

# AMC ENTERTAINMENT HOLDINGS, INC.

## Compensation Committee Charter

Adopted on December 17, 2013

### I. PURPOSES

The Compensation Committee (the “Committee”) shall: (A) assist the Board in developing and overseeing the Company’s employee compensation policies and practices, including (i) determining and approving the compensation of the Company’s Chief Executive Officer (“CEO”) and the Company’s other named executive officers (NEOs), (ii) developing, reviewing and approving equity incentive compensation policies and programs, and exercising discretion in the administration of such programs, and (iii) developing, reviewing and approving equity compensation programs, and exercising discretion in the administration of such programs; and (B) review and approve the annual report of the Committee required by the rules of the Securities and Exchange Commission (“SEC”).

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors.

### II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board. Any action taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined to have satisfied the requirements for membership provided herein. Only one of the members of the Committee shall be required to meet the independence requirements of the New York Stock Exchange (the “NYSE”) during any period in which the Company is a “controlled company” within the meaning of the NYSE’s listing standards, unless the Board otherwise determines (pursuant to a validly adopted resolution of the Board) not to rely on the NYSE’s “controlled company” exemption.\* If the Company ceases to be a “controlled company” or the Board determines not to rely on the NYSE’s controlled company exemption, the members of the Committee shall meet the independence requirements of the

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\* Note that at any time when less than a majority of the compensation committee shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” within the meaning of 162(m) of the Internal Revenue Code of 1986, as amended any equity grants made to management should be approved by the full board.

NYSE within the periods required by the NYSE's phase-in rules applicable to companies who cease to be "controlled companies."

Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

### **III. COMMITTEE MEETINGS**

The Committee shall meet on a regularly-scheduled basis at least two times per year and additionally as circumstances dictate.

The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least annually with the CEO and any other executives the Committee deems appropriate to discuss and review the performance criteria and compensation elements applicable to the executive team.

### **IV. KEY RESPONSIBILITIES AND DELEGATION**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and the Committee's activities may diverge from those described below as appropriate under the circumstances.

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the New York Stock Exchange.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans, to the extent permitted by law and as may be permitted by

such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that, consistent with paragraphs 4, 5 and 6 below, the Committee shall determine and approve the awards made under such plan to any executive officer and any other member of senior management as the Committee shall designate and shall at least annually review the awards made to such other members of senior management as the Committee shall designate.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:

1. establish and review the objectives of the Company's management compensation programs and its basic compensation policies;
2. develop, review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and other NEOs, including annual and long-term performance goals and objectives;
3. evaluate at least annually the performance of the Company's Chief Executive Officer and the Company's other NEOs against corporate goals and objectives including the annual performance objectives and, based on this evaluation, determine and approve, subject to such further action of the Board as the Board shall determine, the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the NEOs based on this evaluation;
4. provide oversight concerning the succession planning for the Chief Executive Officer and other executive officers;
5. develop, review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan;
6. administer the Company's equity-based compensation plans for employees and consultants as provided by the terms of such plans, including authorizing all awards made pursuant to such plans;
7. develop, review, approve and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans;
8. develop, review, approve and recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plan, and any material modification of any such plan;
9. with respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive or director compensation: (A) annually, or from time to time as the Committee

deems appropriate, assess whether the work of any compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest; and (B) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee to management or to the Company, as well as all remuneration provided to such consultant;

10. review and discuss with management the Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and any proxy statement for the election of directors (or information statement in lieu thereof);
11. review the form and amount of director compensation at least annually, and make recommendations thereon to the Board;
12. oversee shareholder communications on executive compensation and review and make recommendations with respect to stockholder proposals related to compensation matters;
13. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate; and
14. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.