



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

**SCHEDULING ORDER WITH
RESPECT TO NOTICE AND SETTLEMENT HEARING**

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 (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”); and

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”);

NOW, upon consent of the Parties, after review and consideration of the Stipulation filed with the Court and the Exhibits attached thereto, and after due deliberation,

IT IS HEREBY ORDERED, this 1st day of May, 2023 that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.
2. The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement of the Action, as well as personal jurisdiction over all of the Parties and each of the Settlement Class Members (as defined below).
3. In accordance with the proposed class definition in the Stipulation, for the purposes of the Settlement only, the Action preliminarily shall be maintained as a non-opt-out class action under Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), consisting of the following class (the “Settlement Class”):

All holders of 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 preliminarily appoints Plaintiffs as representatives for the Settlement Class, and Lead Counsel Bernstein Litowitz Berger & Grossmann LLP, Fields Kupka & Shukurov LLP, and Grant & Eisenhofer P.A. as Class Counsel for the Settlement Class.

5. For purposes of the Settlement only, the Court preliminarily finds that:

- (i) the members of the Settlement Class (collectively, the "Settlement Class Members") are so numerous that their joinder in the Action would be impracticable;
- (ii) there are questions of law and fact common to the Settlement Class;
- (iii) the claims of Plaintiffs are typical of the claims of the Settlement Class;
- (iv) in connection with the prosecution of the Action and the Settlement, Plaintiffs and Class Counsel have and will fairly and adequately represent and protect the interests of the Settlement Class;
- (v) the prosecution of separate actions by individual Settlement Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants, and, as a practical matter, the disposition of the Action as against Defendants would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Settlement Class Members; and
- (vi) Defendants are alleged to have acted or refused to act on grounds generally applicable to the Settlement Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Settlement Class as a whole.

6. A hearing (the “Settlement Hearing”) will be held on June 29 and 30, 2023, at 9:15 a.m., at the Leonard L. Williams Justice Center, at 500 N. King Street, Wilmington, Delaware, to, among other things:

- 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 Class Counsel have adequately represented the Settlement Class, and whether Plaintiffs should be finally appointed as representatives for the Settlement Class and Class 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 Class 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 Class Counsel, should be paid to Plaintiffs;

viii. hear and rule on any objections to the Settlement and/or Class 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.

7. The Court may adjourn and reconvene the Settlement Hearing, or any adjournment thereof, including the consideration of the application for any Fee and Expense Award, without further notice to Settlement Class Members other than oral announcement at the Settlement Hearing or any adjournment thereof, or a notation on the docket in the Action, and the Court retains jurisdiction over the Parties and all Settlement Class Members to consider all further applications arising out of or connected with the proposed Settlement.

8. The Court may decide to hold the Settlement Hearing by telephone or videoconference without notice to the Settlement Class. If the Court orders that the Settlement Hearing be conducted telephonically or by videoconference, that decision will be posted on AMC's investor relations website, <https://investor.amctheatres.com/newsroom/default.aspx>. Any Settlement Class

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