



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE AMC ENTERTAINMENT
HOLDINGS, INC.
STOCKHOLDER LITIGATION

CONSOLIDATED
C.A. No. 2023-0215-MTZ

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

WHEREAS, a stockholder class action is pending in this Court, entitled *In re AMC Entertainment Holdings, Inc. Stockholder Litigation*, Consolidated C.A. No. 2023-0215-MTZ (the “Action”);

WHEREAS, a Stipulation and Agreement of Compromise, Settlement, and Release, dated as of April 27, 2023, and as revised by an addendum dated July 22, 2023 (the “Stipulation”), has been entered into by and among: (i) Plaintiffs Anthony Franchi and Allegheny County Employees’ Retirement System (together, “Plaintiffs”), individually and on behalf of the Settlement Class; and (ii) Defendants Adam M. Aron, Denise Clark, Howard W. Koch, Jr., Philip Lader, Gary F. Locke, Kathleen M. Pawlus, Keri Putnam, Anthony J. Saich, Adam J. Sussman, Lee Wittlinger, and AMC Entertainment Holdings, Inc. (“AMC” or the “Company”) (collectively, “Defendants,” and together with Plaintiffs, the “Parties,” and each a “Party”);

WHEREAS, the Stipulation provides for a settlement, subject to the approval of the Court, among the Parties and for dismissal of the Action with prejudice as

against Defendants upon the terms and conditions set forth in the Stipulation (the “Settlement”);

WHEREAS, except for terms defined herein, this Stipulation and [Proposed] Order of Dismissal adopts and incorporates the definitions in the Stipulation;

WHEREAS, by Order dated August 11, 2023, the Court, *inter alia*, (i) certified this Action as a non-opt-out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2) on behalf of the Settlement Class, as defined therein, (ii) appointed Lead Counsel, as defined therein, (iii) approved the Settlement, and (iv) approved incentive awards for Plaintiffs;

WHEREAS, the Court’s August 11, 2023 Opinion accompanying the aforementioned Order contemplated that Lead Counsel would be paid 12% of the value of the Settlement Shares, based on the closing price of AMC common stock on the date Settlement Shares are issued, making any necessary adjustments to account for dilution to the legacy common stockholders;

WHEREAS, the Settlement Shares were issued on August 28, 2023;

WHEREAS, the closing price of AMC common stock was \$11.07 per share on August 28, 2023; and

WHEREAS, the Parties have agreed that the notional value of the Settlement Shares, based on the closing price on August 28, 2023, was \$76,349,989.26, and the

dilution-adjusted value of the Settlement Shares, based on the closing price on August 28, 2023, was \$47,992,395.54;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Lead Counsel are hereby awarded attorneys' fees and expenses in the amount of \$5,759,087.46 (the "Fee and Expense Award"), which amount the Court finds to be fair and reasonable. The previously ordered \$5,000 Incentive Awards for each Plaintiff shall be paid out of the Fee and Expense Award.

2. The Fee and Expense Award shall be paid by Defendants and/or their insurers pursuant to the terms of the Stipulation.

3. This Action, as well as the Action captioned C.A. No. 2023-0216, are hereby dismissed in their entirety and with prejudice. The Parties are to bear their own costs, except as otherwise provided in this Stipulation and [Proposed] Order of Dismissal, the Scheduling Order, and the Stipulation.

IN WITNESS WHEREOF, the Parties, through their undersigned counsel, have executed this Stipulation and [Proposed] Order of Dismissal effective as of the date set forth below.

Dated: September 7, 2023

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Holdings, Inc.*

IT IS SO ORDERED this _____ day of September, 2023.

Vice Chancellor Morgan T. Zurn

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Morgan Zurn

File & Serve

Transaction ID: 70816407

Current Date: Sep 15, 2023

Case Number: 2023-0215-MTZ

Case Name: CONF ORD - CONS W/ 2023-0216-MTZ - IN RE AMC ENTERTAINMENT
HOLDINGS, INC. STOCKHOLDER LITIGATION

Court Authorizer: Morgan Zurn

/s/ Judge Morgan Zurn