorded an increase to tax interest of \$310,000, resulting in a total \$801,000 in interest. During the year ended December 31, 2023, we recorded a decrease to tax interest of \$151,000, resulting in a total \$491,000 in interest.

It is difficult to predict the timing and resolution of uncertain tax positions. Based upon the Company's assessment of many factors, including past experience and judgments about future events, it is probable that within the next 12 months the reserve for uncertain tax positions will increase within a range of \$500,000 to \$1.5 million. The reasons for such change include but are not limited to tax positions expected to be taken during 2024, revaluation of current uncertain tax positions, and expiring statutes of limitations.

As of December 31, 2024, federal income tax returns for 2021 and after are open for examination. California worldwide unitary income tax returns for 2020 and after are open for examination. The Company's net operating loss carry-forwards are subject to examination until they are fully utilized or expired. Some of the tax years which the losses originated from are currently closed. Australia income tax returns for calendar years 2020 and after are open for examination. Generally, New Zealand returns for calendar years 2019 and after remain open for examination.

NOTE 13 – BORROWINGS

The Company's borrowings at December 31, 2024 and 2023, net of deferred financing costs and incorporating the impact of interest rate swaps on our effective interest rates, are summarized below:

As of December 31, 2024						
<i>(Dollars in thousands)</i>	Maturity Date	Contractual Facility	Balance, Gross	Balance, Net ⁽¹⁾	Stated Interest Rate	Effective Interest Rate
Denominated in USD						
Trust Preferred Securities (US)	April 30, 2027	\$ 27,913	\$ 27,913	\$ 27,394	8.85%	8.85%
Bank of America Credit Facility (US)	August 18, 2025	14,750	14,750	14,699	10.50%	10.50%
Cinemas 1, 2, 3 Term Loan (US)	April 1, 2025	20,682	20,682	20,594	9.57%	9.57%
Minetta & Orpheum Theatres Loan (US)	June 1, 2025	7,464	7,464	7,446	7.00%	7.00%
Union Square Financing (US) (4)	May 6, 2025	55,000	47,141	47,049	11.78%	11.78%
Denominated in foreign currency ("FC") ⁽²⁾						
NAB Corporate Term Loan (AU)	July 31, 2026	61,850	61,850	61,740	6.12%	6.12%
NAB Bridge Facility (AU)	April 30, 2025	12,370	12,370	12,361	6.16%	6.16%
Westpac Bank Corporate (NZ) (3)	March 31, 2025	10,543	10,543	10,543	6.95%	6.95%
		\$ 210,572	\$ 202,713	\$ 201,826		

- (1) Net of deferred financing costs amounting to \$0.9 million.
- (2) The contractual facilities and outstanding balances of the FC-denominated borrowings were translated into U.S. dollars based on exchange rates as of December 31, 2024.
- (3) This debt was repaid in full on January 31, 2025. See the relevant heading below for discussion regarding this extension.
- (4) This loan has an option to extend for one year, which is within our control and we intend to exercise.

As of December 31, 2023						
<i>(Dollars in thousands)</i>	Maturity Date	Contractual Facility	Balance, Gross	Balance, Net ⁽¹⁾	Stated Interest Rate	Effective Interest Rate
Denominated in USD						
Trust Preferred Securities (US)	April 30, 2027	\$ 27,913	\$ 27,913	\$ 27,172	9.65%	9.65%
Bank of America Credit Facility (US)	September 4, 2024	20,200	20,200	20,080	11.00%	11.00%
Cinemas 1, 2, 3 Term Loan (US)	October 1, 2024	21,008	21,008	20,780	8.84%	8.84%
Minetta & Orpheum Theatres Loan (US)	June 1, 2024	8,000	8,000	8,000	8.34%	8.34%
U.S. Corporate Office Term Loan (US)	January 1, 2027	8,401	8,401	8,356	4.64% / 4.44%	4.64% / 4.44%
Union Square Financing (US)	May 6, 2024	55,000	47,141	46,925	12.53%	12.53%
Purchase Money Promissory Note (US)	September 18, 2024	586	586	586	5.00%	5.00%
Denominated in foreign currency ("FC") ⁽²⁾						
NAB Corporate Term Loan (AU)	July 31, 2025	68,276	68,276	68,173	6.11%	6.11%
Westpac Bank Corporate (NZ)	January 1, 2025	8,775	8,775	8,775	8.20%	8.20%
Total		\$ 218,159	\$ 210,300	\$ 208,847		

- (1) Net of deferred financing costs amounting to \$1.5 million.
- (2) The contractual facilities and outstanding balances of the FC-denominated borrowings were translated into U.S. dollars based on exchange rates as of December 31, 2023.

Our loan arrangements are presented, net of the deferred financing costs, on the face of our consolidated balance sheet as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Balance Sheet Caption		
Debt - current portion	\$ 69,193	\$ 34,484
Debt - long-term portion	105,239	146,605
Subordinated debt - current portion	--	586
Subordinated debt - long-term portion	27,394	27,172
Total borrowings	\$ 201,826	\$ 208,847

Debt denominated in USD

Trust Preferred Securities ("TPS")

On February 5, 2007, we issued \$51.5 million in 20-year fully subordinated notes to a trust over which we have significant influence, which in turn issued \$51.5 million in securities. Of the \$51.5 million, \$50.0 million in TPS were issued to unrelated investors in a private placement and \$1.5 million of common trust securities were issued by the trust to Reading called "Investment in Reading International Trust I" on our balance sheets. Effective May 1, 2012, the interest rate on our Trust Preferred Securities changed from a fixed rate of 9.22%, which was in effect for five years, to a variable rate of three month LIBOR plus 4.00%, which will reset each quarter through the end of the loan unless we exercise our right to re-fix the rate at the current market rate at that time. There are no principal payments due until maturity in 2027 when the notes and the trust securities are scheduled to be paid in full. We may pay off the debt after the first five years at 100% of the principal amount without any penalty. The trust is essentially a pass through, and the transaction

is accounted for on our books as the issuance of fully subordinated notes. The credit facility includes a number of affirmative and negative covenants designed to monitor our ability to service the debt. The most restrictive covenant of the facility requires that we must maintain a fixed charge coverage ratio at a certain level. However, on December 31, 2008, we secured a waiver of all financial covenants with respect to our TPS for a period of nine years (through December 31, 2017), in consideration of the payment of \$1.6 million, consisting of an initial payment of \$1.1 million, a payment of \$270,000 made in December 2011, and a payment of \$270,000 in December 2014. The covenant waiver expired January 1, 2018, after which a further covenant waiver was secured on October 11, 2018 for the remaining term of the loan, in consideration of payments totaling \$1.6 million, consisting of an initial payment of \$1.1 million paid on October 31, 2018, and a further payment made of \$270,000 in October 2021 and \$225,000 payable in October 2025.

During the first quarter of 2009, we took advantage of the then current market illiquidity for securities such as our TPS to repurchase \$22.9 million in face value of those securities through an exchange of \$11.5 million worth of marketable securities purchased during the period for the express purpose of executing this exchange transaction with the third-party holder of these TPS. During the twelve months ended 2009, we amortized \$106,000 of discount to interest income associated with the holding of these securities prior to their extinguishment. On April 30, 2009, we extinguished \$22.9 million of these TPS, which resulted in a gain on retirement of subordinated debt (TPS) of \$10.7 million net of loss on the associated write-off of deferred loan costs of \$749,000 and a reduction in our Investment in Reading International Trust I from \$1.5 million to \$838,000.

During the year ended December 31, 2024, we paid preferred dividends that are included in interest expense to unrelated investors of \$2.6 million. We paid \$2.5 million in 2023 and paid \$1.4 million in 2022. At December 31, 2024 and 2023, we had preferred dividends payable of \$406,000 and \$443,000, respectively. Interest payments for this loan are required every three months.

Bank of America Credit Facility

As at December 31, 2023, our Bank of America facility matured on September 4, 2024, following a Q1 2023 loan modification, which, among other things, extended the maturity date from March 1, 2024 to September 4, 2024.

We amended this facility on March 27, 2024, to among other terms and conditions, (i) extend the Maturity Date to August 18, 2025, (ii) require a \$275,000 principal paydown, (iii) eliminate the minimum liquidity covenant, (iv) reduce the principal amortization amounts and provide a principal holiday period, and (v) require certain paydowns on the sale of certain real estate assets. Interest is charged at 2.5% above the Bank of America Prime rate, which itself has a floor of 1.0%. Payment-in-kind interest at a rate of 0.5% commenced on January 1, 2024, and continued until December 31, 2024, increasing to 1.5% on January 1, 2025, until the facility is repaid in full. This loan is subject to mandatory prepayment out of a portion of the net proceeds realized by us in the event that we determine to sell certain specified assets. In October 2024, we amended this facility to defer the monthly principal payments required in October, November and December, to the end of 2024. All deferred payments were made as contracted.

Cinemas 1,2,3 Term Loan and Line of Credit

Our Cinemas 1,2,3 Term Loan is held by Sutton Hill Properties LLC (“SHP”), a 75% owned subsidiary of RDI. On September 29, 2023, we extended the maturity of this loan from October 3, 2023, to October 1, 2024, and subsequently executed our six month option to extend this maturity to April 1, 2025. The loan is with Valley National Bank, carries an interest rate of 5.0% above monthly SOFR, with a floor of 7.50%, and includes provisions for a prepaid interest reserve.

On February 26, 2025 we exercised our option to extend our Valley National debt to October 1, 2025. See *Note 22 – Subsequent Events*.

The related party aspect of this loan is discussed at *Note 21 – Related Parties*.

Minetta and Orpheum Theatres Loan

On November 1, 2023, our \$8.0 million loan with Santander Bank, which is secured by our Minetta and Orpheum Theatres, matured. On August 1, 2024, we extended the maturity of this loan to June 1, 2025. The loan now requires monthly principal and interest payments with a balloon payment of \$7.7 million on maturity and carries an interest rate of 7.0%.

Union Square Financing

On May 7, 2021, we closed on a new three-year \$55.0 million loan facility with Emerald Creek Capital secured by our 44 Union Square property and certain limited guarantees. Following the phase out of LIBOR, the facility bears a variable interest rate of TERM SOFR plus 6.9% and includes provisions for a prepaid interest and property tax reserve fund. The loan has one remaining 12-month option to extend the maturity to May 6, 2026, and may be repaid at any time, without the payment of any premium. As this option is within our control, we continue to keep the loan classified as long-term.

Debt extinguished during 2024

U.S. Corporate Office Term Loan

We repaid this \$8.4 million loan in full in February 2024, with a portion of the proceeds from the sale of our Culver City office building.

Purchase Money Promissory Note

On September 18, 2019, we purchased 407,000 Company shares in a privately negotiated transaction under our Share Repurchase Program for \$5.5 million. Of this amount, \$3.5 million was paid by the issuance of a Purchase Money Promissory Note, which bears an interest rate of 5.0% per annum, payable in equal quarterly payments of principal plus accrued interest. The Purchase Money Promissory Note matured on September 18, 2024, with the final principal payment made on that date.

Debt denominated in foreign currencies

Australian NAB Corporate Loan Facility and Bridge Loan

Prior to March 31, 2024, our Revolving Corporate Markets Loan Facility with National Australia Bank (“NAB”) matured on July 31, 2025. It consisted of (i) an AU\$100.0 million Corporate Loan facility at 1.75% above BBSY, of which AU \$60.0 million was revolving and AU\$40.0 million was core and (ii) a Bank Guarantee Facility of AU\$5.0 million at a rate of 1.9% per annum.

On April 4, 2024, we amended this facility, which now matures on July 31, 2026. As part of the amendment, we obtained an additional AU\$20.0 million bridge facility which matures on March 31, 2025 (or earlier, upon the sale of certain assets), and modified certain covenants. We are also required, from March 31, 2025, to make quarterly repayments of AU\$1.5 million against the AU\$100.0 million Corporate Loan facility, until maturity date, representing permanent reductions in that facility’s ceiling. The bank guarantee facility was reduced to AU\$3.0 million. No other changes were made. On December 17, 2024, we extended the maturity date of the bridge facility to April 30, 2025.

Effective June 28, 2024, we entered into an Interest Rate Hedging Agreement with NAB on AU\$50.0 million of the Corporate Loan Facility. The Interest Rate Collar has a floor of 4.18% and a cap of 4.78%, and terminates on July 31, 2026.

New Zealand Westpac Bank Corporate Credit Facility

As of December 31, 2023, our Westpac Corporate Credit Facility for NZ\$13.8 million matured on January 1, 2025. The facility carried an interest rate and line of credit charge of 2.40% above the Bank Bill Bid Rate and 1.65% respectively. Westpac waived the requirement to test certain covenants for each quarter since the third quarter of 2020, including the quarter ending December 31, 2024.

On August 13, 2024, we increased the limit on this facility by NZ\$5.0 million to NZ\$18.8 million. On December 20, 2024, we extended the maturity date to March 31, 2025.

On January 31, 2025, we repaid this loan in full using a portion of the proceeds from the monetization of our Wellington assets including Courtenay Central.

Aggregate amount of future principal debt payments

As of December 31, 2024, our aggregate amount of future principal debt payments is estimated as follows:

<i>(Dollars in thousands)</i>	Future Principal Debt Payments
2025	\$ 69,520
2026	105,280
2027	27,913
2028	--
2029	--
Thereafter	--
Total future principal debt payments	\$ 202,713

The estimated amount of future principal payments in U.S. dollars is subject to change because the payments in U.S. dollars on the debt denominated in foreign currencies, which represent a significant portion of our total outstanding debt balance, will fluctuate based on the applicable foreign currency exchange rates.

NOTE 14 – PENSION AND OTHER LIABILITIES

Other liabilities including pension are summarized as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Current liabilities		
Lease liability ⁽²⁾	5,900	5,900
Accrued pension ⁽¹⁾	500	684
Security deposit payable	117	74
Finance lease liabilities	43	40
Other	33	33
Other current liabilities	\$ 6,593	\$ 6,731
Other liabilities		
Accrued pension ⁽¹⁾	2,312	2,646
Lease make-good provision	5,908	6,050
Deferred rent liability	3,786	1,314
Environmental reserve	1,656	1,656
Acquired leases	—	2
Finance lease liabilities	—	43
Other non-current liabilities	\$ 13,662	\$ 11,711

(1) Represents the pension liability associated with the Supplemental Executive Retirement Plan explained below.

(2) Represents the lease liability of the option associated with the ground lease purchase of the Village East Cinema. See Note 21 – Related Parties for more information.

Pension Liability – Supplemental Executive Retirement Plan

On August 29, 2014, the Supplemental Executive Retirement Plan (“SERP”) that was effective since March 1, 2007, was ended and replaced with a new pension annuity. As a result of the termination of the SERP program, the accrued pension liability of \$7.6 million was reversed and replaced with a new pension annuity liability of \$7.5 million. The valuation of the liability is based on the present value of \$10.2 million discounted at 4.25% over a 15-year term, resulting in a monthly payment of \$57,000 payable to the estate of Mr. James J. Cotter, Sr. The discounted value of \$2.7 million (which is the difference between the estimated payout of \$10.2 million and the present value of \$7.5 million) will be amortized and expensed based on the 15-year term. In addition, the accumulated actuarial loss of \$3.1 million recorded, as part of other comprehensive income, will also be amortized based on the 15-year term.

As a result of the above, included in our other current and non-current liabilities are accrued pension costs of \$2.8 million and \$3.3 million as of December 31, 2024 and 2023, respectively. The benefits of our pension plans are fully vested and therefore no service costs were recognized in 2024 and 2023. Our pension plans are unfunded.

The change in the SERP pension benefit obligation and the funded status are as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Benefit obligation at January 1	\$ 3,330	\$ 3,822
Service cost		
Interest cost	165	191
Payments made	(683)	(683)
Benefit obligation at December 31	\$ 2,812	\$ 3,330
Unfunded status at December 31	\$ (2,812)	\$ (3,330)

Amounts recognized in the balance sheet consists of:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Current liabilities	\$ 547	\$ 519
Other liabilities - Non current	2,265	2,811
Total pension liability	\$ 2,812	\$ 3,330

The components of the net periodic benefit cost and other amounts recognized in other comprehensive income are as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Net periodic benefit cost		
Interest cost	\$ 165	\$ 191
Amortization of prior service costs	—	—
Amortization of net actuarial gain	172	153
Net periodic benefit cost	\$ 337	\$ 344
Items recognized in other comprehensive income		
Net loss	\$ —	\$ —
Amortization of net loss	(172)	(153)
Total recognized in other comprehensive income	\$ (172)	\$ (153)
Total recognized in net periodic benefit cost and other comprehensive income	\$ 165	\$ 191

Items not yet recognized as a component of net periodic pension cost consist of the following:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Unamortized actuarial loss	\$ 1,497	\$ 1,669
Accumulated other comprehensive income	\$ 1,497	\$ 1,669

The estimated unamortized actuarial loss for the defined benefit pension plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year will be \$207,000 (gross of any tax effects).

The following table presents estimated future benefit payments for the next five years and thereafter as of December 31, 2024:

<i>(Dollars in thousands)</i>	Estimated Future Pension Payments
2025	\$ 547
2026	576
2027	607
2028	638
2029	444
Thereafter	—
Total pension payments	\$ 2,812

Lease Make-Good Provision

We recognize obligations for future leasehold restoration costs relating to properties that we use mostly on our cinema operations under operating lease arrangements. Each lease is unique to the negotiated conditions with the lessor, but in general most leases require for the removal of cinema-related assets and improvements. There are no assets specifically restricted to settle this obligation.

A reconciliation of the beginning and ending carrying amounts of the lease make-good provision is presented in the following table:

<i>(Dollars in thousands)</i>	As of and for the year ended December 31, 2024	As of and for the year ended December 31, 2023
Lease make-good provision, at January 1	\$ 6,050	\$ 6,131
Liabilities incurred during the year	59	45
Liabilities settled during the year	(71)	(408)
Liabilities remeasured during the year	—	(24)
Accretion expense	266	292
Effect of changes in foreign currency	(396)	14
Lease make-good provision, at December 31	\$ 5,908	\$ 6,050

NOTE 15 – COMMITMENTS AND CONTINGENCIES

Insofar as our Company is aware, there are no claims, arbitration proceedings, or litigation proceedings that constitute material contingent liabilities of our Company. Such matters require significant judgments based on the facts known to us. These judgments are inherently uncertain and can change significantly when additional facts become known. We provide accruals for matters that have probable likelihood of occurrence and can be properly estimated as to their expected negative outcome. We do not record expected gains until the proceeds are received by us. However, we typically make no accruals for potential costs of defense, as such amounts are inherently uncertain and dependent upon the scope, extent and aggressiveness of the activities of the applicable plaintiff.

Litigation Matters

We are currently involved in certain legal proceedings and, as required, have accrued estimates of probable and estimable losses for the resolution of these claims, including legal costs.

- Where we are the *plaintiffs*, we accrue legal fees as incurred on an on-going basis and make no provision for any potential settlement amounts until received. In Australia, the prevailing party is usually entitled to recover its attorneys' fees, which recoveries typically work out to be approximately 60% of the amounts actually spent where first-class legal counsel is engaged at customary rates. Where we are a plaintiff, we have likewise made no provision for the liability for the defendant's attorneys' fees in the event we are determined not to be the prevailing party.
- Where we are the *defendants*, we accrue for probable damages that insurance may not cover as they become known and can be reasonably estimated, as permitted under ASC 450-20 *Loss Contingencies*. In our opinion, any claims and litigation in which we are currently involved are not reasonably likely to have a material adverse effect on our business, results of operations, financial position, or liquidity. It is possible, however, that future results of the operations for any particular quarterly or annual period could be materially affected by the ultimate outcome of the legal proceedings. From time to time, we are involved with claims and lawsuits arising in the ordinary course of our business that may include contractual obligations, insurance claims, tax claims, employment matters, and anti-trust issues, among other matters.

Environmental and Asbestos Claims on Reading Legacy Operations

Certain of our subsidiaries were historically involved in railroad operations, coal mining, and manufacturing. Also, certain of these subsidiaries appear in the chain-of-title of properties that may suffer from pollution. Accordingly, certain of these subsidiaries have, from time to time, been named in and may in the future be named in various actions brought under applicable environmental laws. Also, we are in the real estate development business and may encounter from time to time environmental conditions at properties that we have acquired for development and which will need to be addressed in the future as part of the development process. These environmental conditions can increase the cost of such projects and adversely affect the value and potential for profit of such projects. We do not currently believe that our exposure under applicable environmental laws is material in amount.

From time to time, there are claims brought against us relating to the exposure of former employees to asbestos and/or coal dust. These are generally covered by an insurance settlement reached in September 1990 with our insurance providers. However, this insurance settlement does not cover litigation by people who were not employees of our historic railroad operations and who may claim direct or second-hand exposure to asbestos, coal dust and/or other chemicals or elements now recognized as potentially causing cancer in humans. Our known exposure to these types of claims, asserted or probable of being asserted, is not material.

NOTE 16 – NON-CONTROLLING INTERESTS

As of December 31, 2024, the non-controlling interests in our consolidated subsidiaries are comprised of the following:

- Australia Country Cinemas Pty Ltd. – 25% non-controlling interest owned by Panorama Group International Pty.;
- Shadow View Land and Farming, LLC – 50% non-controlling membership interest owned by either the estate of Mr. James J. Cotter, Sr. (the "Cotter Estate") or the James J. Cotter Sr. Living Trust (the "Cotter Trust"); and,
- Sutton Hill Properties, LLC – 25% non-controlling interest owned by Sutton Hill Capital, LLC (which in turn is 50% owned by the Cotter Estate).

The components of non-controlling interest are as follows:

<i>(Dollars in thousands)</i>	December 31,	
	2024	2023
Australian Country Cinemas, Pty Ltd	\$ 128	\$ 76
Shadow View Land and Farming, LLC	(2)	(2)
Sutton Hill Properties, LLC	(552)	(165)
Non-controlling interests in consolidated subsidiaries	\$ (426)	\$ (91)

The components of income/(loss) attributable to non-controlling interests are as follows:

<i>(Dollars in thousands)</i>	2024	2023	2022
Australian Country Cinemas, Pty Ltd	\$ 61	\$ 51	\$ 70
Shadow View Land and Farming, LLC	—	1	(4)
Sutton Hill Properties, LLC	(658)	(564)	(542)
Net income (loss) attributable to non-controlling interests in consolidated subsidiaries	\$ (597)	\$ (512)	\$ (476)

Shadow View Land and Farming, LLC

On March 5, 2021, Shadow View Land and Farming, LLC, sold its only asset, being certain land holdings in Coachella, California, for \$11.0 million and is currently in the process of winding up and liquidating. See Note 6 Real Estate Transactions.

NOTE 17 – SHARE-BASED COMPENSATION AND SHARE REPURCHASE PLANS

2020 Stock Incentive Plan

On December 5, 2024, the Company, as approved by the Company’s stockholders, amended the 2020 Stock Incentive Plan (as amended the “2020 Plan”). Under the 2020 Plan, the number of permitted authorized shares for issuance increased from 2,221,807 shares to 5,721,807 shares. Additional shares may be added to the number of authorized shares as derived from shares forfeited from prior plans, such that the number of shares issued shall not exceed 6,556,053 shares.

Under the 2020 Plan, the Company may grant stock options and other share-based payment awards of our Class A Common Stock to eligible employees, directors and consultants. At December 31, 2024, there were 5,721,807 shares of Class A Common Stock available for issuance under the 2020 Plan, which includes shares from the 2010 Plan that become available for issuance due to the forfeiture of then outstanding out of the money stock options.

Stock options are granted at exercise prices equal to the grant-date market prices and typically expire on either the fifth or tenth anniversary of the grant date. In contrast to a stock option where the grantee buys our Company’s share at an exercise price determined on the grant date, a restricted stock unit (“RSU”) entitles the grantee to receive one share for every RSU based on a vesting plan, typically between one year and four years from grant. As discussed further below, a performance component has been added to certain of the RSUs or options granted to management. At the time the options are exercised or RSUs vest and are settled, at the discretion of management, we will issue treasury shares or make a new issuance of shares to the option or RSU holder.

Stock Options

We estimated the grant-date fair value of our stock options using the Black-Scholes option-valuation model, which takes into account assumptions such as the dividend yield, the risk-free interest rate, the expected stock price volatility, and the expected life of the options. We expensed the estimated grant-date fair values of options over the vesting period on a straight-line basis. Based on our historical experience, the “deemed exercise” of expiring in-the-money options and the relative market price to strike price of the options, we have not estimated any forfeitures of vested or unvested options.

Stock options to purchase 207,657 shares of Class A Common Stock were issued to the non-employee members of the Board of Directors upon their re-election to the Board in December 2024 for their services for their 2025 term. No other stock options were granted in 2024 to directors. On June 6, 2024, we issued options to purchase 1,264,603 shares of Class A Common Stock to our senior executives. These options have a one-year vesting and a ten-year term and were granted in lieu of cash bonuses which would otherwise have been paid under our Company’s Incentive Compensation Program. No other stock options were granted during 2024 to employees.

The weighted average assumptions used in the option-valuation model for option grants for the years 2024, 2023 and 2022 were as follows:

	2024	2023	2022
Stock option exercise price	\$ 1.49	\$ 1.92	\$ —
Risk-free interest rate	4.26%	4.12%	0.00%
Expected dividend yield	—	—	—
Expected option life in years	5.50	5.50	—
Expected volatility	55.26%	53.20%	0.00%
Weighted average fair value	\$ 0.81	\$ 1.01	\$ —

We recorded stock-based compensation expense of \$783,000, \$50,000, and \$212,000 for 2024, 2023, and 2022, respectively. At December 31, 2024, the total unrecognized estimated compensation cost related to non-vested stock options was \$626,000 which is

expected to be recognized over a weighted average vesting period of 9.65 years. No cash was received from option exercises in 2024, 2023 or 2022.

The following is a summary of the status of RDI's outstanding stock options for the three years ended December 31, 2024:

	Outstanding Stock Options					
	Number of Options		Weighted Average Exercise Price		Weighted Average Remaining Years of Contractual Life	Aggregate Intrinsic Value
	Class A	Class B	Class A	Class B	Class A&B	Class A&B
Outstanding - January 1, 2022	517,344	—	\$ 15.42	\$ —	1.66	\$ —
Granted	—	—	—	—	—	—
Exercised	—	—	—	—	—	—
Expired	(189,846)	—	14.63	—	—	—
Outstanding - December 31, 2022	327,498	—	\$ 15.87	\$ —	1.24	\$ —
Granted	207,657	—	1.92	—	—	—
Exercised	—	—	—	—	—	—
Expired	(122,376)	—	—	—	—	—
Outstanding - December 31, 2023	412,779	—	\$ 14.19	\$ —	1.79	\$ —
Granted	1,499,755	—	1.49	—	—	—
Exercised	—	—	—	—	—	—
Expired	(205,122)	—	—	—	—	—
Outstanding - December 31, 2024	1,707,412	—	\$ 1.63	\$ —	9.44	\$ —

The following is a summary of the status of RDI's vested and unvested stock options as of December 31, 2024, 2023 and 2022:

	Vested and Unvested Stock Options					
	Number of Options		Weighted Average Exercise Price		Weighted Average Remaining Years of Contractual Life	Aggregate Intrinsic Value
	Class A	Class B	Class A	Class B	Class A&B	Class A&B
Vested						
December 31, 2024	207,657	—	\$ 0.48	\$ —	8.94	\$ —
December 31, 2023	205,122	—	15.92	—	0.56	—
December 31, 2022	276,218	—	15.81	—	1.17	—
Unvested						
December 31, 2024	1,499,755	—	\$ 1.62	\$ —	9.44	\$ —
December 31, 2023	207,657	—	4.54	—	1.79	—
December 31, 2022	51,281	—	16.15	—	1.24	—

Restricted Stock Units

Time vested RSU awards to management typically vest 25% on the anniversary of the grant date and the remainder over a period of four years. Beginning in 2020, a performance component has been added to certain management equity grants, which vest on the third anniversary of their grant date based on the achievement of certain performance metrics. From 2021 onwards, RSUs have two vesting structures, which include time vesting and performance vesting. The majority of RSUs vest 75% evenly over a period of four years, with the remaining 25% contingent upon the achievement of certain performance metrics, vesting in full on the third anniversary of the date of the grant. In the case of our Chief Executive Officer, RSUs vest 50% evenly over a period of four years with the remaining 50%, contingent upon the achievement of certain performance metrics, vesting in full on the third anniversary of the grant date. On April 11 and April 21, 2023, the Board of Directors determined that our Company was not in a position to pay cash bonuses that would otherwise have been earned by certain members of management under our Company's Incentive Compensation Plan for 2022, and authorized the issuance in lieu of such cash bonuses 85,139 RSUs, which vested on April 11, 2024 and 52,360 RSUs, which vested on April 21, 2024. No RSUs were granted during the remainder of 2023 or the first two quarters of 2024, however, the Compensation Committee has not completed its final review of 2024 incentive compensation.

During the years ended December 31, 2024 and December 31, 2023, we recognized compensation expense related to RSUs of \$1.6 million and \$1.8 million respectively. The total unrecognized compensation expense related to these unvested RSUs was \$2.0 million as of December 31, 2024.

Below is a table that shows the restricted stock units that have been issued and vested during the years ending December 31, 2024 along with the dollar value of these awards:

	Number of RSUs				\$ value of RSUs			
	Granted	Vested	Forfeited	Unvested	Granted	Vested	Forfeited	Unvested
2016	68,153	67,372	781	—	\$ 815,160	\$ 805,759	\$ 9,400	\$ —
2017	70,538	70,006	532	—	1,124,348	1,115,852	8,496	—
2018	97,600	94,426	3,174	—	1,581,512	1,529,648	51,864	—
2019	59,258	56,154	3,104	—	944,070	894,065	50,005	—
2020	401,966	373,708	28,258	—	2,281,899	2,111,059	170,840	—
2021	361,593	283,280	28,456	49,858	2,185,222	1,682,339	182,736	320,147
2022	502,582	224,716	47,265	230,601	1,998,505	839,804	197,095	961,606
2023	671,682	231,151	17,557	422,974	2,173,049	747,965	56,719	1,368,365
2024	—	—	—	—	—	—	—	—
Total	2,233,372	1,400,813	129,127	703,433	\$ 13,103,765	\$ 9,726,491	\$ 727,155	\$ 2,650,118

Stock Repurchase Plan

Our Stock Repurchase Program expired on March 10, 2024. It has not been renewed. No stock has been repurchased by our Company since March 10, 2020.

NOTE 18 – ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in each component of accumulated other comprehensive income attributable to RDI:

(Dollars in thousands)	Foreign Currency Items ⁽¹⁾	Unrealized Gain (Losses) on Available- for-Sale Investments	Accrued Pension Service Costs ⁽²⁾	Hedge Accounting Reserve ⁽³⁾	Total
Balance at January 1, 2024	\$ (986)	\$ (18)	\$ (1,669)	\$ —	\$ (2,673)
Change related to derivatives					
Total change in hedge fair value recorded in Other Comprehensive Income	—	—	—	(137)	(137)
Amounts reclassified from accumulated other comprehensive income	—	—	—	—	—
Net change related to derivatives	—	—	—	(137)	(137)
Net current-period other comprehensive income	(4,535)	—	172	(137)	(4,500)
Balance at December 31, 2024	\$ (5,521)	\$ (18)	\$ (1,497)	\$ (137)	\$ (7,173)

(1) Net of income tax expense of \$126,000.

(2) Net of income tax expense of \$36,000.

(3) Net of income tax of \$66,000

NOTE 19 – FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. If quoted prices in an active market are available, fair value is determined by reference to these prices. If quoted prices are not available, fair value is determined by valuation models that primarily use, as inputs, market-based or independently sourced parameters, including but not limited to interest rates, volatilities, and credit curves. Additionally, we may reference prices for similar instruments, quoted prices or recent transactions in less active markets. We use prices and inputs that are current as of the measurement date. Assets and liabilities that are carried at fair value (either recurring or non-recurring basis) are classified and disclosed in one of the following categories:

- **Level 1:** Quoted (unadjusted) prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. This consist primarily of investments in marketable securities which are our investments associated with the ownership of marketable securities in U.S. and New Zealand. These investments are valued based on observable market quotes on the last trading date of the reporting period.

- **Level 2:** Quoted prices in active markets for similar assets and liabilities, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability. This category includes our derivative financial instruments which are valued based on discounted cash flow models that incorporate observable inputs such as interest rates and yield curves from the derivative counterparties. The credit valuation adjustments associated with our non-performance risk and counterparty credit risk are incorporated in the fair value estimates of our derivatives. As of December 31, 2024 and 2023, we concluded that the credit valuation adjustments were not significant to the overall valuation of our derivatives.
- **Level 3:** Unobservable inputs that are supported by little or no market activity may require significant judgment in order to determine the fair value of the assets and liabilities. This category includes:
 - i. *Debt* – includes secured and unsecured notes payable, trust preferred securities and other debt instruments. The borrowings are valued based on discounted cash flow models that incorporate appropriate market discount rates. We calculated the market discount rate by obtaining period-end treasury rates for fixed-rate debt, or LIBOR for variable-rate debt, for maturities that correspond to the maturities of our debt, adding appropriate credit spreads derived from information obtained from third-party financial institutions. These credit spreads take into account factors such as our credit rate, debt maturity, types of borrowings, and the loan-to-value ratios of the debt.
 - ii. *Goodwill, Other Intangibles and Other Long-lived Assets* – refer to the “*Impairment of Long-Lived Assets*” section in *Note 3 – Summary of Significant Accounting Policies* for a description of valuation methodology used for fair value measurements of goodwill, intangible assets and long-lived assets. Given this category represents several lines in our Consolidated Balance Sheet and since the recorded values agree to fair values, we did not include this in the subsequent tables presented.

Also, our Level 1 financial instruments include cash and cash equivalents, receivables, and accounts payable and accrued liabilities. The carrying values of these financial instruments approximate the fair values due to their short maturities. There have been no changes in the methodologies used at December 31, 2024 and 2023. Additionally, there were no transfers of assets and liabilities between Levels 1, 2, or 3 during the three years ended December 31, 2024.

Recurring Fair Value Measurements

As of December 31, 2024 we had derivative instruments to the notional value of \$33.0 million, carried and measured at fair value on a recurring basis of (\$137,000). As of December 31, 2023, our Company held no derivative instruments

Nonrecurring Fair Value Measurements

The following tables provide information about financial assets and liabilities not carried at fair value on a nonrecurring basis in our consolidated balance sheets:

<i>(Dollars in thousands)</i>	Balance Sheet Location	Carrying Value⁽¹⁾	Fair Value Measurements at December 31, 2024			
			Level 1	Level 2	Level 3	Total
Financial liabilities						
Notes payable	Debt - current and long-term portion	\$ 174,800	\$ —	\$ —	\$ 174,994	\$ 174,994
Subordinated debt	Subordinated debt - current and long-term portion	27,913	—	—	27,867	27,867
Total		\$ 202,713	\$ —	\$ —	\$ 202,861	\$ 202,861

<i>(Dollars in thousands)</i>	Balance Sheet Location	Carrying Value⁽¹⁾	Fair Value Measurements at December 31, 2023			
			Level 1	Level 2	Level 3	Total
Financial liabilities						
Notes payable	Debt - current and long-term portion	\$ 182,387	\$ —	\$ —	\$ 148,325	\$ 148,325
Subordinated debt	Subordinated debt	27,913	—	—	27,832	27,832
Total		\$ 210,300	\$ —	\$ —	\$ 176,157	\$ 176,157

(1) These balances are presented gross of deferred financing costs.

NOTE 20 – HEDGE ACCOUNTING

As of December 31, 2024 the Company held interest rate derivatives in the total notional amount \$33.0 million (AU\$50.0 million). As of December 31, 2023, the Company held no interest rate derivatives.

The derivatives are recorded on the balance sheet at fair value and are included in the following line items:

<i>(Dollars in thousands)</i>	Asset Derivatives			
	December 31,			
	2024		2023	
	Balance sheet location	Fair value	Balance sheet location	Fair value
Interest rate contracts	Derivative financial instruments - current portion	\$ —	Derivative financial instruments - current portion	\$ —
	Derivative financial instruments - non-current portion	—	Derivative financial instruments - non-current portion	—
Total derivatives designated as hedging instruments		\$ —		\$ —
Total derivatives		\$ —		\$ —

<i>(Dollars in thousands)</i>	Liability Derivatives			
	December 31,			
	2024		2023	
	Balance sheet location	Fair value	Balance sheet location	Fair value
Interest rate contracts	Derivative financial instruments - current portion	\$ —	Derivative financial instruments - current portion	\$ —
	Derivative financial instruments - non-current portion	137	Derivative financial instruments - non-current portion	—
Total derivatives designated as hedging instruments		\$ 137		\$ —
Total derivatives		\$ 137		\$ —

The changes in fair value are recorded in Other Comprehensive Income and released into interest expense in the same period(s) in which the hedged transactions affect earnings. In 2024 and 2023, the derivative instruments affected Comprehensive Income as follows:

<i>(Dollars in thousands)</i>	Location of Loss Recognized in Income on Derivatives	Amount of Loss Recognized in Income on Derivatives	
		2024	2023
		\$	\$
Interest rate contracts	Interest expense, net	\$ —	\$ (821)
Total		\$ —	\$ (821)

<i>(Dollars in thousands)</i>	Loss Recognized in OCI on Derivatives (Effective Portion)		Loss Reclassified from OCI into Income (Effective Portion)	Loss Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Amount			Amount	
	2024	2023		2024	2023
Interest rate contracts	\$ 137	\$ 2	Interest expense, net	\$ —	\$ 821
Total	\$ 137	\$ 2		\$ —	\$ 821

As of December 31, 2024, we expect to release \$129,000 to earnings.

NOTE 21 – RELATED PARTIES

The following table identifies our related parties as of December 31, 2024, in accordance with *ASC 850, Related Party Transactions*:

Categories	Related Parties	Discussion Notes
<input type="checkbox"/> Principal Owners and immediate families	<input type="checkbox"/> Cotter Family's Estate and Living Trust (controlling family) <input type="checkbox"/> Mark Cuban (above 10% voting ownership)	
<input type="checkbox"/> Key Executive Officers and immediate families	<input type="checkbox"/> Ellen M. Cotter <input type="checkbox"/> Margaret Cotter <input type="checkbox"/> Gilbert Avanes <input type="checkbox"/> Andrzej J. Matyczynski <input type="checkbox"/> S Craig Tompkins <input type="checkbox"/> Robert F. Smerling <input type="checkbox"/> Mark Douglas <input type="checkbox"/> Rialto Cinemas <input type="checkbox"/> Mt. Gravatt	<input type="checkbox"/> President and Chief Executive Officer <input type="checkbox"/> EVP Real Estate Development and Management (NY) <input type="checkbox"/> EVP Chief Financial Officer and Treasurer <input type="checkbox"/> EVP Global Operations <input type="checkbox"/> EVP General Counsel <input type="checkbox"/> President – U.S. Cinemas <input type="checkbox"/> Managing Director, Australia and New Zealand
<input type="checkbox"/> Investments in Joint Ventures accounted for under equity method	<input type="checkbox"/> Rialto Cinemas <input type="checkbox"/> Mt. Gravatt	Refer to <i>Note 9 – Investment in Joint Ventures</i>
<input type="checkbox"/> Other Affiliates	<input type="checkbox"/> Entities under common control <input type="checkbox"/> All subsidiaries of RDI	Refer to Exhibit 21 of this 2024 Form 10-K filing for the complete list of subsidiaries. Refer below for further discussions on certain key transactions with related parties, including those with minority interests.

Sutton Hill Capital

In 2001, we entered into a transaction with Sutton Hill Capital, LLC (“SHC”) regarding the master leasing, with an option to purchase, of certain cinemas located in Manhattan including our Village East and Cinemas 1,2,3 theaters. SHC is a limited liability company beneficially owned and controlled in equal shares by the Cotter Estate and a third party.

As previously reported, over the years, two of the cinemas subject to the master leasing agreement have been redeveloped and one (the Cinemas 1,2,3 discussed below) has been acquired from SHC. The Village East is the only cinema that remains subject to this master lease.

Village East

On August 28, 2019, we exercised our option to acquire the ground lessee’s interest in this property for \$5.9 million. That option is currently scheduled to close on April 30, 2025.

In each of the years 2022 to 2024 we were charged rent of \$590,000 for this cinema under the master lease. We paid \$590,000 in 2022. We paid \$148,000 in 2023 and deferred the balance. In 2024, we deferred \$590,000 in current year rent.

Cinemas 1, 2, 3

The Cinemas 1, 2, 3 is currently owned by a limited liability company of which we are the managing member and 75% equity holder. The remaining 25% is owned by SHC. The cinema is managed by one of our subsidiaries.

On August 31, 2016, we refinanced the debt of Cinemas 1,2,3, pursuant to a \$20.0 million loan from Valley National Bank, which debt has been extended from time to time. Refer to Note 13 – *Borrowings* for further details on this loan and its maturity. Since the cash flow from the Cinemas 1,2,3 has not been sufficient to service this loan, the members of SHP (our Company and SHC) have from time to time made contributions to the capital of SHP in order to avoid dilution of their respective interests in SHP. No capital contributions were called or made in 2022 or 2023. Our Company made a capital contribution of \$271,000 in 2024.

The Valley National Loan has been guaranteed by our Company and an environmental indemnity has been provided by our Company. SHC has agreed to indemnify our Company to the extent of 25% of any loss incurred by our Company with respect to any such guarantee and/or indemnity (a percentage reflecting SHC’s membership interest in SHP). The refinancing transaction, including the guarantee and indemnity, were reviewed and approved by the Audit and Conflicts Committee of our Board of Directors.

In 2022, we extended a working capital loan to SHP, the balance of which was \$5.1 million at December 31, 2024. Interest is charged at the rate we receive on our Bank of America facility. The loan was approved by the Audit and Conflicts Committee of our Board of Directors.

Live Theatre Play Investment

From time to time, our Officers and Directors may invest in plays that lease our live theatres. The play STOMP played in our Orpheum Theatre since prior to the time we acquired the theatre in 2001, until its final show on January 8, 2023. The Cotter Estate and a third party own an approximately 5% interest in that play, an interest that they have held since prior to our acquisition of the theatre.

Shadow View Land and Farming LLC

This company was and continues to be owned in equal shares by our Company and the Estate of James J. Cotter. However, its sole asset was sold and the sales proceeds distributed in 2021. The company has conducted no business since that date and is in the process of being wound up.

NOTE 22 – SUBSEQUENT EVENTS

On January 3, 2025, we signed an amendment to our Bank of America facility, deferring repayment obligations in January and February 2025. The deferrals were until March 2025, with an additional requirement to repay a portion of the loan upon the completion of certain named asset sales.

On January 31, 2025, we completed the sale of our Wellington, New Zealand property assets, including our Courtenay Central building, receiving \$17.9 million as the balance payable on the sales price of \$21.3 million. The transaction qualified as a completed sale under ASC 606 on January 31, 2025, with the transfer of control to the purchaser, and so will be recorded in our first quarter Form 10-Q for 2025. As a part of that transaction, we entered into an Agreement to Lease the cinema component of that property, upon completion of seismic upgrading by the new owner.

On January 31, 2025, using a portion of the funds raised from the sale of our Wellington New Zealand assets, we repaid in full our Westpac loan facility, and \$6.1 million of our Bank of America loan facility.

On February 26, 2025 we exercised our option to extend our Valley National debt to October 1, 2025.

On March 16, 2025, we entered into a Call Option Agreement with a third party, providing for the sale of our properties in Townsville, Queensland, Australia for AU\$32.0 million. For tax reasons, real estate sale agreements in Queensland which provide for a due diligence period are structured as call options. The due diligence period has not yet expired. While no assurances can be given, if the option holder elects to close on the option, it is anticipated that the transaction will close in April.

On March 27, 2025, the closing of our purchase of the ground lease tenant's interest in the ground lease underlying our Village East Cinema was extended to April 30, 2025.

Schedule II – Valuation and Qualifying Accounts

	<u>Balance at January 1</u>	<u>Increase</u>	<u>Decrease</u>	<u>Balance at December 31</u>
<u>Allowance for doubtful accounts</u>				
2024	\$ 352	\$ 252	73	\$ 531
2023	\$ 1,042	\$ 97	787	\$ 352
2022	\$ 1,169	\$ 107	234	\$ 1,042
<u>Tax valuation allowance</u>				
2024	\$ 59,087	\$ 7,440	—	\$ 66,527
2023	\$ 50,778	\$ 8,309	—	\$ 59,087
2022	\$ 40,894	\$ 9,884	—	\$ 50,778

Item 9 – Change in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A – Controls and Procedures

Management’s Report on Internal Control Over Financial Reporting

Our management’s report on internal control over financial reporting is included in Part II, Item 8 (*Financial Statements and Supplementary Data*) of this Form 10-K.

Evaluation of Disclosure Controls and Procedures

We have formally adopted a policy for disclosure controls and procedures that provides guidance on the evaluation of disclosure controls and procedures and is designed to ensure that all corporate disclosure is complete and accurate in all material respects and that all information required to be disclosed in the periodic reports submitted by us under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods and in the manner specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. A disclosure committee consisting of the principal accounting officer, and senior officers of each significant business line and other select employees assisted the Chief Executive Officer and the Chief Financial Officer in this evaluation. Based upon our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2024 because of the material weakness in internal controls over financial reporting described in Management’s Report on Internal Controls over Financial Reporting.

Our Chief Executive Officer and Chief Financial Officer also determined that the material weakness existed as of the quarters ended June 30, 2024, and September 30, 2024, and therefore concluded that we did not maintain effective disclosure controls and procedures as of these dates. Our Chief Executive Officer and Chief Financial Officer have concluded that the unaudited condensed consolidated financial statements included in the Form 10-Q filings for the reported periods ended June 30, 2024 and September 30, 2024 were materially misstated as a result of the material weakness. The Company filed amended Forms 10-QA for the periods ended June 30, 2024 and September 30, 2024 with the restated amounts.

Remediation Plan for the Material Weakness

Management is actively engaged in the implementation of remediation measures to address the internal control deficiencies that resulted in the material weakness in internal control over financial reporting as of June 30, 2024, September 30, 2024, and December 31, 2024. The Company's remediation actions are being overseen by the Audit Committee of the Board of Directors. Management is in the process of developing a plan to address the deficiency identified.

We will continue to modify our remediation plan and may implement additional measures as we complete the redesign and operation of our internal controls in this area. We believe that, once implemented, these additional internal control activities will strengthen our internal control over financial reporting and remediate the material weakness. The material weakness will not be considered remediated until the controls are in place for a sufficient period of time and management has concluded, through testing, that the controls are operating effectively.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fourth quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, other than the material weakness described above.

Limitations on the Effectiveness of Controls

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f), including maintenance of (i) records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets, and (ii) policies and procedures that provide reasonable assurance that (a) transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, (b) our receipts and expenditures are being made only in accordance with authorizations of

management and our Board of Directors and (c) we will prevent or timely detect unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of the inherent limitations of any system of internal control. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses of judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper overriding of controls. As a result of such limitations, there is risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Item 9B – Other Information

During the quarter ended December 31, 2024, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or a “no-Rule 10b5-1 trading arrangement” (in each case, as defined in Item 408 of Regulation S-K).

PART III

Items 10, 11, 12, 13 and 14

Information required by Part III (Items 10, 11, 12, 13 and 14) of this Form 10-K is hereby incorporated by reference from Reading International, Inc.’s definitive Proxy Statement for its 2025 Annual Meeting of Stockholders, which the Company intends to be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of the fiscal year.

PART IV

Item 15 – Exhibits, Financial Statement Schedules

(101) The following documents are filed as a part of this report:

101. *Financial Statements*

The following financial statements are filed as part of Part II, Item 8 – *Financial Statements and Supplementary Data* in this Annual Report on Form 10-K, as summarized below:

<u>Description</u>	<u>Page</u>
Management’s Report on Internal Control over Financial Reporting	55
Report of Independent Registered Public Accounting Firm (Consolidated Financial Statements)	56
Consolidated Balance Sheets as of December 31, 2024 and 2023	57
Consolidated Statements of Income for the Three Years Ended December 31, 2024	58
Consolidated Statements of Comprehensive Income for the Three Years Ended December 31, 2024	59
Consolidated Statements of Stockholders’ Equity for the Three Years Ended December 31, 2024	60
Consolidated Statements of Cash Flows for the Three Years Ended December 31, 2024	61
Notes to Consolidated Financial Statements	62

2. *Financial Statements and Schedules for the years ended December 31, 2024, 2023, and 2022*

<u>Description</u>	<u>Page</u>
Schedule II – Valuation and Qualifying Accounts	95

3. *Exhibits*

(b) Exhibits

See Item (a) 3. Above.

I Financial Statement Schedule

See Item (a) 2. Above.

EXHIBITS

Exhibit No.	Description	Links for Exhibits Incorporated by Reference
3.1	Amended and Restated Articles of Incorporation of Reading International, Inc., a Nevada corporation, effective as of August 6, 2014	Filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 , filed on April 29, 2016 and incorporated herein by reference.
3.2	Amended and Restated Bylaws of Reading International, Inc., a Nevada corporation, effective as of November 7, 2017 ⁽¹⁾	Filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 , filed on March 16, 2018 and incorporated herein by reference.
4.1	Form of Preferred Securities Certificate evidencing the preferred securities of Reading International Trust I	Filed as Exhibit 4.1 to the Company's report on Form 8-K filed on February 9, 2007 , and incorporated herein by reference.
4.2	Form of Common Securities Certificate evidencing common securities of Reading International Trust I	Filed as Exhibit 4.2 to the Company's report on Form 8-K filed on February 9, 2007 , and incorporated herein by reference.
4.3	Form of Reading International, Inc. and Reading New Zealand, Limited, Junior Subordinated Note due 2027	Filed as Exhibit 4.3 to the Company's report on Form 8-K filed on February 9, 2007 , and incorporated herein by reference.
4.4	Indenture among Reading International, Inc., Reading New Zealand Limited, and Wells Fargo Bank, N.A., as indenture trustee.	Filed as Exhibit 10.4 to the Company's report on Form 8-K dated February 5, 2007 , and incorporated herein by reference.
4.5	Form of Indenture	Filed as Exhibit 4.4 to the Company's report on Form S-3 on October 20, 2009 , and incorporated herein by reference.
4.6	Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934	Filed as Exhibit 4.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021 , and incorporated herein by reference.
10.1*	2020 Stock Incentive Plan	Filed as Appendix A to the Company's Proxy Statement filed on November 6, 2020 , and incorporated herein by reference.
10.2*	First Amendment to the 2020 Stock Incentive Plan	Filed as Appendix A to the Company's Proxy Statement filed on October 27, 2023 and incorporated herein by reference.
10.3*	Second Amendment to the 2020 Stock Incentive Plan	Filed as Appendix A to the Company's Proxy Statement filed on October 25, 2024 and incorporated herein by reference.
10.4*	Form of Restricted Stock Unit Agreement (with Grant Notice) (Non-Employee Directors) under the 2020 Stock Incentive Plan	Filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021 , and incorporated herein by reference
10.5*	Form of Restricted Stock Unit Agreement (with Grant Notice) (Executive Officer) under the 2020 Stock Incentive Plan	Filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021 , and incorporated herein by reference
10.6*	Form of Stock Option Agreement (Director) under the 2020 Stock Incentive Plan	Filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021 , and incorporated herein by reference.
10.7*+	Form of Stock Option Agreement (Non-Directors) under the 2020 Stock Incentive Plan	N/A
10.8	Amended and Restated Lease Agreement, dated as of July 28, 2000, as amended and restated as of January 29, 2002, between Sutton Hill Capital, L.L.C. and Citadel Cinemas, Inc.	Filed as Exhibit 10.40 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference.
10.9	Second Amendment to Amended and Restated Master Operating Lease dated as of September 1, 2005	Filed as Exhibit 10.58 to the Company's report on Form 8-K filed on September 21, 2005 , and incorporated herein by reference.
10.10	Assignment and Assumption of Lease between Sutton Hill Capital L.L.C. and Sutton Hill Properties, LLC dated as of September 19, 2005	Filed as Exhibit 10.56 to the Company's report on Form 8-K filed on September 21, 2005 , and incorporated herein by reference.
10.11	Third Amendment to Amended and Restated Master Operating Lease Agreement, dated June 29, 2010, between Sutton Hill Capital, L.L.C. and Citadel Cinemas, Inc.	Filed as Exhibit 10.21 to the Company's report on Form 10-K for the year ended December 31, 2010 , and incorporated herein by reference.
10.12	Omnibus Amendment Agreement, dated as of October 22, 2003, between Citadel Cinemas, Inc., Sutton Hill Capital, L.L.C., Nationwide Theatres Corp., Sutton Hill Associates, and Reading International, Inc.	Filed as Exhibit 10.49 to the Company's report on Form 10-O for the period ended September 30, 2003 , and incorporated herein by reference.
10.13	First Omnibus Loan Modification and Extension Agreement dated April 23, 2024, by and between Reading Tammany Owner LLC and US Development, LLC, collectively as borrower, and Emerald Creek Capital 3, LLC, as administrative agent and collateral agent for the lender.	Filed as Exhibit 10.2 to the Company's report on Form 10-O for the period ended June 30, 2024 , and incorporated herein by referenc
10.14	Amended and Restated Declaration of Trust, dated February 5, 2007, among Reading International Inc., as sponsor, the Administrators named therein, and Wells Fargo Bank, N.A., as property trustee, and Wells Fargo Delaware Trust Company as Delaware trustee	Filed as Exhibit 10.2 to the Company's report on Form 8-K dated February 5, 2007 , and incorporated herein by reference.

10.15	Amended and Restated Corporate Markets Loan & Bank Guarantee Facility Agreement dated December 23, 2015, among Reading Entertainment Australia Pty Ltd and National Australia Bank Limited	Filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 , filed on April 29, 2016 and incorporated herein by reference.
10.16	Amendment Deed dated June 12, 2018 between National Australia Bank Limited and Reading Entertainment Australia Pty Ltd.	Filed as Exhibit 10.1.2 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.17	Amendment Deed dated March 27, 2019 between National Australia Bank Limited and Reading Entertainment Australia Pty Ltd.	Filed as Exhibit 10.1.3 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.18	Letter of Waiver dated April 9, 2020 between National Australia Bank Limited and Reading Entertainment Australia Pty Ltd.	Filed as Exhibit 10.1.4 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.19	Amendment Letter dated August 6, 2020 between National Australian Bank Limited and Reading Entertainment Australia Pty. Ltd.	Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-O for the quarter ended June 30, 2020 , and incorporated herein by reference.
10.20	Amendment Deed dated June 12, 2018 between National Australia Bank Limited and Reading Entertainment Australia Pty Ltd.	Filed as Exhibit 10.1.2 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.21	Amendment Deed dated June 8, 2021, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-O for the quarter ended June 30, 2021 , and incorporated herein by reference.in by reference.
10.22	Corporate Markets Loan & Bank Guarantee Facility Agreement dated June 8, 2021, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-O for the quarter ended June 30, 2021 , and incorporated herein by reference.in by reference.
10.23	Amendment Deed dated November 2, 2021, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-O for the quarter ended September 30, 2021 , and incorporated herein by reference.in by reference.
10.24	Amendment Deed dated May 12, 2023, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-O for the quarter ended June 30, 2023 , and incorporated herein by reference.in by reference.
10.25	Amendment Deed dated August 13, 2023, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-O for the quarter ended September 30, 2023 , and incorporated herein by reference.in by reference.
10.26	Deed of Subordination dated October 26, 2023, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.28 to the Company's report on Form 10-K for the year ended December 31, 2023 , and incorporated herein by reference.
10.27	Amendment Deed dated April 4, 2024, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-O for the quarter ended June 30, 2024 , and incorporated herein by reference.in by reference.
10.28+†	Renewal and Amendment of Banking Facilities dated December 17, 2024, by and between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	N/A
10.29	Second Amended and Restated Credit Agreement dated March 6, 2020, among Consolidated Amusement Holdings, LLC, certain affiliates of the Company, the financial institutions party thereto and Bank of America, N.A., as administrative agent.	Filed as Exhibit 10.2.1 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.30	Waiver and First Amendment to Second Amended and Restated Credit Agreement dated May 15, 2020, among Consolidated Amusement Holdings, LLC, certain affiliates of the Company, the financial institutions party thereto and Bank of America, N.A., as administrative agent.	Filed as Exhibit 10.2.2 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.31	Waiver and Second Amendment to Second Amended and Restated Credit Agreement dated August 7, 2020 between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-O for the quarter ended June 30, 2020 , and incorporated herein by reference.
10.32	Waiver and Third Amendment to Second Amended and Restated Credit Agreement, dated August 8, 2021, between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-O for the quarter ended September 30, 2021 , and incorporated herein by reference.in by reference.
10.33	Waiver and Fourth Amendment to Second Amended and Restated Credit Agreement, dated November 29, 2022, between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	Filed as Exhibit 10.1 to the Company's report on Form 8-K (file no. 1-8625), filed on December 16, 2022 , and incorporated herein by reference.

10.34	Waiver and Fifth Amendment to Second Amended and Restated Credit Agreement, dated March 30, 2023, between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	Filed as Exhibit 10.1 to the Company's Quarterly report on Form 10-Q for the Quarter ended March 31, 2023 , and incorporated herein by reference.
10.35	Waiver and Six Amendment to Second Amended and Restated Credit Agreement, dated March 27, 2024, between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	Filed as Exhibit 10.1 to the Company's Quarterly report on Form 10-Q for the Quarter ended March 31, 2024 , and incorporated herein by reference.
10.36+	Waiver and Seven Amendment to Second Amended and Restated Credit Agreement, dated October 3, 2024, between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	N/A
10.37+	Waiver and Eighth Amendment to Second Amended and Restated Credit Agreement, dated January 3, 2025, between Consolidated Amusement Holdings, LLC, and Bank of America, N.A.	N/A
10.38	Consolidated, Amended and Restated Mortgage Promissory Note dated March 13, 2020, between Sutton Hill Properties, LLC and Valley National Bank.	Filed as Exhibit 10.4.1 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.39	Mortgage Consolidation, Modification and Extension Agreement dated March 13, 2020, between Sutton Hill Properties, LLC and Valley National Bank.	Filed as Exhibit 10.4.2 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.40	Pledge and Security Agreement dated March 13, 2020, between Sutton Hill Properties, LLC and Valley National Bank.	Filed as Exhibit 10.4.3 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.41	ADA and Environmental Indemnity Agreement dated March 13, 2020, executed by Sutton Hill Properties, LLC and Reading International, Inc. in favor of Valley National Bank.	Filed as Exhibit 10.4.4 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.42	Assignment of Rents and Leases dated March 13, 2020, executed by Sutton Hill Properties, LLC in favor of Valley National Bank.	Filed as Exhibit 10.4.5 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.43	Guaranty of Payment and Performance dated March 13, 2020 executed by Reading International, Inc. in favor of Valley National Bank.	Filed as Exhibit 10.4.6 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.44	Carveout Guaranty dated March 13, 2020 executed by Reading International, Inc. in favor of Valley National Bank.	Filed as Exhibit 10.4.7 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.45	Guaranty dated March 13, 2020 executed by Reading International, Inc. in favor of Valley National Bank.	Filed as Exhibit 10.4.8 to the Company's report on Form 8-K (file no. 1-8625), filed on June 2, 2020 , and incorporated herein by reference.
10.46	Loan Agreement dated as of May 7, 2021, by and between Reading Tammany Owner LLC and US Development, LLC, collectively as borrower, and Emerald Creek Capital 3, LLC, as administrative agent and collateral agent for the lender.	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 , and incorporated herein by reference.
10.47*	Form of Indemnification Agreement, as routinely granted to the Company's Officers and Directors	Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 , and incorporated herein by reference.
10.48	Transactional Facility Side Letter dated November 3, 2021 between Reading Entertainment Australia Pty Ltd and National Australia Bank Limited.	Filed as Exhibit 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed on March 16, 2022 and incorporated herein by reference
18	Preferability Letter from Independent Registered Public Accounting Firm, Grant Thornton LLP.	Filed as Exhibit 18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 filed on March 13, 2017 and incorporated herein by reference
21+	List of Subsidiaries.	N/A
23.1+	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP.	N/A
31.1+	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	N/A
31.2+	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	N/A
32.1+	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	N/A
32.2+	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	N/A

101	The following material from our Company's Annual Report on Form 10-K for the year ended December 31, 2020, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) the Notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

+ Filed or furnished herewith

† Certain portions of this exhibit have been omitted pursuant to Items 601(a)(5) and 601(b)(10)(iv) of Regulation S-K. Information in this exhibit that has been omitted has been noted in this document with a placeholder identified by the mark "[***]". The Company hereby agrees to furnish a copy of any omitted schedules or exhibits to the SEC upon request."

* Indicates a management contract or compensatory plan or arrangement.

(1) Included is the amended and restated version of this exhibit, redlined to show the amendment adopted on November 7, 2017.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

READING INTERNATIONAL, INC.

(Registrant)

Date: March 31, 2025

By: /s/ Gilbert Avanes
Gilbert Avanes
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of Registrant and in capacities and on dates indicated.

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
<u>/s/ Ellen M. Cotter</u> Ellen M. Cotter	President, Chief Executive Officer and Vice Chair of Board and Director <i>(Principal Executive Officer)</i>	March 31, 2025
<u>/s/ Gilbert Avanes</u> Gilbert Avanes	Executive Vice President, Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i>	March 31, 2025
<u>/s/ Steve Lucas</u> Steve Lucas	Vice President, Controller and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 31, 2025
<u>/s/ Margaret Cotter</u> Margaret Cotter	Executive Vice President Real Estate and Chair of the Board and Director	March 31, 2025
<u>/s/ Guy W. Adams</u> Guy W. Adams	Director	March 31, 2025
<u>/s/ Douglas J. McEachern</u> Douglas J. McEachern	Director	March 31, 2025
<u>/s/ Dr. Judy Codding</u> Dr. Judy Codding	Director	March 31, 2025

PORTIONS OF THIS EXHIBIT HAVE BEEN OMITTED BECAUSE THEY ARE BOTH (I) NOT MATERIAL AND (II) WOULD BE COMPETITIVELY HARMFUL IF PUBLICLY DISCLOSED. INFORMATION THAT HAS BEEN OMITTED HAS BEEN NOTED IN THIS DOCUMENT WITH A PLACEHOLDER IDENTIFIED BY THE MARK “[*]”**

Our Ref: 8672-38860

17 December 2024

The Directors
Reading Entertainment Australia Pty Ltd Level 1, 98 York
Street
South Melbourne VIC 3205

and to each entity listed in the schedule of the Facility Agreement Dear Directors,

RENEWAL AND AMENDMENT OF BANKING FACILITIES

We refer to the Facility Agreement dated 4 April 2024 (as amended from time to time) between Reading Entertainment Australia Pty Ltd ACN 070 893 908 (**Company**) and each Guarantor and National Australia Bank Limited (ABN 12 004 044 937) (**Bank**) (**Agreement**).

Terms defined in the Agreement have the same meanings in this letter.

- 1 The Company, each Guarantor and the Bank agree that the Agreement is amended as set out in the Schedule.
 - 2 The amendments set out in paragraph 1 of this letter take effect upon the Bank receiving an original of this letter duly executed by the Company on its own behalf and on behalf of each Guarantor within 20 Business Days of this letter.
 - 3 The Company, on its own behalf and on behalf of each Guarantor, confirms that the representations and warranties in Clause 9 of the Agreement continue to be correct and are not misleading.
 - 4 This letter may consist of a number of copies, each signed by one or more parties to this letter. If so, the signed copies are treated as making up the one letter.
 - 5 The Bank reserves its rights in relation to any breach of the Transaction Documents.
 - 6 The Company, each Guarantor and the Bank agree that the Agreement, as amended by this letter, and each of the other Transaction Documents remain in full force and effect.
 - 7 If you do not want the Facilities to be renewed and amended in accordance with this letter, please notify us in writing within 20 Business Days of this letter. If you provide us with such notification, the Facilities will not be renewed and amended and any Moneys Owing will be due and payable on the date advised by the Bank and the Facilities will be cancelled.
 - 8 Nothing in this letter or otherwise operates as a waiver of any obligation of the Company or Guarantors nor shall anything prevent any further or other exercise, or the exercise, of any right or remedy of the Bank.
 - 9 The parties acknowledge and agree that this letter is a “Transaction Document” for the purposes of the Agreement. The parties also acknowledge that the Banking Code of Practice does not apply to the Transaction Documents and the transactions under them as they are not a
-

'small business' as defined therein. By entering into this letter, the parties accept and agree to the terms set out above.

10 If there is a conflict between the Agreement and this letter, the terms of this letter prevail.

11 This letter will be governed by and construed in accordance with the laws in force in the Governing Law Jurisdiction and each party submits to the non-exclusive jurisdiction of the courts of the Governing Law Jurisdiction.

Please do not hesitate to contact Meagan Zwerwer on 0455 060 301 if you have any queries in relation to this letter.

Yours faithfully
/s/ Meagan Zwerwer

Meagan Zwerwer
Director, Corporate Banking VIC National Australia
Bank Limited Level 17, 395 Bourke Street
Melbourne VIC 3000
Mob: 0455 060 301
Email: Meagan.Zwerwer@nab.com.au

Version 1 UCT Nov 2023

CONFIRMATION AND AGREEMENT

To: National Australia Bank Limited

The Borrower and each Guarantor acknowledges it has read this letter and understands and agrees to be bound by the terms of this letter.

Each Transaction Party accepts and agrees to the terms of this letter by signing below.

Executed by)
Reading Entertainment Australia Pty Ltd ACN 070 893 908)
Australia Country Cinemas Pty Ltd ACN 076 276 349)
Reading Cinemas Asset Management Pty Ltd ACN 122 571 420)
Burwood Developments Pty Ltd ACN 105 384 905)
Epping Cinemas Pty Ltd ACN 073 997 172)
Hotel Newmarket Pty Ltd ACN 094 367 969)
Newmarket Properties Pty Ltd ACN 105 386 409)
Newmarket Properties No. 2 Pty Ltd ACN 109 038 806)
Newmarket Properties #3 Pty Ltd ACN 126 697 505)
Reading Armadale Pty Ltd ACN 107 939 211)
Reading Belmont Pty Ltd ACN 126 697 498)
Reading Bundaberg 2012 Pty Ltd ACN 122 406 320)
Reading Charlestown Pty Ltd ACN 123 938 483)
Reading Cinemas Pty Ltd ACN 073 808 643)
Reading Cinemas Management Pty Ltd ACN 122 406 311)
State Cinema Hobart Pty Ltd ACN 108 861 061)
Reading Dandenong Pty Ltd ACN 129 018 739)
Reading Elizabeth Pty Ltd ACN 114 582 099)
Reading Exhibition Pty Ltd ACN 103 529 782)
Reading Licences Pty Ltd ACN 089 544 605)
Reading Maitland Pty Ltd ACN 126 697 461)
Reading Melton Pty Ltd ACN 109 074 517)
Reading Properties Pty Ltd ACN 071 195 429)
Reading Properties Indooroopilly Pty Ltd ACN 121 284 884)
Reading Noosa Pty Ltd ACN 128 819 483)
Reading Property Holdings Pty Ltd ACN 126 289 772)
Reading Rouse Hill Pty Ltd ACN 123 245 885)
Reading Sunbury Pty Limited ACN 109 074 571)
Rhodes Peninsula Cinema Pty Limited ACN 120 827 812)
Westlakes Cinema Pty Ltd ACN 108 531 308)
Reading Busselton Pty Ltd ACN 143 633 096)
Reading Cannon Park Pty Ltd ACN 609 837 569)
Angelika Anywhere Pty Ltd ACN 642 993 593)
Reading Jindalee Pty Ltd ACN 629 483 914)
Reading Devonport Pty Ltd ACN 629 484 126)
Reading Altona Pty Ltd ACN 634 384 311)
Reading South City Square Pty Ltd ACN 616 892 936)
Reading Traralgon Pty Ltd ACN 618 457 202)
Reading Burwood Pty Ltd ACN 619 050 396)
Reading Cinemas Auburn Pty Ltd ACN 633 008 401)
Reading Auburn Pty Ltd ACN 126 697 470)

/s/ Ellen Marie Cotter
Ellen Marie Cotter
Director

/s/ Wayne Douglas Smith.
Wayne Douglas Smith
Director
Date: 19 December 2024

Each person signing above certifies that his/her signature is to be treated as constituting a separate signing as director of each entity listed above respectively.

SCHEDULE – RENEWAL AND AMENDMENT OF THE AGREEMENT

The Agreement is amended in the following manner:

- The Facility Agreement is amended by deleting Clause 9.5 (h) and replacing it with the following:

Cannon Park Property: as soon as practicable, but in any event by [] (or, if a Delay Event occurs, such later date as agreed by the Company and Bank in writing), a duly executed contract of sale in respect of the Cannon Park Property confirming a purchase price of no less than [***] and a settlement term of no longer than 75 days.***

- The Bank proposes to continue to provide these Facilities until the revised termination date (**Revised Termination Date**) as detailed in the table below on the terms and conditions set out in the Agreement and subject to the acceptance by the Company on its own behalf and on behalf of each Guarantor.

Borrower	Facility	Amount	Current Termination Date	Revised Termination Date
Reading Entertainment Australia Pty Ltd ACN 070 893 908	Bridge Facility / Corporate Markets Loan	\$20,000,000	31 March 2025	30 April 2025

Version 1 UCT Nov 2023

**SEVENTH AMENDMENT TO
SECOND AMENDED AND RESTATED CREDIT AGREEMENT**

THIS SEVENTH AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT (this "Seventh Amendment"), dated as of October 3, 2024, is entered into by and among Consolidated Amusement Holdings, LLC, a Nevada limited liability company (the "Borrower"), the Affiliates of the Borrower identified on the signature pages hereto (collectively, the "Guarantors"), the financial institutions identified on the signature pages hereto (collectively, the "Lenders"), and Bank of America, N.A., as Administrative Agent, Swingline Lender and L/C Issuer, with reference to the following facts:

RECITALS

A. The Borrower, the Guarantors, the Lenders, and Bank of America as Administrative Agent, Swingline Lender and L/C Issuer are parties to a Second Amended and Restated Credit Agreement, dated as of March 6, 2020, as amended by a Waiver and First Amendment to Second Amended and Restated Credit Agreement dated as of May 15, 2020 (the "First Amendment"), by a Waiver and Second Amendment to Second Amended and Restated Credit Agreement dated as of August 7, 2020 (the "Second Amendment"), by a Waiver and Third Amendment to Second Amended and Restated Credit Agreement dated as of November 8, 2021 (the "Third Amendment"), by a Fourth Amendment to Second Amended and Restated Credit Agreement dated as of November 29, 2022 (the "Fourth Amendment"), by a Waiver and Fifth Amendment to Second Amended and Restated Credit Agreement dated as of March 30, 2023 (the "Fifth Amendment"), and by a Waiver and Sixth Amendment to Second Amended and Restated Credit Agreement dated as of March 27, 2024 (the "Sixth Amendment" and collectively with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment and Second Amended and Restated Credit Agreement, the "Credit Agreement"), pursuant to which the Lenders provide a revolving credit facility to the Borrower in an aggregate amount of up to \$55,000,000.00.

B. The parties are entering into this Seventh Amendment by which the Lenders will defer certain required principal payments and make certain other changes to the Credit Agreement as set forth below.

NOW, THEREFORE, the parties hereby agree as follows:

1. **Defined Terms**. Any and all initially capitalized terms used in this Seventh Amendment without definition (including, without limitation, in the recitals to this Seventh Amendment) shall have the respective meanings set forth for such terms in the Credit Agreement.

2. **Deferral; Amendments to Credit Agreement**. As a one-time accommodation, the parties agree that the required \$500,000 monthly principal payments due on October 4, 2024, November 5, 2024 and December 5, 2024, as set forth in Section 4.3 of the Third Amendment, are deferred (the "Deferred Principal Payments") until the earlier of (i) December 27, 2024 or (ii) the date falling five (5) Business Days after the sale of the International Properties (the "Deferral Payment Date"). The Deferred Principal Payments shall be due and payable on the Deferral Payment Date. In consideration of the Lenders agreeing to defer the Deferred Principal Payments until the Deferral Payment Date, the Borrower Group agrees, notwithstanding anything to the contrary in the Credit Agreement, to make an additional principal payment on the Loan in an amount equal to one-hundred percent (100%) of the Net Property Sale Proceeds arising from the sale of the International Properties (but for clarity purposes only, not 150% of the Net Property Sales Proceeds arising from the sale of the International Properties), which shall be due and payable upon within ten (10) Business Days' of the receipt of such Net Property Sale Proceeds by any member of the

Borrower Group (the “Additional International Sales Proceeds”). The Additional International Sales Proceeds shall be applied to the Loan’s principal balance, in inverse order of maturity. Commencing on January 6, 2025, Borrower shall immediately and automatically (without further notice or demand from Lender) resume all scheduled principal payments under the Credit Agreement and/or any other Loan Document (as and when required thereunder) subject, in all events, to the specific amendments expressly set forth herein. Nothing herein shall amend or modify the required mandatory pre-payments required by the Credit Agreement upon the sale of the Reading Sale Properties (except with respect to the sale of the International Properties as expressly set forth herein).

3. **General Release.** From and after the effective date of this Seventh Amendment, the Borrower and each Guarantor hereby agrees that, without any further act, the Administrative Agent, each Lender and each other Secured Party is fully and forever released and discharged from any and all claims for damages or losses to the Borrower, any Guarantor, or to any property of the Borrower or any Guarantor (whether any such damages or losses are known or unknown, foreseen or unforeseen, or patent or latent), including, without limitation, any tort claim, demand, action or cause of action of any nature, whatsoever, arising under or relating to the Credit Agreement or the other Loan Documents or any of the transactions related thereto, in each case, prior to the date hereof, and the Borrower and each Guarantor hereby waive application of California Civil Code Section 1542. The Borrower and each Guarantor certify that they have read the following provisions of California Civil Code Section 1542:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

The Borrower and each Guarantor understands and acknowledges that the significance and consequence of this waiver of California Civil Code Section 1542 is that even if the Borrower or such Guarantor should eventually suffer additional damages arising out of the facts referred to above, it will not be able to make any claim for those damages. Furthermore, the Borrower and each Guarantor acknowledge that they intend these consequences even as to claims for damages that may exist as of the date of this release but which the Borrower or such Guarantor does not know exist, and which, if known, would materially affect the Borrower’s or such Guarantor’s decision to execute this Seventh Amendment, regardless of whether the Borrower’s or such Guarantor’s lack of knowledge is the result of ignorance, oversight, error, negligence, or any other cause.

4. **Conditions Precedent.** This Seventh Amendment shall become effective as of the date first set forth above upon satisfaction of the following conditions:

4.1 This Seventh Amendment. The Administrative Agent shall have received this Seventh Amendment duly executed by the Borrower, the Guarantors, and each of the Lenders, as applicable;

4.2 Accrued Interest. Administrative Agent has received the payment of all accrued and outstanding interest that is due (other than PIK Interest) on the Loan;

4.3 Officer’s Certificates. Administrative Agent shall have received officer’s certificates and resolutions authorizing this Seventh Amendment, provided that the resolutions for Reading International, Inc. shall be delivered within ten (10) days of the date of this Seventh Amendment;

4.4 **Due Diligence.** Administrative Agent and Lenders have received and are reasonably satisfied with all reports, inspections, and examinations required by Administrative Agent and Lenders, provided that satisfactory good standing certificates for Borrower and Guarantors shall be delivered within ten (10) days of the date of this Seventh Amendment; and

4.5 **Fees and Expenses.** The Administrative Agent shall have received all fees, expenses and other amounts that have been invoiced by Administrative Agent to Borrower on or before the date hereof, including, without limitation, the legal invoices provided by Administrative Agent to Borrower on September 24, 2024 in the aggregate amount of \$11,906.00.

5. **Reaffirmation and Ratification.** The Borrower and each Guarantor hereby reaffirms, ratifies and confirms its Obligations under the Credit Agreement (to the extent it is a party) and all other Loan Documents and acknowledges that all of the terms and conditions of the Credit Agreement and all other Loan Documents, except as otherwise provided herein or therein, remain in full force and effect. The Borrower and each Guarantor further acknowledges and agrees that the liens, security interests, pledges, and assignments created by the Credit Agreement and Loan Documents are valid, effective, properly perfected, and enforceable liens, security interests, pledges, and assignments, and hereby reaffirms the grant of all liens, security interests, pledges, and assignments which each has previously granted to the Administrative Agent and Lenders.

6. **Acknowledgements.** The Loan Parties acknowledge and agree that as of the effective date of this Seventh Amendment: (i) the Indebtedness is just, due, and owing, without any right of any Loan Party to setoff, recoup, or counterclaim; (ii) the Administrative Agent and Lenders have fully performed all of their obligations under the Credit Agreement and Loan Documents and are not in default under any terms, provisions, or conditions of the Credit Agreement or the Loan Documents, and in addition, no circumstances exist under which Administrative Agent and Lenders may be deemed in default merely upon service of notice or passage of time or both; and (iii) the Loan Parties have no defenses to the Indebtedness, the Credit Agreement, or the Loan Documents.

7. **Representations and Warranties.** Each of the Loan Parties hereby confirms that all representations and warranties of the Loan Parties contained in Article V of the Credit Agreement (to the extent it is a party to the Credit Agreement or in the case of Reading International, Inc., all of the representations and warranties in its Continuing and Unconditional Guaranty dated March 27, 2024), as applicable, continue to be true and correct in all material respects after giving effect to this Seventh Amendment, except: (i) for representations and warranties which are qualified by the inclusion of a materiality standard, which representations and warranties shall be true and correct in all respects; and (ii) to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date; *provided*, in each case, that any representation or warranty which is qualified by reference to Material Adverse Effect shall exclude events, circumstances, occurrences or conditions arising from the COVID-19 pandemic.

8. **Events of Default.** After giving effect to this Seventh Amendment, no Default nor any Event of Default has occurred and is continuing under the Credit Agreement.

9. **Integration.** This Seventh Amendment constitutes the entire agreement of the parties in connection with the subject matter hereof and cannot be changed or terminated orally. All prior agreements, understandings, representations, warranties and negotiations regarding the subject matter hereof, if any, are merged into this Seventh Amendment.

10. **Counterparts.** This Seventh Amendment may be executed in multiple counterparts, each of which when so executed and delivered shall be deemed an original, and all of which, taken together, shall constitute but one and the same agreement.

11. **Governing Law.** This Seventh Amendment shall be governed by, and construed and enforced in accordance with, the internal laws (as opposed to the conflicts of law principles) of the State of New York.

[Rest of page intentionally left blank; signature pages follow]

IN WITNESS WHEREOF, the parties hereto have executed this Seventh Amendment by their respective duly authorized officers as of the date first above written.

BORROWER:

**CONSOLIDATED AMUSEMENT HOLDINGS,
LLC**, a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

GUARANTORS:

CONSOLIDATED ENTERTAINMENT, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

ANGELIKA FILM CENTER MOSAIC, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

ANGELIKA FILM CENTERS
a Delaware limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING CINEMAS NJ, INC.,
a Delaware corporation

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

CONSOLIDATED CINEMA SERVICES, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING MURRIETA THEATER, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

KAHALA CINEMA COMPANY, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

KAAHUMANU CINEMAS, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING CONSOLIDATING HOLDINGS, INC.,
a Nevada corporation

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

KMA CINEMAS, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

CARMEL THEATRES, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING FOOD SERVICES, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING INTERNATIONAL, INC.,
a Nevada corporation

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

ADMINISTRATIVE AGENT AND LENDERS:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ G. Christopher Miller
Name: G. Christopher Miller
Title: Senior Vice President

BANK OF AMERICA, N.A.,
as a Lender, L/C Issuer and Swingline Lender

By: /s/ G. Christopher Miller
Name: G. Christopher Miller
Title: Senior Vice President

BANK OF HAWAII,
as a Lender

By: /s/ Merleen Lee
Merleen Lee
Vice President

**EIGHTH AMENDMENT TO
SECOND AMENDED AND RESTATED CREDIT AGREEMENT**

THIS EIGHTH AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT (this "Eighth Amendment"), dated as of January 3, 2025, is entered into by and among Consolidated Amusement Holdings, LLC, a Nevada limited liability company (the "Borrower"), the Affiliates of the Borrower identified on the signature pages hereto (collectively, the "Guarantors"), the financial institutions identified on the signature pages hereto (collectively, the "Lenders"), and Bank of America, N.A., as Administrative Agent, Swingline Lender and L/C Issuer, with reference to the following facts:

RECITALS

A. The Borrower, the Guarantors, the Lenders, and Bank of America as Administrative Agent, Swingline Lender and L/C Issuer are parties to a Second Amended and Restated Credit Agreement, dated as of March 6, 2020, as amended by a Waiver and First Amendment to Second Amended and Restated Credit Agreement dated as of May 15, 2020 (the "First Amendment"), by a Waiver and Second Amendment to Second Amended and Restated Credit Agreement dated as of August 7, 2020 (the "Second Amendment"), by a Waiver and Third Amendment to Second Amended and Restated Credit Agreement dated as of November 8, 2021 (the "Third Amendment"), by a Fourth Amendment to Second Amended and Restated Credit Agreement dated as of November 29, 2022 (the "Fourth Amendment"), by a Waiver and Fifth Amendment to Second Amended and Restated Credit Agreement dated as of March 30, 2023 (the "Fifth Amendment"), by a Waiver and Sixth Amendment to Second Amended and Restated Credit Agreement dated as of March 27, 2024 (the "Sixth Amendment"), and by a Waiver and Seventh Amendment to Second Amended and Restated Credit Agreement dated as of October 3, 2024 (the "Seventh Amendment") and collectively with the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, Sixth Amendment, and Second Amended and Restated Credit Agreement, the "Credit Agreement"), pursuant to which the Lenders provide a revolving credit facility to the Borrower in an aggregate amount of up to \$55,000,000.00.

B. The parties are entering into this Eighth Amendment by which the Lenders will defer certain required principal payments, and make certain other changes to the Credit Agreement as set forth below.

NOW, THEREFORE, the parties hereby agree as follows:

1. **Defined Terms**. Any and all initially capitalized terms used in this Eighth Amendment without definition (including, without limitation, in the recitals to this Eighth Amendment) shall have the respective meanings set forth for such terms in the Credit Agreement.

2. **Deferral; Amendments to Credit Agreement**. As a one-time accommodation, the parties agree that the required \$500,000 monthly principal payments due on January 6, 2025 and February 5, 2025, as set forth in Section 4.4 of the Sixth Amendment, are deferred (the "2025 Deferred Principal Payments") until the earlier of (i) February 25, 2025 or (ii) the date falling five (5) Business Days after the sale of the International Properties (the "2025 Deferral Payment Date"). The 2025 Deferred Principal Payments shall be due and payable on the 2025 Deferral Payment Date.

In consideration of the Lenders agreeing to defer the 2025 Deferred Principal Payments until the 2025 Deferral Payment Date, the Borrower Group agrees, notwithstanding anything to the contrary in the Credit Agreement, by not later than the 2025 Deferral Payment Date, to make: (i) the required \$500,000 monthly

principal payment due on March 5, 2025, as set forth in Section 4.4 of the Sixth Amendment; plus (ii) an additional principal payment on the Loan in the amount of \$4,550,000.00 (the "Additional Principal Payment"); provided, however, that if and only if the Borrower Group pays the Lenders the Additional International Sales Proceeds by no later than February 25, 2025, the Borrower Group shall receive a dollar-for-dollar credit from such payment toward the Additional Principal Payment up to the amount of \$4,550,000.00. If the Borrower Group does not pay the Additional International Sales Proceeds to the Lenders by February 25, 2025, the Borrower Group shall not be entitled to any such credit, the Additional Principal Payment shall remain due and payable as of February 25, 2025, and the Borrower Group's obligation to pay the Additional International Sale Proceeds thereafter shall remain in full force and effect. The Additional Principal Payment shall be applied to the Loan's principal balance, in inverse order of maturity.

Commencing on April 4, 2025, Borrower shall immediately and automatically (without further notice or demand from Lenders) resume all scheduled principal payments under the Credit Agreement and/or any other Loan Document (as and when required thereunder) subject, in all events, to the specific amendments expressly set forth herein. Nothing herein shall amend or modify the required mandatory pre-payments required by the Credit Agreement upon the sale of the Reading Sale Properties (except with respect to the sale of the International Properties as expressly set forth herein).

3. **General Release.** From and after the effective date of this Eighth Amendment, the Borrower and each Guarantor hereby agrees that, without any further act, the Administrative Agent, each Lender and each other Secured Party is fully and forever released and discharged from any and all claims for damages or losses to the Borrower, any Guarantor, or to any property of the Borrower or any Guarantor (whether any such damages or losses are known or unknown, foreseen or unforeseen, or patent or latent), including, without limitation, any tort claim, demand, action or cause of action of any nature, whatsoever, arising under or relating to the Credit Agreement or the other Loan Documents or any of the transactions related thereto, in each case, prior to the date hereof, and the Borrower and each Guarantor hereby waive application of California Civil Code Section 1542. The Borrower and each Guarantor certify that they have read the following provisions of California Civil Code Section 1542:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

The Borrower and each Guarantor understands and acknowledges that the significance and consequence of this waiver of California Civil Code Section 1542 is that even if the Borrower or such Guarantor should eventually suffer additional damages arising out of the facts referred to above, it will not be able to make any claim for those damages. Furthermore, the Borrower and each Guarantor acknowledge that they intend these consequences even as to claims for damages that may exist as of the date of this release but which the Borrower or such Guarantor does not know exist, and which, if known, would materially affect the Borrower's or such Guarantor's decision to execute this Eighth Amendment, regardless of whether the Borrower's or such Guarantor's lack of knowledge is the result of ignorance, oversight, error, negligence, or any other cause.

4. **Conditions Precedent.** This Eighth Amendment shall become effective as of the date first set forth above upon satisfaction of the following conditions:

4.1 This Eighth Amendment. The Administrative Agent shall have received this Eighth Amendment duly executed by the Borrower, the Guarantors, and each of the Lenders, as applicable;

4.2 **Officer's Certificates.** Administrative Agent shall have received officer's certificates and resolutions authorizing this Eighth Amendment;

4.3 **Due Diligence.** Administrative Agent and Lenders have received and are reasonably satisfied with all reports, inspections, and examinations required by Administrative Agent and Lenders, provided that Lenders shall not require updated certified articles of organization, so long as the Officer's Certificates described above include a certification that there have been no changes to the articles of organization since the closing of the Seventh Amendment; and

5. **Reaffirmation and Ratification.** The Borrower and each Guarantor hereby reaffirms, ratifies and confirms its Obligations under the Credit Agreement (to the extent it is a party) and all other Loan Documents and acknowledges that all of the terms and conditions of the Credit Agreement and all other Loan Documents, except as otherwise provided herein or therein, remain in full force and effect. The Borrower and each Guarantor further acknowledges and agrees that the liens, security interests, pledges, and assignments created by the Credit Agreement and Loan Documents are valid, effective, properly perfected, and enforceable liens, security interests, pledges, and assignments, and hereby reaffirms the grant of all liens, security interests, pledges, and assignments which each has previously granted to the Administrative Agent and Lenders.

6. **Acknowledgements.** The Loan Parties acknowledge and agree that as of the effective date of this Eighth Amendment: (i) the Indebtedness is just, due, and owing, without any right of any Loan Party to setoff, recoup, or counterclaim; (ii) the Administrative Agent and Lenders have fully performed all of their obligations under the Credit Agreement and Loan Documents and are not in default under any terms, provisions, or conditions of the Credit Agreement or the Loan Documents, and in addition, no circumstances exist under which Administrative Agent and Lenders may be deemed in default merely upon service of notice or passage of time or both; and (iii) the Loan Parties have no defenses to the Indebtedness, the Credit Agreement, or the Loan Documents.

7. **Representations and Warranties.** Each of the Loan Parties hereby confirms that all representations and warranties of the Loan Parties contained in Article V of the Credit Agreement (to the extent it is a party to the Credit Agreement or in the case of Reading International, Inc., all of the representations and warranties in its Continuing and Unconditional Guaranty dated March 27, 2024), as applicable, continue to be true and correct in all material respects after giving effect to this Eighth Amendment, except: (i) for representations and warranties which are qualified by the inclusion of a materiality standard, which representations and warranties shall be true and correct in all respects; and (ii) to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date; provided, in each case, that any representation or warranty which is qualified by reference to Material Adverse Effect shall exclude events, circumstances, occurrences or conditions arising from the COVID-19 pandemic.

8. **Events of Default.** After giving effect to this Eighth Amendment, no Default nor any Event of Default has occurred and is continuing under the Credit Agreement.

9. **Integration.** This Eighth Amendment constitutes the entire agreement of the parties in connection with the subject matter hereof and cannot be changed or terminated orally. All prior agreements, understandings, representations, warranties and negotiations regarding the subject matter hereof, if any, are merged into this Eighth Amendment.

10. **Counterparts**. This Eighth Amendment may be executed in multiple counterparts, each of which when so executed and delivered shall be deemed an original, and all of which, taken together, shall constitute but one and the same agreement.

11. **Governing Law**. This Eighth Amendment shall be governed by, and construed and enforced in accordance with, the internal laws (as opposed to the conflicts of law principles) of the State of New York.

[Rest of page intentionally left blank; signature pages follow]

GUARANTORS:

CONSOLIDATED ENTERTAINMENT, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

ANGELIKA FILM CENTER MOSAIC, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

ANGELIKA FILM CENTERS LLC,
a Delaware limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING CINEMAS NJ, INC.,
a Delaware corporation

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

CONSOLIDATED CINEMA SERVICES, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING MURRIETA THEATER, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

KAHALA CINEMA COMPANY, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

KAAHUMANU CINEMAS, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

**READING CONSOLIDATING HOLDINGS,
INC.,**
a Nevada corporation

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

KMA CINEMAS, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

CARMEL THEATRES, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING FOOD SERVICES, LLC,
a Nevada limited liability company

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

READING INTERNATIONAL, INC.,
a Nevada corporation

By: /s/ Gilbert Avanes
Gilbert Avanes
Chief Financial Officer

ADMINISTRATIVE AGENT AND LENDERS:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ G. Christopher Miller
Name: G. Christopher Miller
Title: Senior Vice President

BANK OF AMERICA, N.A.,
as a Lender, L/C Issuer and Swingline Lender

By: /s/ G. Christopher Miller
Name: G. Christopher Miller
Title: Senior Vice President

2020 STOCK INCENTIVE PLAN STOCK OPTION AGREEMENT

[Employee/Executive Officer]

Unless otherwise defined herein, capitalized terms used in this Stock Option Agreement (this "Option Agreement") shall have the meanings ascribed in the Reading International, Inc. ("Reading" or the "Company") 2020 Stock Incentive Plan, as amended (the "Plan").

I. NOTICE OF STOCK OPTION GRANT

Name: [_____]

Address: [_____]

The Company is pleased to inform you that, subject to the terms and conditions of the Plan and this Option Agreement, you have been granted an Option to purchase shares of the Company's Class A Non-Voting Common Stock ("Option Shares"), as follows:

Date of Grant: [_____] , 20[___]

Vesting Commencement Date: [_____] , 20[___]

Exercise Price per Share: \$[___]

Number of Option Shares: [___]

Total Exercise Price: \$[_____]

Type of Option: ___ Incentive Stock Option ("ISO")

___ Nonstatutory Stock Option ("NSO")

Term/Expiration Date: [_____] , 20[___]

Vesting Schedule: The Option shall become vested and exercisable in accordance with the following schedule: Subject to the limitations set forth in this Option Agreement and the Plan, this Option will vest on 11:59 pm, Pacific Standard Time on the last business day prior to the one-year anniversary of the Date of Grant if Optionee continues to provide or meet the requirement of "Service" under the Plan during such time period (the "Vesting Date").

II. AGREEMENT

A. Grant of Option.

(a) The Board hereby grants to the Optionee named in the Notice of Grant contained in Part I of this Option Agreement (the "Notice of Grant") an Option (this "Option") to purchase the number of Shares set forth in the Notice of Grant, at the exercise price per Share set forth in the Notice of Grant (the "Exercise Price"), subject to the terms and conditions of the Plan, which is incorporated herein by reference. Subject to Section 12 of the Plan, in the event of a conflict between the terms and conditions of the Plan and the terms and conditions of this Option Agreement, the terms and conditions of the Plan shall prevail.

(b) If designated in the Notice of Grant as an Incentive Stock Option, this Option is intended to qualify as an Incentive Stock Option under Section 422 of the Code; however, if this Option is intended to be an Incentive Stock Option, to the extent that it exceeds the \$100,000 rule described in Section 10(d) of the Plan it shall be treated as a Nonstatutory Stock Option.

B. Vesting of Option Shares.

(a) Vesting Schedule. The Option Shares as to which the Option shall have vested at any time in accordance with the terms of the Vesting Schedule set forth in the Notice of Grant are referred to as "Vested Shares," and the Option Shares that shall not have vested are referred to as "Unvested Shares." All of the Option Shares are Unvested Shares as of the date of this Option Agreement.

(b) Termination of Unvested Shares Upon Early Termination of Service of Employment. Subject to subparagraph (c) hereof, if the Optionee ceases to remain employed by the Company prior to the Vesting Date for any reason, (i) the Option shall immediately and automatically cease to be exercisable for any Unvested Shares as of the date of termination of employment and (ii) the Optionee shall immediately and automatically cease to have any right under the Option with respect to Unvested Shares as of the date of termination of employment. In such event, this Option Agreement shall remain in full force and effect with respect to any Vested Shares.

(c) Board Discretion of Vesting. Upon recommendation of the Compensation and Stock Options Committee of the Board of Directors (the "Board"), the Board may take one or more actions that it finds in the best interest of the Company based on the applicable facts and circumstances with respect to vesting.

C. Acceleration of Vesting.

(a) In the event of Optionee's death or Disability (as defined in the Plan), all Unvested Options shall immediately vest as of the date of death or Disability.

(b) In the event that, within twenty-four months after a Change in Control, Optionee is Terminated Without Cause by the Company or any successor Person, or Resigns For Good Reason, and the Optionee is not a Participant in such Change in Control, the vesting of all Unvested Options which are not otherwise fully vested shall automatically accelerate so that all such Unvested Options shall, immediately when the Optionee is Terminated Without Cause or Resigns for Good Reason, become fully vested, free of all restrictions.

(c) In the event of a Corporate Transaction in which the Unvested Options are not to be Appropriately Replaced at or prior to the effective time of such Corporate Transaction, the vesting of all Unvested Options which are not otherwise fully vested shall automatically accelerate so that all such Unvested Options shall, immediately prior to the effective time of the Corporate Transaction, become fully vested, free of all restrictions.

(d) In the event that, within twenty-four months after a Corporate Transaction at or prior to which the Unvested Options have been Appropriately Replaced, Optionee is Terminated Without Cause by the Company or any successor Person, or Resigns For Good Reason, and the Optionee is not a Participant in such Corporate Transaction, the vesting of all Unvested Options (or the substitute awards by which the Unvested Options are Appropriately Replaced) which are not otherwise fully vested shall automatically accelerate so that all such Unvested Options (or such substitute awards) shall, immediately when the Optionee is Terminated Without Cause or Resigns For Good Reason, become fully vested, free of all restrictions.

(e) For purposes of this Section II.C.:

i. Unvested Options shall be considered “Appropriately Replaced” if, in addition to providing for acceleration as provided in clause (d) of this Section II.C., at or prior to the Corporate Transaction, in the judgment of the Committee as constituted at the time the Corporate Transaction is proposed or announced to the Company (the “Evaluating Committee”), the Unvested Options or a substituted award will confer the right to receive, for each share of Common Stock that may be received pursuant to the Unvested Options existing immediately prior to the Corporate Transaction, on substantially the same vesting and other terms and conditions (including acceleration if the Optionee is Terminated Without Cause or Resigns For Good Reason) as were applicable to the Unvested Options immediately prior to the Corporate Transaction, the consideration (whether stock, cash or other securities or property) to be received in the Corporate Transaction by holders of Common Stock for each such share held on the effective date of such transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding shares of Common Stock); provided, however, that if such consideration to be received in the transaction constituting a Corporate Transaction is not solely cash and/or common stock of the successor company or its parent or subsidiary, the Evaluating Committee may, if the obligations are to be assumed by the successor company, or its parent or subsidiary, approve that the consideration to be received upon the exercise or vesting of the Unvested Options (or the substituted award) will be common stock of the successor company or its parent or subsidiary substantially equal in fair market value to the per-share consideration received by holders of Common Stock in the transaction constituting a Corporate Transaction. The determination of such substantial equality of value of consideration shall be made by the Evaluating Committee in its sole discretion and its determination shall be conclusive and binding.

ii. The term “Change in Control” shall mean:

A. a change, after the Grant Date, in the composition of the Board such that the Incumbent Board ceases for any reason to constitute at least a majority of the Board; or

B. after the Grant Date a Person (as defined below) other than a Permitted Holder (as defined below) becomes the “Beneficial Owner” (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of securities of the Company representing in the aggregate thirty percent (30%) or more of the then outstanding Voting Securities of the Company; provided, however, that a Change in Control shall not be deemed to have occurred for purposes of this clause (B) solely as the result of:

(1) any acquisition directly from the Company, other than an acquisition by virtue of the exercise of a conversion privilege unless the security being so converted itself was acquired directly from the Company,

(2) any repurchase of securities by the Company,

(3) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any entity controlled by the Company, and

(4) any acquisition pursuant to a transaction that is excluded from the definition of Corporate Transaction pursuant to approval by the Incumbent Board.

iii. The term “Corporate Transaction” shall mean:

A. the consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company, whether directly or indirectly through the sale of any one or more of the Company’s subsidiaries or the assets of such one or more subsidiaries; excluding, however, any such transaction approved by the Incumbent Board (as defined below); or

B. the liquidation or dissolution of the Company.

iv. The term “Incumbent Board” shall mean the individuals who, as of the Grant Date, constitute the entire Board together with any individual(s) who becomes a member of the Board subsequent to the Grant Date, whose election, or nomination for election by the Company’s stockholders, was approved by a vote of at least a majority of those individuals who are members of the Board and who were also members of the then-Incumbent Board (or deemed to be such pursuant to this proviso); provided, however, that any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board shall not be so considered as a member of the Incumbent Board.

v. The term “Participant” in a Change in Control or a Corporate Transaction shall mean any Person who, after such Change in Control or Corporate Transaction either (a) is or controls any Person whose acquisition or control of securities of the Company gives rise to the Change in Control pursuant to Section II.C.(e) (ii)(B) above, or (b) is or controls any Permitted Holder as of the effective date of such Change in Control or Corporate Transaction but was not or did not control such Permitted Holder as of the date hereof.

vi. The term “Permitted Holder” shall mean (a) the Company or any trustee or other fiduciary holding securities under an employee benefit plan of the Company, (b) any Person who, since the Grant Date, has continuously been the Beneficial Owner of not less than thirty percent (30%) of the Voting Securities, or (c) any Person controlled, directly or indirectly, by one or more of the foregoing Persons referred to in the immediately preceding clause (b).

vii. The term “Person” shall mean any individual (whether acting in an individual capacity or in a representative capacity so as to have sole or shared voting power of Voting Securities), entity (including, without limitation, any corporation, charitable or not-for profit corporation, private foundation, partnership, limited liability company, trust (including, without limitation, any private, charitable or split-interest trust), joint venture, association or governmental body) or group (as defined in Section 13(d)(3) or 14(d)(2) of the Exchange Act and the rules and regulations thereunder.

viii. The term “Resigns For Good Reason” shall mean the termination by Optionee of Optionee’s Services or election not to continue to provide such Services for Good Reason. The term “Good Reason” shall mean in the case of an employee, (A) a material, adverse change in the Optionee’s authority, duties or responsibilities; (B) a material, adverse change in the authority, duties or responsibilities of the Optionee’s supervisor (including, for example, requiring the Optionee to report to another officer, instead of the Board); (C) a material reduction in the Optionee’s base salary or a material reduction in the Optionee’s bonus opportunity, equity compensation or other material component of overall compensation; (D) a material reduction in Optionee’s indemnification rights, directors and officers insurance coverage, (E) a relocation of the Optionee’s principal place of employment by more than ten (10) miles; or (F) the employer’s material breach of the Optionee’s employment agreement; provided, however, that Optionee shall give written notice to the Company or the successor entity of any events giving that would constitute Good Reason within ninety (90) days of date on which such facts or events arise, the Company or such successor shall have not less than thirty (30) days’ opportunity to cure, and Optionee shall terminate his or her employment not later than thirty (30) days of the failure of the Company or such successor to timely cure.

ix. Services shall mean Optionee’s services as an employee of the Company or any successor.

x. The term “Terminated without Cause” shall mean the termination of the Optionee’s employment with the Company or any successor Person (including the failure to renew, extend or continue, as applicable) for any reason other than Cause. The term “Cause” shall mean: (A) the repeated failure or refusal of Optionee to perform the duties or render the services consistent with Optionee’s title and position or in the case of a consultant, pursuant to consultant’s agreement or agreed scope of services, which failure is not cured within thirty (30) days after written notice is delivered to Optionee; (B) fraud, embezzlement or other theft; (C) conviction of, or plea of guilty or nolo contendere to, a felony or gross misdemeanor involving moral turpitude; (D) intentional or gross misconduct or neglect that causes harm to the Company or its successor; (E) substance abuse that affects the Optionee’s performance; or (F) violation of the Company’s “International Anti-Discrimination, Anti-Harassment and Anti-Bullying Policy and Complaint and Investigation Procedures,” as the same may be amended from time to time.

xi. The term “Voting Securities” shall mean all securities of a corporation having the right under ordinary circumstances to vote in an election of the board of directors of such corporation, or other interests having comparable rights to elect managers or fiduciary persons or boards in noncorporate entities. As of the date hereof, the Voting Securities of the Company includes the shares of Class B Common Stock of the Company.

D. Exercise of Option.

(a) Right to Exercise. This Option is exercisable during its term in accordance with the Vesting Schedule set out in the Notice of Grant and the applicable provisions of the Plan and this Option Agreement. Notwithstanding the above, upon termination of the Optionee’s Service for Cause, any unexercised Option Shares shall be immediately forfeited and neither the Optionee nor any of the Optionee’s successors, heirs, assigns or personal representatives shall thereafter have any further rights or interests in such Option Shares.

(b) Method of Exercise. This Option is exercisable by delivery to the Company of an exercise notice in substantially the form attached hereto as Exhibit A, or such other form as the Board may approve (the "Exercise Notice"), which shall state the election to exercise the Option, the number of Shares in respect of which the Option is being exercised (the "Exercised Shares"), and such other representations and agreements as may be required by the Company pursuant to the provisions of the Plan. The Exercise Notice shall be accompanied by payment of the aggregate Exercise Price as to all Exercised Shares, pursuant to Part II(D)(c) of this Option Agreement. This Option shall be deemed to be exercised upon receipt by the Company of such fully executed Exercise Notice accompanied by such aggregate Exercise Price.

No Shares shall be issued pursuant to the exercise of this Option unless such issuance and exercise complies with Applicable Laws. Assuming such compliance, for income tax purposes the Exercised Shares shall be considered transferred to the Optionee on the date the Option is exercised with respect to such Exercised Shares.

(c) Method of Payment and Consideration. Payment of the aggregate Exercise Price shall be by any method permitted under the Plan by the payment or transfer of any Consideration permitted under the Plan.

E. Non-Transferability of Option.

This Option may not be transferred in any manner other than by will or by the laws of descent or distribution and may be exercised during the lifetime of the Optionee only by the Optionee; provided, however, if the Option granted to Optionee herein is an NSO, the Optionee, may, by delivering written notice to the Company, in a form satisfactory to the Company, designate a third party who, in the event of the death of the Optionee or otherwise, will thereafter be entitled to exercise this Option. The terms of the Plan and this Option Agreement shall be binding upon the executors, administrators, heirs, successors and assigns of the Optionee.

F. Exercise Period; Term of Option.

(a) General. This Option may be exercised for three months after Optionee ceases to be employed by the Company, or in the case of a consultant, ceases to be a consultant to the Company, to the extent this Option was exercisable on the date Optionee ceases to be an employee or a consultant, as the case may be, of the Company. Upon the death or Disability of the Optionee, this Option may be exercised for twelve months after Optionee ceases to be an employee or a consultant, as the case may be, of the Company, to the extent this Option was exercisable on the date Optionee ceases to be an employee or a consultant, as the case may be. In no event, however, shall this Option be exercised later than the Term/Expiration Date set out in the Notice of Grant.

(b) Extension of Termination Date. If following the termination of the Optionee for any reason the exercise of the Option is prohibited because the exercise of the Option would violate the registration requirements under the Securities Act or any other state or federal securities law or the rules of any securities exchange or interdealer quotation system, then the expiration of the Option shall be tolled until the date that is thirty (30) days after the end of the period during which the exercise of the Option would be in violation of such registration or other securities requirements.

G. Tax Obligations.

(a) Withholding Taxes. Optionee agrees to make appropriate arrangements with the Company (or the Parent or Subsidiary employing or retaining Optionee) for the satisfaction of all Federal, state, local and/or foreign income and employment tax withholding requirements applicable to the Option exercise as provided in the Plan (including, without limitation, the withholding of Shares otherwise issuable upon exercise of the applicable Option). Optionee acknowledges and agrees that the Company may refuse to honor the exercise and refuse to deliver Shares if such withholding amounts are not delivered (either in cash, or by withholding of Shares otherwise issuable upon exercise of the applicable Option or through such other method of satisfaction as may be provided under the Plan) at the time of exercise. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding (“Tax-Related Items”), the ultimate liability for all Tax-Related Items is and remains the Optionee’s responsibility and the Company: (i) makes no representations or undertakings regarding the treatment of any Tax-Related Items in connection with the grant, vesting, or exercise of the Option or the subsequent sale of any shares acquired on exercise; and (ii) does not commit to structure the Option to reduce or eliminate the Optionee’s liability for Tax-Related Items.

(b) Notice of Disqualifying Disposition of ISO Shares. If the Option granted to Optionee herein is an ISO, and if Optionee sells or otherwise disposes of any of the Shares acquired pursuant to the ISO on or before the later of (1) the date two years after the Date of Grant, or (2) the date one year after the date of exercise, the Optionee shall immediately notify the Company in writing of such disposition. Optionee agrees that Optionee may be subject to income tax withholding by the Company on the compensation income recognized by the Optionee.

H. Entire Agreement; Governing Law.

The Plan and this Option Agreement constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Company and Optionee with respect to the subject matter hereof, and may not be modified adversely to the Optionee’s interest except by means of a writing signed by the Company and Optionee. This agreement is governed by the internal substantive laws, but not the choice of law rules, of Nevada.

I. NO GUARANTEE OF CONTINUED EMPLOYMENT OR RETENTION.

OPTIONEE ACKNOWLEDGES AND AGREES THAT THE VESTING OF SHARES PURSUANT TO THE VESTING SCHEDULE HEREOF IS EARNED ONLY BY CONTINUING EMPLOYMENT OR RETENTION AT THE WILL OF THE COMPANY (AND NOT THROUGH THE ACT OF BEING HIRED, BEING GRANTED AN OPTION OR PURCHASING SHARES HEREUNDER). OPTIONEE FURTHER ACKNOWLEDGES AND AGREES THAT THIS OPTION AGREEMENT, THE TRANSACTIONS CONTEMPLATED HEREUNDER AND THE VESTING SCHEDULE SET FORTH HEREIN DO NOT CONSTITUTE AN EXPRESS OR IMPLIED PROMISE OF CONTINUED ENGAGEMENT AS AN EMPLOYEE OR RETENTION AS A CONSULTANT FOR THE VESTING PERIOD, FOR ANY PERIOD, OR AT ALL, AND SHALL NOT INTERFERE WITH OPTIONEE’S RIGHT OR THE COMPANY’S RIGHT TO TERMINATE OPTIONEE’S EMPLOYMENT OR CONSULTANCY AT ANY TIME, WITH OR WITHOUT CAUSE.

By your signature and the signature of the Company’s representative below, you and the Company agree that this Option is granted under and governed by the terms and conditions of the Plan and this Option Agreement. By your signature below, you acknowledge and agree that you have reviewed the Plan and this Option Agreement in their entirety, have had an opportunity to obtain the advice of counsel prior to executing this Option Agreement and fully understand all provisions of the Plan and this Option Agreement.

Optionee hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Board upon any questions relating to the Plan and this Option Agreement. Optionee further agrees to notify the Company upon any change in the residence address indicated below.

[Signature page follows]

This Option Agreement may be executed by facsimile and in counterparts, each of which shall be deemed an original, but both of which shall constitute one and the same instrument.

OPTIONEE:

READING INTERNATIONAL, INC.

Signature

By: _____

Name: _____

Title: _____

Print Name

EXHIBIT A

NOTICE OF EXERCISE OF OPTION TO PURCHASE
COMMON STOCK

Name: _____
Address: _____
SSN: _____
Date: _____

Reading International, Inc.
Attention: Corporate Secretary
189 Second Avenue, Suite 2S
New York, New York 10003

Re: Exercise of Stock Option

Ladies and Gentlemen:

I elect to purchase _____ shares of Class A Non-Voting Common Stock of Reading International, Inc. (the "Company") pursuant to the Reading International, Inc. Stock Option Agreement dated _____ and the Reading International, Inc. 2020 Stock Incentive Plan, as amended. The purchase will take place on the Exercise Date, which will be (i) as soon as practicable following the date this notice and all other necessary forms and payments are received by the Company, unless I specify a later date (not to exceed 30 days following the date of this notice) or (ii) in the case of a Broker-assisted cashless exercise (as indicated below), the date of this notice.

On or before the Exercise Date, I will pay the full exercise price in the form specified below (check one):

- Cash: by delivering cash to the Company for \$ _____.
- Check: by delivering a check made payable to the Company for \$ _____.
- Other Company Shares: by delivering for surrender or delivering of an assignment of other shares of the Company's Common Stock of the same class as the Shares, as provided in the Plan.
- Net Exercise: as provided in the Plan.

Exhibit A

Approved Cashless Exercise: as provided in the Plan.

Cash From Broker: by delivering the purchase price from _____, a broker, dealer or other "creditor" as defined by Regulation T issued by the Board of Governors of the Federal Reserve System (the "Broker"). I authorize the Company to issue a stock certificate in the number of shares indicated above in the name of the Broker in accordance with instructions received by the Company from the Broker and to deliver such stock certificate directly to the Broker (or to any other party specified in the instructions from the Broker) upon receiving the exercise price from the Broker.

Exhibit A

On or before the Exercise Date, I will pay (or otherwise provide for as provided in the Plan) any applicable tax withholding obligations.

Please deliver the stock certificate to me (unless I have chosen to pay the purchase price through a broker).

Very truly yours,

AGREED TO AND ACCEPTED:

READING INTERNATIONAL, INC.

By: _____

Name: _____

Title: _____

Number of Option Shares Exercised: _____

Number of Option Shares Remaining: _____

Date: _____

Exhibit A

READING INTERNATIONAL, INC. – LIST OF SUBSIDIARIES

Subsidiary	Jurisdiction of Incorporation
AHGP, Inc.	Delaware
AHLP, Inc.	Delaware
Angelika Film Centers, LLC	Delaware
Angelika Anywhere LLC	Nevada
Angelika Anywhere Limited	New Zealand
Angelika Anywhere Pty Limited	Australia
Angelika Film Center Mosaic, LLC	Nevada
Angelika Film Centers (Dallas), Inc.	Texas
Angelika Film Center Union Market, LLC	Nevada
Angelika Film Centers (Plano) LP	Nevada
Angelika Plano Beverage LLC	Texas
Angelika Plano Holdings, LLC	Nevada
Australia Country Cinemas Pty Limited	Australia
Bayou Cinemas LP	Delaware
Bogart Holdings Limited	New Zealand
Burwood Developments Pty Ltd	Australia
Carmel Theatres, LLC	Nevada
Citadel Agriculture, Inc.	California
Citadel Cinemas, Inc.	Nevada
Citadel Cinema Services, LLC (fka Reading Malulani, LLC)	Nevada
Citadel Realty, Inc.	Nevada
City Cinemas, LLC	Nevada
Consolidated Amusement Holdings, LLC	Nevada
Consolidated Cinema Services, LLC	Nevada
Consolidated Cinemas Kapolei, LLC	Nevada
Consolidated Entertainment, Inc.	Nevada
Consolidated Entertainment, LLC	Nevada
Courtenay Car Park Limited	New Zealand
Craig Corporation	Nevada
Darnelle Enterprises Limited	New Zealand
Dimension Specialty Company, Inc.	Delaware
Epping Cinemas Pty. Ltd.	Australia
Gaslamp Theatres, LLC	Nevada
Hope Street Hospitality, LLC	Delaware
Hotel Newmarket Pty Ltd	Australia
Kaahumanu Cinemas, LLC	Nevada
Kahala Cinema Company, LLC	Nevada
KMA Cinemas, LLC	Nevada
Landplan Property Partners Manukau Trust	New Zealand
Landplan Property Partners Discretionary Trust	Australia
Liberty Live, LLC	Nevada
Liberty Theaters, LLC	Nevada
Liberty Theatricals, LLC	Nevada
Liberty Theatres Properties, LLC	Nevada
Minetta Live, LLC	Nevada
Movieland Cinemas (NZ) Limited	New Zealand
New Zealand Equipment Supply Limited	New Zealand
Newmarket Properties #3 Pty Ltd	Australia
Newmarket Properties No. 2 Pty Ltd	Australia
Newmarket Properties Pty Ltd	Australia
Orpheum Live, LLC	Nevada

Queenstown Land Holdings Limited	New Zealand
RCPA LLC (fka Reading Company)	Pennsylvania
RDI Employee Investment Fund LLC	California
Reading Altona Pty Limited	Australia
Reading Arthouse Limited	Australia
Reading Armadale Pty Ltd (fka Reading Australia Pty Ltd)	Australia
Reading Auburn Pty Limited	Australia
Reading Belmont Pty Limited	Australia
Reading Beverages (California) LLC	Nevada
Reading Bundaberg 2012 Pty Ltd	Australia
Reading Burwood Pty Limited	Australia
Reading Busselton Pty Ltd (fka A.C.N 143 633 096 Pty Ltd)	Australia
Reading Cannon Park Pty Ltd	Australia
Reading Capital Corporation	Delaware
Reading Center Development Corporation	Pennsylvania
Reading Charlestown Pty Limited	Australia
Reading Cinemas Asset Management Pty Ltd (fka Australian Equipment Supply Pty Limited)	Australia
Reading Cinemas Auburn Pty Ltd (fka Reading Alphington Pty Ltd)	Australia
Reading Cinemas Courtenay Central Limited	New Zealand
Reading Cinemas Management Pty Limited	Australia
Reading Cinemas Management, LLC (fka US Agricultural Investors, LLC)	Delaware
Reading Cinemas New Zealand Trust (fka - Landplan Property Partners Taupo Trust)	New Zealand
Reading Cinemas New Zealand Trustee Limited (fka - Reading Properties Lake Taupo Ltd)	New Zealand
Reading Cinemas NJ, Inc.	Delaware
Reading Cinemas Pty Limited	Australia
Reading Cinemas Puerto Rico LLC	Nevada
Reading Cinemas USA LLC	Nevada
Reading Consolidated Holdings, Inc.	Nevada
Reading Consolidated Holdings (Hawaii), Inc.	Hawaii
Reading Courtenay Central Limited	New Zealand
Reading Dandenong Pty Limited	Australia
Reading Devonport Pty Ltd	Australia
Reading Dunedin Limited	New Zealand
Reading Elizabeth Pty Ltd	Australia
Reading Entertainment Australia Pty Limited	Australia
Reading Exhibition Pty Ltd	Australia
Reading Food Services, LLC	Nevada
Reading Holdings, Inc.	Nevada
Reading International, LLC	Nevada
Reading International Cinemas LLC	Delaware
Reading International Services Company	California
Reading IP, LLC	Nevada
Reading Jindalee Pty Ltd	Australia
Reading Licences Pty Ltd	Australia
Reading Maitland Pty Limited	Australia
Reading Management NZ Limited	New Zealand
Reading Melton Pty Limited	Australia
Reading Murrieta Theater, LLC	Nevada
Reading New Lynn Limited	New Zealand
Reading New Zealand Limited	New Zealand
Reading Pacific LLC	Nevada
Reading Productions, LLC	Nevada
Reading Properties LLC (fka GardenWalk Cinemas, LLC)	Nevada

Reading Properties Indooroopilly Pty Ltd	Australia
Reading Properties Manukau Limited (Trustee)	New Zealand
Reading Properties New Zealand Limited	New Zealand
Reading Property Partners No. 1 Discretionary	Australia
Reading Properties Pty Limited	Australia
Reading Property Holdings Pty Limited	Australia
Reading Noosa Pty Ltd (fka Reading Properties Taringa Pty Ltd)	Australia
Reading Queenstown Limited	New Zealand
RREC LLC (Reading Real Estate Company)	Pennsylvania
Reading Restaurants NZ Limited	New Zealand
Reading Rouse Hill Pty Limited	Australia
Reading Royal George, LLC	Delaware
Reading South City Square Pty Limited	Australia
Reading Sunbury Pty Limited	Australia
Reading Tammany Mezz, LLC	Delaware
Reading Tammany Owner, LLC	Delaware
Reading Theaters, Inc.	Delaware
Reading Traralgon Pty Limited	Australia
Reading Wellington Properties Limited	New Zealand
Rhodes Peninsula Cinema Pty Limited	Australia
Rialto Cinemas Limited	New Zealand
Rialto Entertainment Limited	New Zealand
Ronwood Investments Limited	New Zealand
Rydal Equipment Co.	Pennsylvania
S Note Liquidation Company, LLC	Nevada
Sails Apartments Management Limited	New Zealand
Shadow View Land and Farming, LLC	Nevada
State Cinema Hobart Pty Ltd (fka Reading Colac Pty Ltd)	Australia
Sutton Hill Properties, LLC	Nevada
The Theatre At Legacy L.P.	Texas
Tobrooke Holdings Limited	New Zealand
Trans-Pacific Finance Fund I, LLC	Delaware
Trenton-Princeton Traction Company	New Jersey
Twin Cities Cinemas, Inc.	Delaware
US Development, LLC	Nevada
US International Property Finance Pty Ltd	Australia
Washington and Franklin Railway Company	Pennsylvania
Westlakes Cinema Pty Limited	Australia
Wilmington and Northern Railroad Company	Pennsylvania

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 31, 2025, with respect to the consolidated financial statements included in the Annual Report of Reading International, Inc. on Form 10-K for the year ended December 31, 2024. We consent to the incorporation by reference of said report in the Registration Statements of Reading International, Inc. on Forms S-8 (File No. 333-167101, File No. 333-225471, File No. 333-254929, and File No. 333-278404).

Brent Thornton LLP

Newport Beach, California
March 31, 2025

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a) AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ellen M. Cotter, certify that:

- 1) I have reviewed this Annual Report on Form 10-K of Reading International, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Ellen M. Cotter
Ellen M. Cotter
President and Chief Executive Officer
March 31, 2025

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a) AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gilbert Avanes, certify that:

- 1) I have reviewed this Annual Report on Form 10-K of Reading International, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Gilbert Avanes
Gilbert Avanes
Executive Vice President, Chief Financial Officer and Treasurer
March 31, 2025

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Ellen M. Cotter, Chief Executive Officer of Reading International, Inc. (the "Company"), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, does hereby certify, that, to her knowledge:

- The Annual Report on Form 10-K for theyear ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 31, 2025

/s/ Ellen M. Cotter

Name: Ellen M. Cotter
Title: President and Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Gilbert Avanes, Chief Financial Officer, of Reading International, Inc. (the "Company"), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, does hereby certify, that, to his knowledge:

- The Annual Report on Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 31, 2025

/s/ Gilbert Avanes

Name: Gilbert Avanes

Title: Executive Vice President, Chief Financial Officer and Treasurer
