



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

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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

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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

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**STIPULATION AND [PROPOSED] 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, on February 23, 2023, the Court held a status conference; and

WHEREAS, the Court has considered the Motions, the Complaints and supporting materials, has conducted a telephonic scheduling conference with the parties, and has found good cause for the issuance of this Order;

**IT IS HEREBY STIPULATED AND AGREED**, by the parties hereto, subject to the approval of the Court, as follows:

1. The Actions shall be expedited.
2. 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.
3. 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.
4. 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.

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

SO STIPULATED this 27th day of February, 2023.

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Putnam, and Lee Wittlinger.*

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2023.

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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

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**Court:** DE Court of Chancery Civil Action      **Document Type:** Stipulation & (Proposed) Order

**Transaction ID:** 69225600      **Document Title:** Stipulation and [Proposed] Order Concerning Plaintiffs' Motions for Expedited Proceedings and Entry of a Status Quo Order

**Submitted Date & Time:** Feb 27 2023 11:31AM

## Case Details

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<b>Case Number</b>	<b>Case Name</b>
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.