



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ALLEGHENY COUNTY)
EMPLOYEES' RETIREMENT)
SYSTEM, on behalf of itself and all other)
similarly-situated Class A stockholders of)
AMC ENTERTAINMENT HOLDINGS,)
INC.,)

Plaintiff,)

v.)

AMC ENTERTAINMENT HOLDINGS,)
INC., ADAM M. ARON, HOWARD W.)
KOCH, KATHLEEN M. PAWLUS,)
ANTHONY J. SAICH, PHILIP LADER,)
GARY F. LOCKE, and ADAM J.)
SUSSMAN,)

Defendants.)

C.A. No. 2023-0215-MTZ

USBALDO MUNOZ and ANTHONY)
FRANCHI, individually and on behalf of)
all others similarly situated,)

Plaintiffs,)

v.)

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, and LEE)
WITTLINGER,)

Defendants.)

C.A. No. 2023-0216-MTZ

**ORDER CONCERNING PLAINTIFFS' MOTIONS FOR EXPEDITED
PROCEEDINGS AND ENTRY OF A *STATUS QUO* ORDER**

WHEREAS, on February 20, 2023, plaintiff Allegheny County Employees' Retirement System ("Allegheny") filed its Verified Class Action Complaint Seeking Declaratory, Injunctive, and Equitable Relief (the "*Allegheny* Complaint") in *Allegheny County Employees' Retirement System v. AMC Entertainment Holdings, Inc., et al.*, C.A. No. 2023-0215-MTZ (the "*Allegheny* Action");

WHEREAS, on February 20, 2023, Allegheny filed its Motion for a Temporary Restraining Order and Expedited Proceedings (the "*Allegheny* Motion");

WHEREAS, on February 20, 2023, plaintiffs Usbaldo Munoz ("Munoz") and Anthony Franchi ("Franchi") filed their Verified Stockholder Class Action Complaint (the "*Munoz* Complaint" and, together with the *Allegheny* Complaint, the "Complaints") in *Munoz et al. v. Adam M. Aron, et al.*, C.A. No. 2023-0216-MTZ (the "*Munoz* Action" and, together with the *Allegheny* Action, the "Actions");

WHEREAS, on February 20, 2023, Munoz and Franchi filed their Motion for Expedited Proceedings and Entry of a *Status Quo* Order or, in the Alternative, a Temporary Restraining Order (the "*Munoz* Motion" and, together with the *Allegheny* Motion, the "Motions");

WHEREAS, the Court has considered the Motions, the Complaints and supporting materials, and conducted a February 23, 2023, telephonic scheduling conference with the parties; and

WHEREAS, the parties to the Actions stipulated and agreed:

A. The Actions shall be expedited;

B. AMC Entertainment Holdings, Inc. (“AMC”) shall be entitled to hold its March 14, 2023 special meeting and solicit and tabulate any votes in connection therewith. AMC shall tabulate and disclose abstentions and votes cast pursuant to instructions received from holders of AMC Class A common shares. In tabulating votes corresponding to AMC Preferred Equity Units (“APEs”), AMC shall separately tabulate those abstentions and votes affirmatively cast pursuant to instructions received from holders of APEs and those abstentions and votes cast on a mirrored basis pursuant to the Deposit Agreement entered into by AMC and Computershare Inc. on August 4, 2022; and

C. Defendants shall not amend AMC’s certificate of incorporation as a result of any vote of shares at AMC’s March 14, 2023 special meeting (or any adjournment thereof), pending a ruling by the Court on Plaintiffs’ to-be-filed preliminary injunction motion;

IT IS ORDERED this 27th day of February, 2023:

1. The Court hereby sets a preliminary injunction hearing on April 27, 2023, and directs the parties to prepare and submit a scheduling order governing a briefing schedule; and

2. The hearing currently scheduled for March 10, 2023 is canceled.

/s/ Morgan T. Zurn

Vice Chancellor Morgan T. Zurn

Multi-Case Filing Detail: The document above has been filed and/or served into multiple cases, see the details below including the case number and name.

Transaction Details

Court: DE Court of Chancery Civil Action

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Transaction ID: 69229170

Document Title: Order Concerning Plaintiffs' Motions for Expedited Proceedings & Entry of Status Quo Order, issued February 27, 2023 by Vice Chancellor Zurn

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Case Details

Case Number	Case Name
2023-0215-MTZ	Allegheny County Employees' Retirement System, on behalf of itself and all other similarly-situated Class A stockholders of AMC Entertainment Holdings, Inc. v. AMC Entertainment Holdings, Inc.
2023-0216-MTZ	Usbaldo Munoz, et al. v. Adam M. Aron, et al.