

AMC ENTERTAINMENT HOLDINGS, INC.

Corporate Governance Guidelines and Principles

Adopted November 26, 2013
Revised October 29, 2015

These guidelines and principles are intended as a component of a flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The role of the Board of Directors (the “**Board**”) of AMC Entertainment Holdings, Inc. (the “**Company**”) is to manage and direct the affairs of the Company in the Company’s best interests including the interest of the shareholders in the long-term health and overall success of the business. The Board delegates the day-to-day management of the Company to the Chief Executive Officer and other senior executives of the Company, and provides guidance and oversight of management.

The Role of the Board

The Board generally fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. providing advice and counsel to the Chief Executive Officer and senior executives;
2. selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the Chief Executive Officer;
3. planning for Chief Executive Officer succession and guiding and overseeing management development;
4. providing oversight of Company performance to evaluate whether the business is being appropriately managed;
5. reviewing and approving strategic plans and providing guidance to management in formulating corporate strategy;
6. reviewing and approving the Company’s financial objectives and major corporate plans and actions (including material capital expenditures and transactions outside the ordinary course of business);
7. designing governance structures and practices to position the Board to fulfill its duties effectively and efficiently;
8. providing oversight of risk assessment and monitoring processes;
9. reviewing and approving major changes in auditing and accounting principles and practices;

10. providing oversight of internal and external audit processes, financial reporting, and disclosure controls and procedures;
11. overseeing compliance with applicable laws and regulations;
12. setting expectations about the tone and ethical culture of the Company, and reviewing management efforts to instill an appropriate tone and culture throughout the Company; and
13. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

Care, Candor and Avoidance of Conflicts

The Company's directors recognize their obligation individually and collectively to pay careful attention and to be properly informed. This requires regular attendance at, and preparation for, meetings of the Board and its committees including the advance review of circulated materials, and active participation in Board and committee discussions. The directors also recognize that candor and avoidance (or in circumstances where conflicts are unavoidable or related person transactions are in the interests of the Company, the appropriate handling) of conflicts in fact and in perception are hallmarks of accountability owed to the Company and its shareholders. Directors have a personal obligation to disclose personal or business interests that involve an actual, potential or apparent conflict of interest to the General Counsel prior to any Board decision related to the matter and, if in consultation with the Audit Committee and legal counsel it is determined that a conflict exists or the perception of a conflict is likely to be significant, the Audit Committee shall determine how to address, in accordance with the Company's Code of Business Conduct and Ethics, Conflicts of Interest Policy, Related Person Transaction Policy, any other applicable Company policies and any related disclosure obligations. Directors having a conflict, potential conflict or apparent conflict are expected to recuse themselves from the discussion and the vote related to the matter.

Integrity and Conduct

Each director is expected to act with integrity and to adhere to the policies in the Company's Code of Business Conduct and Ethics and all other applicable Company policies (including but not limited to these Corporate Governance Guidelines and Principles). Any waiver of the requirements of the Code of Business Conduct and Ethics for any director must be approved by the Audit Committee and promptly disclosed as required by applicable law.

Confidentiality

Each director has an obligation to keep confidential all non-public information that he or she receives in connection with serving on the Board. Directors may not use such information for personal benefit or the benefit of persons or entities outside the Company nor may they disclose this information for any purpose without express permission. Confidential information includes, but is not limited to, information regarding the strategy, business, finances and operations of the Company (or any of the Company's suppliers, customers or other constituents), minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company. The proceedings and deliberations of the Board and its committees are also confidential non-public information and are subject to strict protection.

II. BOARD INDEPENDENCE

In making independence determinations, the Board observes all applicable requirements, including the corporate governance listing established by the New York Stock Exchange (the “NYSE”). In addition, to be considered independent under these Corporate Governance Guidelines and Principles, the Board must determine under applicable NYSE listing standards that a director does not have any direct or indirect “material” relationship with the Company (either directly or as a partner, controlling shareholder or executive officer of an organization that has a material relationship with the Company). The Board will carefully consider all relevant facts and circumstances in making an independence determination.

III. BOARD LEADERSHIP

The Board may elect a Chairman, who shall preside over meetings of the board of directors when present. The Board does not have a fixed policy regarding the separation of the offices of Chairman and Chief Executive Officer and believes that it should maintain the flexibility to select the Chairman and its leadership structure, from time to time, based on the criteria that it deems to be in the best interests of the Company and its shareholders. Currently, the positions of Chairman and Chief Executive Officer are served by different individuals. When the Chairman and the Chief Executive Officer is the same person, the board of directors will appoint a lead independent director with such duties and responsibilities as assigned by the board of directors.

IV. EXECUTIVE SESSIONS

The non-management directors meet regularly without members of management present in executive session and as otherwise determined by such directors. The executive sessions have such agendas and procedures as are determined by the non-management directors. The Board Chairman convenes and presides at such executive sessions. Authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board. In addition, the Board’s independent directors meet not less frequently than once per year under similar protocols with the Chairman of the Audit Committee convening and presiding at such executive sessions.

V. EVALUATION OF THE CHIEF EXECUTIVE OFFICER

The Board has delegated to the Compensation Committee the task of evaluating the Chief Executive Officer annually and reporting its recommendations to the Board. The Chairman of the Compensation Committee shall communicate the Board’s conclusions to the Chief Executive Officer.

VI. MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING

The Compensation Committee periodically reviews management development and succession plans with respect to senior management positions, and engages the Chief Executive Officer in such discussions as appropriate. The Board considers from time to time as appropriate potential successors to the Chief Executive Officer in the event of his or her resignation, retirement or disability.

VII. DIRECTOR NOMINATION, QUALIFICATION AND ELECTION

Selection of Board Nominees

Each year, the Board proposes a slate of director nominees to shareholders for election at the Annual Meeting of Shareholders. Shareholders may also nominate directors, as described below. The Board has

delegated the process of screening potential director candidates to the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of experience (for example, in relation to finance and accounting, international operations, strategy, risk, technical expertise, policy-making, etc.).

The Nominating and Corporate Governance Committee values the input of shareholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board candidates submitted by shareholders using substantially the same criteria it applies to recommendations from the Committee, directors and members of management. Shareholders may submit recommendations by providing the person's name and appropriate background and biographical information in writing to the Committee at: Company Secretary, One AMC Way, 11500 Ash Street, Leawood, Kansas 66211 or by emailing: kconnor@amctheatres.com.

Invitations to serve as a nominee are extended by the Board itself via the Chairman and the Chairman of the Nominating and Corporate Governance Committee.

The Board believes that the Board needs to periodically refresh its membership to ensure that board composition remains relevant to the Company's direction. The Board may renominate a director, based on the recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee formally reviews the performance of each director in determining whether to renominate directors for election.

Commitment and Limits on Other Activities

Directors must be prepared to devote the time required to prepare for and attend Board meetings, and fulfill their responsibilities effectively. Because of the time commitment associated with board service, directors are expected to limit the number of other boards (excluding non-profits) on which they serve to between two (2) and six (6), with the lower limit applying to directors who are engaged full-time in another business. Directors are asked to advise the Chairman of the Board, the Chairman of the Nominating and Corporate Governance Committee and the General Counsel in advance of accepting an invitation to serve on another board.

Change of Job or Other Significant Events

When a director's principal occupation or business association changes from the position such director held when originally invited to join the Board, the director shall promptly notify the Chairman of the Nominating and Corporate Governance Committee. The Committee shall review whether it would be appropriate for the director to continue serving on the Board and make a recommendation to the Board. Directors are also expected to inform the Chairman of the Nominating and Corporate Governance Committee of other events that could reasonably be perceived to be relevant to consideration about ongoing independence.

VIII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board has delegated to the Nominating and Corporate Governance Committee the task of designing, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities. The Nominating and Corporate Governance Committee also explores and makes available education and development opportunities for directors, from time to time.

In addition to education and development programs that are specifically tailored for the Board, all directors are encouraged to attend director development programs and conferences that relate to director duties or other corporate governance topics or to other topics relevant to the work of the Board. Each director will be reimbursed for the cost of one such program per year (and reasonable travel and hotel expenses associated with attending such program) selected from among a list pre-approved by the Nominating and Corporate Governance Committee, or upon advance approval by the Committee to be reimbursed for attending a program not on the list.

IX. BOARD AGENDA, MATERIALS, INFORMATION AND PRESENTATIONS

The Chairman, with input from senior members of management, establishes the agenda for each Board meeting. A schedule of Board meetings and agenda subjects to be discussed for the ensuing year is issued at the beginning of each year (to the degree these can be foreseen), and specific agenda items will be determined prior to each Board and committee meeting. Each director is encouraged to suggest to the Chairman item(s) for the agenda or additional information to be provided to directors.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally five (5) to seven (7) days before the Board meets, although this is not a strict standard so as to allow for unusual circumstances. Management is expected to provide material that is concise, yet appropriately detailed for the circumstances.

Presentations on specific subjects are forwarded to the directors in advance so that directors may prepare and Board meeting time may be used primarily for discussion rather than information exchange. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

X. DIRECTOR ACCESS TO SENIOR MANAGERS AND INDEPENDENT ADVISERS

The Board and its committees retain independent advisers to assist them in carrying out their activities when and as needed, and the Company provides adequate resources to compensate such advisers. Directors have complete access to senior management and to Board and committee advisers. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board expects that certain senior managers will be invited to attend portions of Board meetings. Should the Chairman and Chief Executive Officer wish to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) have future potential such that management believes the Board should have greater exposure to the individual.

XI. BOARD COMMUNICATION WITH SHAREHOLDERS AND OTHERS/ ANNUAL MEETINGS

Management, and, in particular, the Chief Executive Officer, speaks for the Company with shareholders, investors, employees, customers, suppliers, the press and others. In circumstances when it is appropriate for the Board to communicate separately from the Company's management, the Chairman speaks for the Board, although there may be circumstances when another director, such as a committee chair, may be asked to participate and even lead the communication effort. Directors are expected to take special care in all communications concerning the Company, in light of strict confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

The Board believes that effective communications with the Company's shareholders are important, and has established means for the Company's shareholders and other interested parties to contact the Board and its committees. Information regarding how to contact the Board and its committees is included below in Section XVI and is posted on the Company's website.

In order to build constructive, informed relationships with shareholders, and encourage transparency and accountability, directors may be available to participate in discussions with shareholders from time to time, as appropriate.

All directors should attend the Annual Meeting of Shareholders absent unusual circumstances. The Company discloses director attendance at the Annual Meeting in the Company's next proxy statement.

XII. STANDING BOARD COMMITTEES

The Board currently has three committees: Audit, Compensation and Nominating and Corporate Governance. Each committee has its own charter, which sets forth the responsibilities of each committee, the qualifications of its members and the procedures of the committee. Each committee will conduct a self-assessment annually. Subject to applicable regulations and listing rule requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Nominating and Corporate Governance Committee recommends, after consultation with the Chairman and Chief Executive Officer, and with consideration of the views, experiences and characteristics of individual directors, the appointment of directors to various committees and the appointment of committee chairmen, for Board approval.

XIII. DIRECTOR COMPENSATION

The Compensation Committee recommends to the Board for approval general principles for determining the form and amount of director compensation and subject to such principles, evaluates annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

XIV. ANNUAL BOARD AND COMMITTEE PERFORMANCE EVALUATIONS

The Board conducts an annual self-evaluation of its performance and the performance of its committees and individual directors. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for such evaluations and oversees its execution.

XV. COMMUNICATING WITH THE BOARD

Shareholders or interested parties are invited to communicate to the Board, the Chairman, non-management and independent directors, or Board committees by writing to: Company Secretary, One AMC Way, 11500 Ash Street, Leawood, Kansas 66211 or by emailing: kconnor@amctheatres.com. Shareholders and interested parties should indicate that their correspondence is intended to be communicated to the Board.

The Chairman ensures that the views of the shareholders are communicated to the Board as a whole.

XVI. CORPORATE GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee reviews these Corporate Governance Guidelines and Principles periodically and recommends amendments to the Board as necessary.

These Corporate Governance Guidelines and Principles are posted on the Company's website.

These Corporate Governance Guidelines and Principles were adopted by the Board on November 26, 2013.