



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

[PROPOSED] ORDER AND FINAL JUDGMENT

WHEREAS, a stockholder class action is pending in the 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 (the “Stipulation”), has been entered into by and among: (i) Plaintiffs Usbaldo Munoz, Anthony Franchi, and Allegheny County Employees’ Retirement System (collectively, “Plaintiffs”), individually and on behalf of the Settlement Class (as defined below); 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, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order and Final Judgment;

WHEREAS, by Order dated _____, 2023 (the “Scheduling Order”), the Court (i) preliminarily certified the Settlement Class solely for purposes of effectuating the Settlement; (ii) ordered that the Notice of the proposed Settlement be provided to potential Settlement Class Members; (iii) provided Settlement Class Members with the opportunity to object to the proposed Settlement and/or Lead Counsel’s application for a Fee and Expense Award, including Plaintiffs’ application for Incentive Awards; and (iv) scheduled a hearing regarding final approval of the Settlement;

WHEREAS, the Court conducted a hearing on _____, 2023 (the “Settlement Hearing”) to: (i) determine whether to finally certify the Settlement Class for settlement purposes only, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2); (ii) determine whether Plaintiffs and Lead Counsel have adequately represented the Settlement Class, and whether Plaintiffs should be finally appointed as representatives for the Settlement Class and Lead Counsel should be finally appointed as counsel for the Settlement Class; (iii) determine whether the

proposed Settlement should be approved as fair, reasonable, and adequate to the Settlement Class and in the best interests of the Settlement Class; (iv) determine whether the Action should be dismissed with prejudice and the Releases provided under the Stipulation should be granted; (v) determine whether the Order and Final Judgment approving the Settlement should be entered and the Status Quo Order lifted; (vi) determine whether and in what amount any Fee and Expense Award should be paid to Lead Counsel by Defendants and/or their insurers; (vii) determine whether and in what amount any Incentive Awards, to be paid to solely out of any Fee and Expense Award to Lead Counsel, should be paid to Plaintiffs; (viii) hear and rule on any objections to the Settlement and/or Lead Counsel's application for a Fee and Expense Award, including any Incentive Awards to Plaintiffs; and (ix) consider any other matters that may properly be brought before the Court in connection with the Settlement;

WHEREAS, it appearing that due Notice of the hearing has been given in accordance with the Scheduling Order; the Parties having appeared by their respective attorneys of record; the Court having heard and considered evidence in support of the proposed Settlement and the application by Lead Counsel for a Fee and Expense Award; the attorneys for the respective Parties having been heard; an opportunity to be heard having been given to all Settlement Class Members or other Persons requesting to be heard in accordance with the Scheduling Order; the Court

having determined that the notice to Settlement Class Members pursuant to and in the manner prescribed in the Scheduling Order was adequate and sufficient; and the entire matter of the proposed Settlement having been heard and considered by the Court;

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

1. The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over the Parties and the Settlement Class Members, and it is further determined that Plaintiffs, Defendants, and the Settlement Class, as well as any and all of their respective predecessors, predecessors-in-interest, successors, successors-in-interest, legal representatives, trustees, executors, administrators, estates, heirs, transferees, and assigns, in their capacities as such only, and any other person or entity purporting to claim through or on behalf of them in such capacity only, and each of them, together with their respective predecessors, predecessors-in-interest, successors, successors-in-interest, legal representatives, trustees, executors, administrators, estates, heirs, transferees, and assigns, are bound by this Order and Final Judgment.

2. The dissemination of the Notice, substantially in the form attached as Exhibit B to the Stipulation, and publication of the Summary Notice, substantially in the form attached as Exhibit C to the Stipulation, pursuant to and in the manner

prescribed in the Scheduling Order, is hereby determined to be the best notice reasonably practicable under the circumstances, to constitute due and sufficient notice to all Persons entitled to receive notice of the Settlement, and in full compliance with Delaware Court of Chancery Rule 23, the requirements of due process, and all other applicable laws and rules.

3. The Court hereby finally certifies the Action, for purposes of the Settlement only, 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 following class (the “Settlement Class”):

All holders of AMC Entertainment Holdings, Inc. (“AMC”) Class A common stock (the “Common Stock”) during the period from August 3, 2022 through and including the record time, expected to be set as of the close of business in accordance with any New York Stock Exchange and/or Depository Trust Company requirements or policies, on the business day prior to Conversion on which the Reverse Stock Split is effective (the “Class Period”), whether beneficial or of record, including the legal representatives, heirs, successors-in-interest, transferees, and assignees of all such foregoing holders, but excluding Defendants.

4. The Court hereby finally appoints Plaintiffs as representatives for the Settlement Class and Bernstein Litowitz Berger & Grossmann LLP, Fields Kupka & Shukurov LLP, and Grant & Eisenhofer P.A. as counsel for the Settlement Class (“Lead Counsel”). Plaintiffs and Lead Counsel have fairly and adequately represented the Settlement Class, both in terms of litigating the Action and for purposes of entering into and implementing the Settlement.

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