

IMAX CORP
Form DEF 14A
April 21, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

IMAX CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- x No fee required.
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IMAX Corporation

2525 Speakman Drive

Mississauga, Ontario, Canada, L5K 1B1

Dear Fellow Shareholders:

April 21, 2015

As I write this letter, our position in the industry has never been stronger. At some point during this year we will open our 1,000th IMAX[®] theatre, which is remarkable considering that just 5 years ago, there were less than half that number. When you couple this network growth with a number of key accomplishments over the past year, including the launch of our world-class laser projection system, the signing of film deals with most major studios, and the sale of a 20% stake in IMAX China to two prominent Chinese funds, I think it becomes increasingly apparent just how much the Company has evolved. We are well positioned to take advantage of strong film slates and the global demand for our brand in 2015 and beyond.

2014 Financial Performance and Network Growth

Our results for the full year of 2014 further demonstrated the operating leverage in our business model and the benefits of our global expansion. Gross margins expanded 250 basis points in 2014 compared to full year 2013, leading to \$86.6 million of operating cash flow and resulting in \$106.5 million of cash at the end of the year.

We installed 121 theatre systems in 2014, increasing our network total to 934 theatres globally, with 809 of those being commercial theatres. Demand remains strong as evidenced by our 118 new theatre signings in 2014, which spanned 23 countries and resulted in a backlog of 397 systems at year end. This not only reflects the strength of our brand but also provides a robust pipeline for network growth in future years. Just as impressive as our network size, however, is its breadth. Our customers can now enjoy The IMAX Experience[®] in 62 countries around the world.

China, our second largest market after the United States, has continued to grow with 62 new theatres installed in 2014, bringing our total China footprint to 215 theatres, with another 215 theatres in backlog. Per screen averages were \$1.2 million in China in 2014, which are consistent with the country's IMAX performance over the past two years, despite the network doubling over the same period. As I mentioned earlier, we also sold a 20% stake in the China business to two strategic partners, CMC and FountainVest. These investors bring significant business and political acumen, which we view as additional assets in China. We continue to work with most of the major exhibitors and studios in China and continue to complement our programming strategy by releasing a number of local language films throughout the year. During 2014, we released a total of 28 films in China, including 6 local Mandarin language films.

In addition, we have been expanding in many other markets. For instance, we grew the network in Western Europe by 14% in 2014, ending the year with 56 commercial theatres in the region. We have also seen increased activity in Japan, the third largest box office market in the world. We currently have 17 theatres in Japan but, until last year, we had yet to partner with the largest exhibitors in the country. This changed when we signed a deal in October with Toho, the top exhibitor in Japan, for a theatre to open in downtown Tokyo, a prime location, in April 2015. We believe this is just the beginning of our potential growth in the country and we anticipate this theatre will spark additional signings in Japan. Over the course of the year we also signed theatres in several new countries, including Angola, Georgia and the Bahamas.

Technology and Innovation

One of the Company's biggest accomplishments in 2014 was the successful launch of our laser projection system in December. Leveraging IMAX's 47 years of experience, patents we acquired from Kodak and state of the art hardware and software, the new laser system is truly a ground-up development and unique among the other products being developed in the industry. This new innovation will allow us to complete the transition of our network to digital and move away from dependence on film, which will increase our programming flexibility and also allow for cost savings. Our laser system is capable of projecting a digital image at full 1.43:1 aspect ratio with maximum sharpness and perceived resolution beyond 4K, even when you are sitting close to a 100ft. screen. The system's attributes also include tremendous 3D brightness and substantially greater contrast, which, combined with our unique optical design, has created not only unprecedented clarity and detail, but also an expanded color gamut, allowing filmmakers to present more vivid and exotic colors than ever before. We also developed a new audio system to complement the laser projector, which increases the IMAX audio system to 12 channels, further enhancing the immersiveness that is The IMAX Experience®. We believe this new technology is a giant leap forward in the quality of cinematic presentation and further cements IMAX's position as a leader in providing the most differentiated premium movie-going experience to customers around the world.

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We also continued development of our in-home product with our joint-venture partner, TCL, and expect to release our proprietary home entertainment system into the market place in the next 12-18 months. We feel there is significant untapped opportunity for IMAX to expand into the home at the premium level, with which the IMAX brand has become synonymous. Our in-home product is expected to initially be geared towards China and the Middle East and, like our cinema product, is expected to be an end-to-end entertainment solution, including both hardware as well as some unique, premium content.

Box Office Highlights

While 2014 was a difficult box office year for the industry, especially domestically, there were some important highlights for IMAX. IMAX generated \$750 million of box office through our worldwide network in 2014, up 3% over the 2013 box office. Underscoring the global nature of our network, 2014 was the first time ever that IMAX's international box office and theatre network exceeded domestic, a shift that allows IMAX to capitalize on favorable movie-going trends around the world. As we look back at our portfolio of domestic films for 2014, we are encouraged that IMAX's market share on the titles we played continued to grow - demonstrating the increased demand for The IMAX Experience®. Our end-to-end approach to our business continues to drive value, especially where IMAX DNA is deeply embedded in the content. Chris Nolan's *Interstellar*, which had many scenes filmed with IMAX cameras, was very successful for IMAX, grossing more than \$105 million globally in Q4, our third highest grossing title ever, with IMAX representing over 30% of the total domestic box office. We have also seen that audiences will come out to the movies to see quality films, whether superhero adventures like *Guardians of the Galaxy*, space travel like *Interstellar* in 2014 or dramas like *American Sniper* in 2015. To further support our performance and increase our brand reach, we have increased our focus on marketing to share with audiences the unique experience that they will get when they see a film in IMAX, which we believe is unparalleled to any experience in any other theatre.

In addition, we have also begun expanding the type of content released in IMAX theatres. You may have noticed that we released *Fifty Shades of Grey* and HBO's *Game of Thrones* in select theatres in the network in the first quarter of 2015. These are two titles that we likely wouldn't have released in the past. Our goal is to offer audiences compelling content 52 weeks a year, and we view the expanded content offering during what are known as industry shoulder periods as a branch of that strategy and something we expect to continue in the future.

As we continue into 2015, we are excited for what's to come. The 2015 film slate looks to be one of the most prominent we've seen for blockbuster features, and very well-spaced, beginning April⁹ with *Furious 7* all the way through December with *Star Wars*. The box office is already off to a strong start and the remainder of the 2015 slate is shaping up to be very promising, with a number of IMAX-centric films slated for release.

When you take a step back and look at all of the exciting activity going on at IMAX, it becomes clear why we feel the IMAX brand is stronger than ever. We are amidst a very promising film year, we have a network that will reach 1,000 theatres in the coming months, and we have just completed the development of the most differentiated, cutting-edge projection system in the Company's forty-plus year history.

All in all, IMAX would not be in the position it is in if not for the incredible talent at this organization. I owe tremendous gratitude to the employees of this Company for their efforts and dedication.

On behalf of the Company, I would also like to thank our shareholders for their continued support. We look forward to sharing these exciting years ahead with you.

Sincerely,

/s/ Richard L. Gelfond

Richard L. Gelfond

CEO, IMAX Corporation

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IMAX Corporation

2525 Speakman Drive

Mississauga, Ontario, Canada, L5K 1B1

NOTICE of ANNUAL GENERAL MEETING of SHAREHOLDERS

to be held on

Monday, June 1, 2015

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of IMAX Corporation (the Company) will be held at the Loews Regency Hotel (Great Lawn Meeting Room), 540 Park Avenue, New York, NY 10065, on Monday, June 1, 2015 at 2:00 p.m. (Eastern Time) (the Meeting), for the following purposes:

- (1) to receive the consolidated financial statements for the fiscal year ended December 31, 2014 together with the auditors report thereon;
- (2) to elect the nine individuals nominated to serve as directors until the close of the next annual meeting of shareholders or until their successors are elected or appointed;
- (3) to appoint auditors and authorize the directors to fix the auditors remuneration;
- (4) to conduct an advisory vote on the executive compensation of the Company s Named Executive Officers; and

(5) to transact such other business as may properly be brought before the Meeting or any adjournments thereof. The foregoing items of business are more fully described in the proxy circular and proxy statement accompanying this Notice of Annual General Meeting of Shareholders.

Only shareholders of record as of the close of business April 7, 2015, are entitled to notice of and to vote at the Meeting.

By Order of the Board of Directors,

/s/ G. Mary Ruby

G. MARY RUBY
Chief Administrative Officer

& Corporate Secretary

Mississauga, Ontario

April 21, 2015

YOUR VOTE IS IMPORTANT. Shareholders who are unable to attend the Meeting in person are requested to complete and return the accompanying Form of Proxy in the envelope provided for that purpose. Proxies must be deposited with Computershare Investor Services Inc., c/o Stock and Bond Transfer Dept., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 or at the Corporate Headquarters of the Company noted above on or before 2:00p.m. (Eastern Time) on Thursday, May 28, 2015. Shareholders may also vote by following the instructions for voting by telephone or over the internet in the accompanying proxy circular.

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Proxy Circular

and

Proxy Statement

April 21, 2015

IMAX CORPORATION

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

tel: 905-403-6500 fax: 905-403-6540

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APPROVAL BY BOARD OF DIRECTORS

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IMAX Corporation

2525 Speakman Drive

Mississauga, Ontario, Canada, L5K 1B1

GENERAL INFORMATION

This proxy circular and proxy statement (the "Circular") is furnished in connection with the solicitation by the management of the Company of proxies to be used at the Annual General Meeting of Shareholders of IMAX Corporation (the "Company"), which will be held at the Loews Regency Hotel (Great Lawn Meeting Room), 540 Park Avenue, New York, NY 10065, on Monday, June 1, 2015 at 2:00 p.m. (Eastern Time) (the "Meeting"), or at any continuation, postponement or adjournment thereof.

The Notice of Annual General Meeting, the definitive proxy circular and proxy statement and the form of proxy (the "Form of Proxy") are intended to be released on or about April 21, 2015 to holders of our common shares (the "Common Shares").

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting to be held on June 1, 2015

Pursuant to the requirement promulgated by the United States Securities and Exchange Commission (the "SEC"), we have elected to provide access to our proxy materials by sending you this full set of proxy materials, including a form of proxy or voting instruction form. You are encouraged to access and review all of the important information contained in the proxy materials before submitting a proxy or voting at the Meeting.

The definitive proxy materials will be available on the internet at <https://www.imax.com/corporate/investors/shareholder-meeting>.

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

INFORMATION ON VOTING

Who can Vote

The Board of Directors has fixed April 7, 2015 as the record date for the Meeting. Each Common Share entitles the holder to one vote on all matters presented at the Meeting. As of April 7, 2015, we had 69,636,041 Common Shares issued and outstanding. You are entitled to vote at the Meeting if you were a holder of record of Common Shares as of the close of business on April 7, 2015. You are entitled to one vote on each proposal for each Common Share you held on the record date. Your Common Shares may be voted at the Meeting only if you are present in person or your Common Shares are represented by a valid proxy. The holders of Common Shares are entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Company and to one vote in respect of each Common Share held at all such meetings.

Difference between a Shareholder of Record and a Beneficial Holder

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

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

VOTING BY SHAREHOLDERS OF RECORD

The following instructions are for shareholders of record only. If you are a beneficial holder (your Common Shares are held in street name), please follow your broker's instructions on how to vote your Common Shares. See the description in "Voting by Beneficial Holders" on page 3.

Voting in Person

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

Voting by Proxy

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

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Mail You may vote by completing, dating and signing the enclosed Form of Proxy and promptly returning it, in the preaddressed envelope provided to you, to Computershare, no later than 2:00 p.m. (Eastern Time) on Thursday, May 28, 2015, or on the second last business day prior to any postponed or adjourned meeting.

Telephone You may vote by telephone from within the United States or Canada by calling the toll free number shown on the Form of Proxy no later than 2:00 p.m. (Eastern Time) on Thursday, May 28, 2015, or on the second last business day prior to any postponed or adjourned meeting. **Please refer to the holder account number and access number provided on the Form of Proxy.**

Internet You may vote over the internet by following the login and voting procedures described on the Form of Proxy. **Please refer to the holder account number and access number provided on the Form of Proxy.** Detailed voting instructions will then be provided via the internet to those who have completed the login procedure. You may vote (and revoke a previous vote) over the internet at any time before 2:00 p.m. (Eastern Time) on Thursday, May 28, 2015, or on the second last business day prior to any postponed or adjourned meeting.

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

What is a Proxy?

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

How do you Appoint a Proxyholder?

Your proxyholder is the person you appoint to cast your votes for you at the Meeting. The persons named in the enclosed Form of Proxy are directors and officers of the Company. You have the right to appoint one of the persons designated as proxyholders in the accompanying Form of Proxy. In the alternative, you have the right to appoint any other person, who need not be a shareholder of the Company, to attend and act on your behalf at the Meeting, and such right may be exercised by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy.

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

How will a Proxyholder Vote?

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

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

If you do NOT mark on the proxy how you intend to vote on a particular matter, your proxyholder is entitled to vote your Common Shares as he or she sees fit. If your proxy does not specify how you intend to vote on any particular matter, and if you have authorized a director or officer of the Company to act as your proxyholder, your Common Shares will be voted at the Meeting as follows:

FOR the election of the nominees named in this Circular as directors;

FOR the appointment of PricewaterhouseCoopers LLP as auditors and authorizing the directors to fix the auditors' remuneration; and

FOR the approval, on an advisory basis, of the compensation of our Named Executive Officers.

For more information about these matters, please see **Item No. 1 - Election of Directors** on page 6,

Item No. 2 - Appointment of Auditors on page 10, and **Item No. 3 - Advisory Vote on Named Executive Officer Compensation** on page 11.

How do you Revoke your Proxy?

Any proxy given pursuant to this solicitation may be revoked by the person giving it any time before the Meeting by depositing an instrument in writing (including another proxy) executed by the shareholder or the shareholder's attorney authorized in writing at: (i) our registered office, IMAX Corporation, 2525 Speakman Drive, Mississauga, Ontario, Canada, L5K 1B1, Attention: Corporate Secretary, at any time up to and including 2:00 p.m. (Eastern Time) on the last business day prior to the date of the Meeting or any

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adjournment or postponement thereof; or (ii) with the chairman of the Meeting on the day of the Meeting or at any adjournment or postponement thereof; or (iii) in any other manner permitted by law, including attending the Meeting in person. If you revoke your proxy and do not replace it with another form of proxy that has been properly deposited, you may still vote Common Shares registered in person at the Meeting.

Confidentiality of Voting

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

there is a proxy contest;

the proxy contains comments clearly intended for management; or

it is necessary to determine a proxy's validity or to enable management and/or the Board of Directors to meet their legal obligations to shareholders or to discharge their legal duties to the Company.

Solicitation of Proxies

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

VOTING BY BENEFICIAL HOLDERS

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

For the purposes of Canadian securities laws, beneficial holders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (OBOs) and those who do not object to their identity being made known to the issuers of the securities they own (NOBOs). Subject to the provisions of Canadian National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (NI 54-101), issuers may request and obtain a list of their NOBOs from intermediaries and may use the NOBO list in connection with any matters relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. We are not sending meeting materials directly to NOBOs; instead, we use and pay intermediaries and agents to send the meeting materials.

Voting in Person

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

Voting through an Intermediary

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

Mail You may vote by completing, dating and signing the Voting Instruction Form and promptly returning it in the preaddressed envelope provided to you for receipt by no later than 2:00 p.m. (Eastern Time) on Wednesday, May 27, 2015, or on the third last business day prior to any postponed or adjourned meeting.

Telephone You may vote by telephone from within the United States or Canada by calling the toll free number shown on the Voting Instruction Form no later than 2:00 p.m. (Eastern Time) on Wednesday, May 27, 2015, or on the third last business day prior to any postponed or adjourned meeting. **Please refer to the control number provided on the Voting Instruction Form.**

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Internet If your intermediary is registered with Broadridge, whom we have retained to manage beneficial holder internet voting, you may vote over the internet by following the login and voting instructions on your Voting Instruction Form no later than 2:00 p.m. (Eastern Time) on Wednesday, May 27, 2015, or on the third last business day prior to any postponed or adjourned meeting. **Please refer to the control number provided on the Voting Instruction Form.**

U.S. Householding

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

Information for U.S. Beneficial Holders

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

If you do NOT mark on the proxy how you intend to vote on a particular matter, your broker is entitled to vote your Common Shares as he or she sees fit with respect to routine matters such as the ratification of the appointment of PricewaterhouseCoopers LLP as our auditors. However, your proxyholder does not have discretionary authority to vote on the election of the nominees named in this Circular as directors, on the Advisory Vote on Named Executive Officer Compensation, or with respect to other matters which may properly be brought before the Meeting, if your proxy does not specify how you intend to vote on any particular matter. Accordingly, if you are a U.S. beneficial holder it is particularly important that you instruct your U.S. intermediary how you wish to vote your Common Shares.

VOTING REQUIREMENTS TO APPROVE MATTERS TO BE DISCUSSED AT THE 2015 ANNUAL MEETING

Matter	Vote Required	Broker Discretionary
		Voting Allowed
Election of Nominees for the Board of Directors	Majority of Votes Cast at the Meeting	No
Appointment of PricewaterhouseCoopers LLP Advisory Vote on Named Executive Officer Compensation	Majority of Votes Cast at the Meeting	Yes
	Majority of Votes Cast at the Meeting	No

Withheld/Abstentions or broker non-votes are counted for purposes of establishing a quorum, but they are not counted as votes cast for or against a proposal.

Quorum

The Meeting requires a quorum, which for the purposes of the Meeting means:

at least two persons personally present, each being a shareholder entitled to vote at the Meeting or a duly appointed proxyholder for a shareholder; and

persons owning or representing by proxy not less than 33 1/3% of the total number of Common Shares entitled to vote at the Meeting.

As of April 7, 2015, we had 69,636,041 Common Shares issued and outstanding, each carrying the right to one vote at all meetings of our shareholders.

PROCEDURE FOR CONSIDERING SHAREHOLDER PROPOSALS FOR OUR 2016 ANNUAL MEETING

If a shareholder wishes to propose any matter for a vote by our shareholders at our 2016 annual meeting of shareholders, he or she must send his or her proposal to our Corporate Headquarters at IMAX Corporation, 2525 Speakman Drive, Mississauga, Ontario, Canada, L5K 1B1, Attention: Corporate Secretary. We may omit the proposal from next year's proxy circular and proxy statement under applicable Canadian corporate law and U.S. securities laws if it is not received by our Corporate Secretary at the address noted above by December 23, 2015.

SHAREHOLDER COMMUNICATION

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

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We are not aware of any persons who as of April 7, 2015 beneficially owned or exercised control or direction over more than 5% of our Common Shares other than:

Name and Address of Beneficial Owner of Common Shares	Amount and Nature of Beneficial Ownership	Percentage of Outstanding Common Shares
Douglas Group	9,236,447 ⁽¹⁾	13.3%
Kevin and Michelle Douglas James E. Douglas, III K&M Douglas Trust Douglas Family Trust James Douglas and Jean Douglas Irrevocable Descendants Trust KGD 2012 Trust MMD 2012 Trust 125 E. Sir Francis Drake Blvd., Suite 400, Larkspur, CA 94939		
Wellington Management Group, LLP	9,011,341 ⁽²⁾	12.9%
c/o Wellington Management Company LLP, 280 Congress Street, Boston, MA 02210		
Tremblant Capital Group	5,350,249 ⁽³⁾	7.7%
767 Fifth Avenue, New York, NY 10153		

The percentage of outstanding Common Shares is based on dividing the number of Common Shares beneficially owned by such person by 69,636,041 Common Shares outstanding as of April 7, 2015.

- (1) Based solely on information reported in an amended Schedule 13G filed jointly by Kevin Douglas, Michelle Douglas, James E. Douglas, III, K&M Douglas Trust, Douglas Family Trust and James Douglas & Jean Douglas Irrevocable Descendants Trust on February 14, 2013, with the SEC. As reported in such filing, Kevin Douglas has shared voting power with respect to 6,448,161 Common Shares. Kevin Douglas and his wife, Michelle Douglas, hold 3,801,068 Common Shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 2,584,441 Common Shares. Kevin Douglas may be deemed to have shared voting/dispositive power over the 62,652 Common Shares held by the KGD 2012 Trust. Michelle Douglas may be deemed to have shared voting/dispositive power over the 62,652 shares held by MMD 2012 Trust. Kevin Douglas has shared dispositive power with respect to 9,173,795 Common Shares. Kevin Douglas also has shared dispositive power with respect to 923,645 Common Shares held by James E. Douglas, III and 1,801,989 Common Shares held by the Douglas Family Trust.

- (2) Based solely on information reported in Amendment No. 2 to the Schedule 13G filed by Wellington Management Group, LLP (Wellington) on February 12, 2015 with the SEC. As reported in such filing, Wellington has shared voting power over 6,625,999 Common Shares. Wellington has shared dispositive power with respect to 9,011,341 Common Shares. Wellington does not hold sole voting / dispositive power with respect to any Common Shares. The securities are owned of record by clients of one or more investment advisers directly or indirectly owned by Wellington Management Group LLP, formerly known as Wellington Management Company, LLP, which was an investment adviser to these clients as of December 31, 2014. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities.
- (3) Based solely on information reported in a Schedule 13G filed by Tremblant Capital Group (Tremblant) on February 12, 2015 with the SEC. As reported in such filing, Tremblant has sole voting power over 5,350,249 Common Shares. Tremblant has sole dispositive power with respect to 5,350,249 Common Shares. Tremblant does not hold shared voting / dispositive power with respect to any Common Shares. The securities are owned by advisory clients of Tremblant Capital Group, none of which own more than 5% of the class.

FINANCIAL STATEMENTS AND AUDITORS REPORT

The Board of Directors will submit to the shareholders at the Meeting the consolidated financial statements for the fiscal year ended December 31, 2014 and the auditors report thereon. A copy of these financial statements and the auditors report is included in the Annual Report on Form 10-K, which is being mailed to our shareholders together with this Circular.

MATTERS TO BE CONSIDERED AT THE 2015 ANNUAL GENERAL MEETING

BOARD OF DIRECTORS RECOMMENDATIONS FOR YOUR VOTE

The following is a summary of matters to be considered at the Meeting together with the Board of Directors unanimous recommendations for your votes.

Item No.	Board Recommendation
1. Election of the Nine Nominees as Directors	FOR
2. Appointment of PricewaterhouseCoopers LLP as the Company s Independent Auditors	FOR
3. Advisory Vote on the Executive Compensation of the Company s Named Executive Officers	FOR

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Item No. 1 - ELECTION OF DIRECTORS

Our articles provide that the Board of Directors may be comprised of a minimum of 1 and a maximum of 15 directors, with the actual number determined from time to time by res