

# AMC Entertainment Holdings, Inc. Announces Results of Special Meeting of Stockholders

- Shareholders Approved Share Increase Proposal voting 88% In Favor
- Shareholders Approved Reverse Split Proposal voting 87% In Favor

LEAWOOD, Kan.--(BUSINESS WIRE)-- AMC Entertainment Holdings, Inc. (NYSE: AMC and APE) ("AMC" or "the Company"), the largest theatrical exhibition company in the world, announced today that its shareholders approved both the Share Increase Proposal and the Reverse Split Proposal at its Special Meeting of Stockholders held today, March 14, 2023.

Commenting on the results, Adam Aron, AMC Entertainment Chairman and CEO said, "AMC's shareholders exercised their rights today to have their voices be heard. They voted resoundingly in favor of proposals that we believe are crucial to AMC's future. Shareholders overwhelmingly approved combining AMC common shares and APE units, with total votes 87% in favor, while significantly increasing the capacity to issue additional common shares, with total votes 88% in favor. If implemented, AMC should have an ability to raise a significant amount of equity capital in the months and years ahead. Winning these shareholder votes by such a lopsided margin is a powerful vote of confidence to allow AMC to raise equity capital, reduce debt, strengthen our balance sheet and continue our transformation."

Aron continued, "As we reported in late February, there is litigation in the Delaware Court of Chancery surrounding the shareholder vote. We cannot implement the effects of this successful shareholder vote until a court ruling on that litigation. A court hearing on that litigation has been set for April 27, 2023, and we will continue to vigorously defend our position and seek to implement the will of our stockholders as expressed in these votes."

Aron concluded, "Speaking both personally and for the Board and management of AMC Entertainment, I would like to thank our participating stockholders for their support of AMC and for their good judgment in the votes that were reported today. You gave us the tools we need to continue to fight the good fight on your behalf."

A total of 182,342,728 out of 517,580,416 eligible shares of the Company's Class A common stock ("Common Stock") were present in person or represented by proxy at the Special Meeting, and a total of 182,342,728 shares of Common Stock were voted after excluding broker non-votes.

A total of 583,297,321 out of 929,849,612 eligible AMC Preferred Equity Units ("APEs"), each constituting a depositary share representing 1/100th interest in a share of the

Company's Series A Convertible Participating Preferred Stock (the "Series A Preferred Stock"), were present in person or represented by proxy at the Special Meeting. All shares of Series A Preferred Stock held by Computershare Inc. and Computershare Trust Company, N.A. jointly as Depositary (the "Depositary") representing 929,849,612 votes were present and were voted pursuant to specific instructions by APEs at the Special Meeting or proportionally pursuant to the terms of the deposit agreement (the "Deposit Agreement") governing the APEs.

Stockholders voted in favor of each proposal, as follows:

# **Proposal 1: Share Increase Proposal**

The Share Increase Proposal was approved.

Type of Securities	For	Against	Abstain	Broker Non-Votes
Common Stock	132,182,944	47,356,993	2,802,791	0
Preferred Stock:				
APEs(1)	530,779,405	48,317,581	4,200,335	
Depositary Proportional Votes(2)	315,350,015	28,706,747	2,495,529	
Total Preferred Stock	846,129,420	77,024,328	6,695,864	_
Total	978,312,364	124,381,321	9,498,655	0

<sup>&</sup>lt;sup>(1)</sup> Represents votes by the Depositary as holder of Series A Preferred Stock pursuant to specific instructions by holders of APEs.

# **Proposal 2: Reverse Split Proposal**

The Reverse Split Proposal was approved.

Type of Securities	For	Against	Abstain	Broker Non-Votes
Common Stock	128,344,709	51,388,638	2,609,383	0
Preferred Stock:				
APEs(1)	528,679,900	50,542,176	4,075,245	
Depositary Proportional Votes(2)	314,102,644	30,028,437	2,421,210	
Total Preferred Stock	842,782,544	80,570,613	6,496,455	
Total	971,127,253	131,959,251	9,105,838	0

<sup>&</sup>lt;sup>(1)</sup> Represents votes by the Depositary as holder of Series A Preferred Stock pursuant to specific instructions by holders of APEs.

<sup>(2)</sup> Represents votes by the Depositary as holder of Series A Preferred Stock in proportion to APE instructions pursuant to terms of the Deposit Agreement.

<sup>(2)</sup> Represents votes by the Depositary as holder of Series A Preferred Stock in proportion to APE instructions pursuant to terms of the Deposit Agreement.

# **Proposal 3: Adjournment Proposal**

As sufficient shares of Common Stock and Series A Preferred Stock were voted in favor of the Share Increase and Reverse Split Proposals, the Adjournment Proposal vote was not necessary at the Special Meeting. However, based on proxies received, tabulation for this proposal would have been as follows:

Type of Securities				Broker
	For	Against	Abstain	Non-Votes
Common Stock	127,895,117	50,231,454	4,216,158	0
Preferred Stock:				
APEs <sup>(1)</sup>	528,525,708	49,181,216	5,590,397	
Depositary Proportional Votes <sup>(2)</sup>	314,011,034	29,219,855	3,321,402	
Total Preferred Stock	842,536,742	78,401,071	8,911,799	
Total	970,431,859	128,632,525	13,127,957	0

<sup>(1)</sup> Represents votes by the Depositary as holder of Series A Preferred Stock pursuant to specific instructions by holders of APEs.

As previously disclosed, on February 27, 2023, in connection with litigation instituted by purported stockholders of the Company, the Delaware Court of Chancery entered a status quo order that (i) allowed the vote on the Charter Amendment Proposals at the Special Meeting to proceed, but precludes the Company from implementing the Charter Amendment Proposals pending a ruling by the court on the plaintiffs' to-be-filed preliminary injunction motion, and (ii) scheduled a hearing on the plaintiffs' to-be-filed preliminary injunction motion for April 27, 2023.

## About AMC Entertainment Holdings, Inc.

AMC is the largest movie exhibition company in the United States, the largest in Europe, and the largest throughout the world with approximately 950 theatres and 10,500 screens across the globe. AMC has propelled innovation in the exhibition industry by: deploying its Signature power-recliner seats; delivering enhanced food and beverage choices; generating greater guest engagement through its loyalty and subscription programs, website, and mobile apps; offering premium large format experiences and playing a wide variety of content including the latest Hollywood releases and independent programming. For more information, visit <a href="https://www.amctheatres.com">www.amctheatres.com</a>.

### **Website Information**

This press release, along with other news about AMC, is available at <a href="www.amctheatres.com">www.amctheatres.com</a>. We routinely post information that may be important to investors in the Investor Relations section of our website, <a href="www.investor.amctheatres.com">www.investor.amctheatres.com</a>. We use this website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD, and we encourage investors to consult that section of our website regularly for important information about AMC. The information contained on, or that may be

<sup>(2)</sup> Represents votes by the Depositary as holder of Series A Preferred Stock in proportion to APE instructions pursuant to terms of the Deposit Agreement.

accessed through, our website is not incorporated by reference into, and is not a part of, this document. Investors interested in automatically receiving news and information when posted to our website can also visit <a href="https://www.investor.amctheatres.com">www.investor.amctheatres.com</a> to sign up for email alerts.

### **Forward Looking Statements**

This communication includes "forward-looking statements" within the meaning of the federal securities laws, including the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In many cases, these forward-looking statements may be identified by the use of words such as "will," "may," "could," "would," "should," "believes," "expects," "anticipates," "estimates," "intends," "indicates," "projects," "goals," "objectives," "targets," "predicts," "plans," "seeks," and variations of these words and similar expressions. Examples of forward-looking statements include statements we make regarding the impact of COVID 19, future attendance and box office levels, our liquidity, and the potential conversion of APEs into shares of Common Stock. Any forward-looking statement speaks only as of the date on which it is made. These forward-looking statements may include, among other things, statements related to AMC's current expectations regarding the performance of its business, financial results, liquidity and capital resources, and the impact to its business and financial condition of, and measures being taken in response to, the COVID-19 virus, and are based on information available at the time the statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks, trends, uncertainties and other facts that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. These risks, trends, uncertainties and facts include, but are not limited to, risks related to: the risk that the approvals from AMC's stockholders obtained at AMC's special meeting are not able to be implemented; on February 20, 2023, stockholders commenced litigation seeking to prevent the conversion of AMC Preferred Equity Units into common stock without separate common stock class approval at the Special Meeting, which will delay and if successful (or if additional litigation is commenced and successful) could prevent the conversion of the AMC Preferred Equity Units into common stock, impede our ability to raise additional funds and materially and adversely impact market prices and the value of the AMC Preferred Equity Units and common stock; the risks and uncertainties relating to the sufficiency of AMC's existing cash and cash equivalents and available borrowing capacity; AMC's ability to obtain additional liquidity, which if not realized or insufficient to generate the material amounts of additional liquidity that will be required unless it is able to achieve more normalized levels of operating revenues, likely would result with AMC seeking an in-court or out-of-court restructuring of its liabilities; the impact of the COVID-19 virus on AMC, the motion picture exhibition industry, and the economy in general; the seasonality of AMC's revenue and working capital; the continued recovery of the North American and international box office; AMC's significant indebtedness, including its borrowing capacity and its ability to meet its financial maintenance and other covenants; AMC's ability to achieve expected synergies, benefits and performance from its strategic initiatives; motion picture production and performance; AMC's lack of control over distributors of films; intense competition in the geographic areas in which AMC operates; increased use of alternative film delivery methods or other forms of entertainment; shrinking exclusive theatrical release window; AMC's ability to optimize its theatre circuit; general and international economic, political, regulatory and other risks; limitations on the availability of capital; AMC's ability to refinance its indebtedness on favorable terms; availability of financing upon favorable terms or at all; risks relating to impairment losses, including with

respect to goodwill and other intangibles, and theatre and other closure charges; AMC's ability to recognize interest deduction carryforwards, net operating loss carryforwards, and other tax attributes to reduce future tax liability; supply chain disruptions, labor shortages, increased cost and inflation; and other factors discussed in the reports AMC has filed with the SEC. Should one or more of these risks, trends, uncertainties, or facts materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by the forward-looking statements contained herein. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. For a detailed discussion of risks, trends and uncertainties facing AMC, see the section entitled "Risk Factors" in AMC's Form 10-K for the year ended December 31, 2022, as filed with the SEC, and the risks, trends and uncertainties identified in AMC's other public filings. AMC does not intend, and undertakes no duty, to update any information contained herein to reflect future events or circumstances, except as required by applicable law.

Category: Company Release

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Source: AMC Entertainment Holdings, Inc.