

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
)

**AFFIDAVIT OF PATRICK RIPLEY IN SUPPORT OF
PLAINTIFFS' MOTION TO LIFT STATUS QUO ORDER**

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

I, Patrick Ripley, being duly sworn, deposes and say:

1. I am a Managing Director with Loop Capital Financial Consulting Services. I have over 20 years of experience performing financial consulting services for clients. I submit this Affidavit in relation to the contemporaneously filed Motion to Lift the *Status Quo* Order in the above-captioned action concerning AMC Entertainment Holdings, Inc. (“AMC” or the “Company”).

2. Specifically, I submit this affidavit in support of the calculations used to determine the value of the proposed share issuances to the Common Stockholders based on (i) 519,192,390 issued and outstanding shares of common stock of AMC (“Common Stock”), (ii) 974,190,794 issued and outstanding AMC Preferred Equity Units (“APEs”), and (iii) the closing prices of Common Stock and APEs on each of March 27, March 28, March 29, March 30, and March 31, 2023. My assumptions for these analyses include that Common Stockholders will receive an issuance based on

the 7.5:1 ratio.¹ My analyses are also based on the closing prices of stock and number of shares outstanding for each day between March 27 and 31, inclusive (*pro forma* of the stock split and share distribution, as applicable) and do not attempt to predict any potential changes in market capitalization due to any other market price adjustments beyond the static market capitalization value calculations presented.

3. On March 27, 2023, AMC Common Stock closed at a price of \$4.55 per share and APE closed at a price of \$1.41 per unit.

a. Accordingly, on March 27, 2023, the total market capitalization of Common Stock was \$2,362,325,374.50 and the total market capitalization of APE was \$1,373,609,019.54, such that the Company's total market capitalization was \$3,735,934,394.04. Based on the foregoing, Common Stock and APE then accounted for approximately 63.23% and 36.77% of the Company's market capitalization, respectively.

b. Were Common Stock and APE collapsed into a single class of stock based on these March 27 figures, this new stock would have a post-collapse price of \$2.50 per share. Former Common Stockholders would comprise

¹ I understand that the Company has agreed to pay stockholders cash for fractional shares not owned at a 7.5 to one multiple. This ensures that the aggregate value of the settlement equals the numbers I calculated for any given date—primarily in stock, but also with an amount of cash for fractional shares that cannot be estimated reliably at this time.

approximately 34.77% of this post-collapse structure, representing a market capitalization of \$1,298,841,936.69. Former APE holders would comprise approximately 65.23% of this post-collapse structure, representing a market capitalization of approximately \$2,437,092,457.35. The total market capitalization of the Company would remain an unaffected \$3,735,934,394.04. Were the Company to then undergo a 1:10 reverse split of the new equity structure, holders of former Common Stock would hold 51,919,239 shares and former APE holders would hold 97,419,079 shares, all of which would trade at a price of \$25.02 per share.

c. If the Company were to issue shares of this new equity structure to holders of former Common Stock at a ratio of 1 new share for every 7.5 new shares held by holders of former Common Stock, those holders would receive an issuance of 6,922,565 shares, such that there would be 156,260,884 shares in the Company's new equity structure. The holders of former Common Stock would hold 58,841,804 new shares, representing approximately 37.66% of the new equity structure and an approximately 2.89% increase from their position prior to the issuance. Based on the Company's unaffected overall market capitalization of \$3,735,934,394.04, the issuance would have a value of \$107,966,440.77.

4. On March 28, 2023, AMC Common Stock closed at a price of \$5.15 per share and APE closed at a price of \$1.47 per unit.

a. Accordingly, on March 28, 2023, the total market capitalization of Common Stock was \$2,673,840,808.50 and the total market capitalization of APE was \$1,432,060,467.18, such that the Company's total market capitalization was \$4,105,901,275.68. Based on the foregoing, Common Stock and APE then accounted for approximately 65.12% and 34.88% of the Company's market capitalization, respectively.

b. Were Common Stock and APE collapsed into a single class of stock based on these March 28 figures, this new stock would have a post-collapse price of \$2.75 per share. Former Common Stockholders would comprise approximately 34.77% of this post-collapse structure, representing a market capitalization of \$1,427,465,314.50. Former APE holders would comprise approximately 65.23% of this post-collapse structure, representing a market capitalization of approximately \$2,678,435,961.18. The total market capitalization of the Company would remain an unaffected \$4,105,901,275.68. Were the Company to then undergo a 1:10 reverse split of the new equity structure, holders of former Common Stock would hold 51,919,239 shares and former APE holders would hold 97,419,079 shares, all of which would trade at a price of \$27.49 per share.

c. If the Company were to issue shares of this new equity structure to holders of former Common Stock at a ratio of 1 new share for every 7.5 new shares held by holders of former Common Stock, those holders would receive an issuance of 6,922,565 shares, such that there would be 156,260,884 shares in the Company's new equity structure. The holders of former Common Stock would hold 58,841,804 new shares, representing approximately 37.66% of the new equity structure and an approximately 2.89% increase from their position prior to the issuance. Based on the Company's unaffected overall market capitalization of \$4,105,901,275.68, the issuance would have a value of \$118,658,279.33.

5. On March 29, 2023, AMC Common Stock closed at a price of \$5.00 per share and APE closed at a price of \$1.45 per unit.

a. Accordingly, on March 29, 2023, the total market capitalization of Common Stock was \$2,595,961,950.00 and the total market capitalization of APE was \$1,412,576,651.30, such that the Company's total market capitalization was \$4,008,538,601.30. Based on the foregoing, Common Stock and APE then accounted for approximately 64.76% and 35.24% of the Company's market capitalization, respectively.

b. Were Common Stock and APE collapsed into a single class of stock based on these March 29 figures, this new stock would have a post-collapse price

of \$2.68 per share. Former Common Stockholders would comprise approximately 34.77% of this post-collapse structure, representing a market capitalization of \$1,393,616,025.09. Former APE holders would comprise approximately 65.23% of this post-collapse structure, representing a market capitalization of approximately \$2,614,922,576.21. The total market capitalization of the Company would remain an unaffected \$4,008,538,601.30. Were the Company to then undergo a 1:10 reverse split of the new equity structure, holders of former Common Stock would hold 51,919,239 shares and former APE holders would hold 97,419,079 shares, all of which would trade at a price of \$26.84 per share.

c. If the Company were to issue shares of this new equity structure to holders of former Common Stock at a ratio of 1 new share for every 7.5 new shares held by holders of former Common Stock, those holders would receive an issuance of 6,922,565 shares, such that there would be 156,260,884 shares in the Company's new equity structure. The holders of former Common Stock would hold 58,841,804 new shares, representing approximately 37.66% of the new equity structure and an approximately 2.89% increase from their position prior to the issuance. Based on the Company's unaffected overall market capitalization of \$4,008,538,601.30, the issuance would have a value of \$115,844,551.81.

6. On March 30, 2023, AMC Common Stock closed at a price of \$4.97 per share and APE closed at a price of \$1.40 per unit.

a. Accordingly, on March 30, 2023, the total market capitalization of Common Stock was \$2,580,386,178.30 and the total market capitalization of APE was \$1,363,867,111.60, such that the Company's total market capitalization was \$3,944,253,289.90. Based on the foregoing, Common Stock and APE then accounted for approximately 65.42% and 34.58% of the Company's market capitalization, respectively.

b. Were Common Stock and APE collapsed into a single class of stock based on these March 30 figures, this new stock would have a post-collapse price of \$2.64 per share. Former Common Stockholders would comprise approximately 34.77% of this post-collapse structure, representing a market capitalization of \$1,371,266,473.53. Former APE holders would comprise approximately 65.23% of this post-collapse structure, representing a market capitalization of approximately \$2,572,986,816.37. The total market capitalization of the Company would remain an unaffected \$3,944,253,289.90. Were the Company to then undergo a 1:10 reverse split of the new equity structure, holders of former Common Stock would hold 51,919,239 shares and former APE holders would hold 97,419,079 shares, all of which would trade at a price of \$26.41 per share.

c. If the Company were to issue shares of this new equity structure to holders of former Common Stock at a ratio of 1 new share for every 7.5 new shares held by holders of former Common Stock, those holders would receive an issuance of 6,922,565 shares, such that there would be 156,260,884 shares in the Company's new equity structure. The holders of former Common Stock would hold 58,841,804 new shares, representing approximately 37.66% of the new equity structure and an approximately 2.89% increase from their position prior to the issuance. Based on the Company's unaffected overall market capitalization of \$3,944,253,289.90, the issuance would have a value of \$113,986,741.82.

7. On March 31, 2023, AMC Common Stock closed at a price of \$5.01 per share and APE closed at a price of \$1.47 per unit.

a. Accordingly, on March 31, 2023, the total market capitalization of Common Stock was \$2,601,153,873.90 and the total market capitalization of APE was \$1,432,060,467.18, such that the Company's total market capitalization was \$4,033,214,341.08. Based on the foregoing, Common Stock and APE then accounted for approximately 64.49% and 35.51% of the Company's market capitalization, respectively.

b. Were Common Stock and APE collapsed into a single class of stock based on these March 31 figures, this new stock would have a post-collapse price


of \$2.70 per share. Former Common Stockholders would comprise approximately 34.77% of this post-collapse structure, representing a market capitalization of \$1,402,194,838.92. Former APE holders would comprise approximately 65.23% of this post-collapse structure, representing a market capitalization of approximately \$2,631,019,502.16. The total market capitalization of the Company would remain an unaffected \$4,033,214,341.08. Were the Company to then undergo a 1:10 reverse split of the new equity structure, holders of former Common Stock would hold 51,919,239 shares and former APE holders would hold 97,419,079 shares, all of which would trade at a price of \$27.01 per share.

c. If the Company were to issue shares of this new equity structure to holders of former Common Stock at a ratio of 1 new share for every 7.5 new shares held by holders of former Common Stock, those holders would receive an issuance of 6,922,565 shares, such that there would be 156,260,884 shares in the Company's new equity structure. The holders of former Common Stock would hold 58,841,804 new shares, representing approximately 37.66% of the new equity structure and an approximately 2.89% increase from their position prior to the issuance. Based on the Company's unaffected overall market capitalization of \$4,033,214,341.08, the issuance would have a value of \$116,557,667.07.

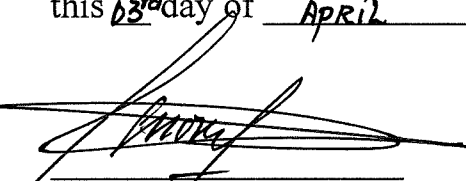
8. The foregoing analysis does not differentiate that some portion of the issuance will be in the form of cash payment of fractional shares. For example, a holder with 100 shares of Common Stock would receive a share distribution of 13.333 (at a 7.5:1 distribution). 13 shares would be distributed, while 0.333 shares would be paid in cash. While predicting the amount of cash payment for fractional shares cannot be done reliably in advance without additional information, the cash payment will effectively gross up the aggregate payment on any given date to the numbers I calculated.

I declare under penalty of perjury under the laws of Delaware that the foregoing is true and correct.

Executed this 3rd day of April, 2023.


Patrick Ripley, Managing Director
Loop Capital Financial Consulting Services

Sworn to and subscribed before me
this 03rd day of April, 2023


NOTARY PUBLIC

State of IL County of COOK
The foregoing instrument was acknowledged before me
this 03rd day of APRIL, 2023
by PATRICK M. RIPLEY
Notary Public
My Commission Expires JUNE 11 - 2023

