



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE AMC ENTERTAINMENT)
HOLDINGS, INC. STOCKHOLDER) Consol. C.A. No. 2023-0215-MTZ
LITIGATION)

ORDER APPOINTING SPECIAL MASTER

1. For the reasons set forth in the Court’s letter of April 24, 2023, Corinne Elise Amato, Esq. is hereby appointed as Special Master with the charge of reviewing any and all stockholder motions to intervene, as well as any oppositions and replies thereto, and making recommendations as to whether they should be granted. This charge encompasses any motions for reargument or clarification following motions to intervene. The Special Master may make her recommendations on each motion individually, or, if motions share commonalities, she may group motions together to address them. The Special Master may consult with the Court to determine whether other approaches may be helpful.

2. The Special Master is also appointed with the charge of reviewing all timely and properly submitted stockholder objections and letters in support to the proposed settlement that post-date the stockholder notice of the proposed settlement in this action (the “Submissions”). The Special Master shall provide the Court with a summary of the Submissions and the Special Master’s recommendations as to how the Submissions should inform the Court’s decision to approve or deny the proposed settlement. The Court anticipates that the Special Master may group Submissions

into topics or themes and address those topics or themes as units. The Special Master may consult with the Court to determine whether other approaches may be helpful.

3. The Special Master shall serve at the pleasure of the Court, and the provisions of this order shall remain in effect pending further order of the Court. The Special Master has all powers and authority necessary to fulfill the charge set forth in this order. Included within this grant of authority are the powers to (i) communicate with the parties jointly or separately, (ii) require the parties to provide information, and (iii) consult with the Court *ex parte* (without the participation of the parties).

4. The Special Master shall be compensated for her time at her customary hourly rate of \$800. At her discretion, the Special Master may make use of partners, counsel, associates, and support staff within her firm who may bill at their customary hourly rates. The Special Master also will be reimbursed for her expenses. The amounts referred to in this paragraph are referred to collectively as “Expenses.”

5. The plaintiffs and the defendants will each bear half of the Expenses up to \$20,000. In her report regarding stockholder objections to the proposed settlement, the Special Master will make a specific recommendation regarding an allocation of responsibility for the Expenses in excess of \$20,000. For the avoidance of doubt, that recommendation will address the allocation of Expenses incurred in connection with the motions to intervene, the stockholder objections, and any other

work performed by the Special Master that the Court requests within the scope of this order or any related amendment.

6. The Special Master will provide monthly invoices to the plaintiffs and defendants, through their respective counsel. Within ten days after receiving an invoice, the recipients shall make an interim payment allocated equally between plaintiffs and defendants that will be subject to reallocation by the Special Master's recommendation and order of the Court.

7. At the conclusion of her assignment, the Special Master shall petition the Court for approval of the Expenses. If the Court declines to approve any amounts previously paid, then the Special Master shall refund those amounts.

8. Any approved amounts that the parties fail to pay will be taxed as court costs and charged through the File&ServeXpress e-filing system.

9. The parties and their managers, members, assignees, directors, officers, employees, attorneys, and agents shall cooperate with the Special Master in the performance of her duties.

10. No party to this action, no potential intervenor or objector, and no other person acting or purporting to act as a manager, member, assignee, director, officer, employee, attorney, or agent of a party, shall institute any proceeding in any forum other than this Court challenging any action or recommendation by the Special Master.

11. The Special Master shall have no liability to the parties or any other person for actions taken in good faith pursuant to this order. In any challenge to the Special Master's actions, the Special Master is presumed to have acted in good faith. The Special Master shall be entitled to all protection, limitation from liability, and immunity available at law or in equity to a court-appointed representative including, without limitation, all protection, limitation from liability, and immunity provided by the indemnification provisions of applicable law. Expenses, including attorneys' fees, incurred by the Special Master in defending any civil, criminal, administrative, or investigative action, suit, or proceeding arising by reason of or in connection with the Special Master's appointment, or the performance of her duties hereunder, shall be paid by the parties in accordance with the payment allocation described above in advance of the final disposition of such action, suit, or proceeding, subject to the repayment of such amount if it shall be ultimately determined by this Court that the Special Master is not entitled to be indemnified.

Dated: April 25, 2023

/s/ Morgan T. Zurn
Vice Chancellor Morgan T. Zurn