
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **October 31, 2016**

AMC Entertainment Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33892
(Commission File Number)

26-0303916
(IRS Employer
Identification Number)

One AMC Way
11500 Ash Street, Leawood, KS
(Address of Principal Executive Offices)

66211
(Zip Code)

Registrant's telephone number, including area code: **(913) 213-2000**

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On October 31, 2016, AMC Entertainment Holdings, Inc. ("AMC") and Carmike Cinemas, Inc. ("Carmike") mailed to registered holders of Carmike common stock an election form and letter of transmittal (the "Common Stock Election Form") together with a cover letter for the Common Stock Election Form and other related transmittal material, to be used by registered holders to make elections with respect to the form of merger consideration to be issued in respect of such shares in connection with the Amended and Restated Agreement and Plan of Merger, dated July 24, 2016 (the "Merger Agreement"), by and among Carmike, AMC and Congress Merger Subsidiary, Inc., a wholly owned subsidiary of AMC ("Merger Sub"), pursuant to which Merger Sub will merge with and into Carmike (the "Merger"). A copy of the proxy statement/prospectus dated October 11, 2016 and first mailed to Carmike stockholders on or about October 13, 2016, accompanied the Common Stock Election Form mailed to registered holders of Carmike common stock and will accompany the equity award election form (the "Equity Award Election Form") to be mailed to holders of Carmike ESPP shares and Carmike equity awards. In addition, on or around November 2, 2016 AMC and Carmike intend to mail to holders of shares of Carmike common stock purchased through the Carmike ESPP and/or held in a Carmike managed brokerage account and holders of Carmike equity awards denominated in Carmike common stock granted under certain Carmike stock plans, an Equity Award Election Form and letter of transmittal, together with related transmittal material, to be used by such holders to make elections with respect to the form of merger consideration to be issued in respect of such shares and awards in connection with the Merger Agreement. All elections are subject to proration provisions in the Merger Agreement, which are designed to ensure that, on an aggregate basis, 70% of the outstanding shares of Carmike common stock will be converted into cash and 30% of the outstanding shares of Carmike common stock will be converted into AMC Class A common stock. Therefore, there is no assurance that Carmike stockholders will receive their election choices.

To be effective, the Common Stock Election Form must be received by Computershare, the exchange agent, no later than 5:00 p.m., Eastern Daylight Time, on the fifth business day prior to the closing of the Merger, unless extended (the "Common Stock Election Deadline") and the Equity Award Election Form must be received by Computershare no later than 5:00 p.m., Eastern Daylight Time, on the eighth business day prior to the closing of the Merger, unless extended (the "Equity Award Election Deadline," and together with the Common Stock Election Deadline, the "Election Deadlines"). The Common Stock Election Deadline could be as early as November 30, 2016

and the Equity Award Election Deadline could be as early as November 25, 2016, although the Election Deadlines are based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as contemplated by the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. AMC and Carmike will publicly announce the Election Deadlines and any extensions thereof in a press release, on their websites and in a filing with the SEC.

A copy of the cover letter distributed with the Common Stock Election Form, the form of the Common Stock Election Form and the form of the Equity Award Election Form are attached hereto as Exhibit 99.1, Exhibit 99.2 and Exhibit 99.3, respectively, and are incorporated herein by reference.

Important Additional Information Regarding the Merger

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the Merger. In connection with the Merger, a Registration Statement on Form S-4 (the "Registration Statement") has been filed with the SEC containing a prospectus with respect to the AMC Class A common stock to be issued in the Merger and a proxy statement of Carmike in connection with the reconvened special meeting of Carmike stockholders (the "Proxy Statement/Prospectus"). The proxy statement of Carmike contained in the Proxy Statement/Prospectus replaces the definitive proxy statement which Carmike previously filed with the SEC on May 23, 2016 and mailed to its stockholders on or about May 25, 2016. Each of AMC and Carmike intends to file other documents with the SEC regarding the Merger. The definitive Proxy Statement/Prospectus was mailed to stockholders of Carmike on or about October 13, 2016 and contains important information about the Merger and related matters.

BEFORE MAKING ANY INVESTMENT OR VOTING DECISION, CARMIKE'S STOCKHOLDERS ARE URGED TO READ CAREFULLY THE DEFINITIVE PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT AMC OR CARMIKE HAS FILED OR MAY FILE WITH THE SEC IN CONNECTION WITH THE MERGER, OR WHICH ARE INCORPORATED BY REFERENCE IN THE

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DEFINITIVE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER.

Carmike's stockholders may obtain, free of charge, copies of the definitive Proxy Statement/Prospectus and Registration Statement and other relevant documents filed by AMC and Carmike with the SEC, at the SEC's website at www.sec.gov. In addition, Carmike's stockholders may obtain free copies of the Proxy Statement/Prospectus and other relevant documents filed by Carmike with the SEC from Carmike's website at <http://www.carmikeinvestors.com>.

This Current Report on Form 8-K does not constitute an offer to buy or exchange, or the solicitation of an offer to sell or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Current Report on Form 8-K is not a substitute for any prospectus, proxy statement or any other document that AMC or Carmike may file with the SEC in connection with the Merger.

Participants in the Solicitation

This Current Report on Form 8-K does not constitute a solicitation of a proxy from any stockholder with respect to the Merger. However, each of AMC, Carmike and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Carmike's stockholders with respect to the Merger. More detailed information regarding the identity of these potential participants, and any direct or indirect interests they may have in the Merger, by security holdings or otherwise, is set forth in the Proxy Statement/Prospectus. Additional information concerning AMC's directors and executive officers is set forth in the definitive proxy statement filed by AMC with the SEC on March 15, 2016 and in the Annual Report on Form 10-K filed by AMC with the SEC on March 8, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from the investor relations section of AMC's website at amctheatres.com. Additional information concerning Carmike's directors and executive officers and their ownership of Carmike common stock is set forth in the proxy statement for Carmike's most recent annual meeting of stockholders, which was filed with the SEC on April 15, 2016 and in the Annual Report on Form 10-K filed by Carmike with the SEC on February 29, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from Carmike's website at <http://www.carmikeinvestors.com>.

Disclosure Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about AMC's beliefs, expectations and future performance, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words, "believes," "expects," "anticipates," "plans," "estimates," "seeks" or similar expressions. Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on beliefs and assumptions of AMC's management, which in turn are based on currently available information. The forward-looking statements also involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond AMC's ability to control or predict. Important factors that could cause actual results to differ materially from those contained in any forward-looking statement include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the inability to complete the Merger due to the failure to obtain Carmike stockholder or regulatory approval for the Merger or the failure to satisfy other conditions of the Merger within the proposed timeframe or at all; disruption in key business activities or any impact on AMC's relationships with third parties as a result of the announcement of the Merger; the failure to obtain the necessary financing arrangements as set forth in the debt commitment letters delivered pursuant to the Merger Agreement, or the failure of the Merger to close for any other reason; risks related to disruption of management's attention from AMC's ongoing business operations due to the Merger; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted against AMC and others relating to the Merger Agreement; the risk that the pendency of the Merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the pendency of the Merger; the amount of the costs, fees, expenses and charges related to the Merger; adverse regulatory decisions; unanticipated changes in the markets for AMC's business segments; general economic conditions in AMC's regional and national markets; AMC's ability to

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comply with covenants contained in the agreements governing AMC's indebtedness; AMC's ability to operate at expected levels of cash flow; financial market conditions including, but not limited to, changes in interest rates and the availability and cost of capital; AMC's ability to meet its contractual obligations, including all outstanding financing commitments; the availability of suitable motion pictures for exhibition in AMC's markets; competition in AMC's markets; competition with other forms of entertainment; the effect of AMC's leverage on its financial condition; prices and availability of operating supplies; the impact of continued cost control procedures on operating results; the impact of asset impairments; the impact of terrorist acts; changes in tax laws, regulations and rates; and financial, legal, tax, regulatory, legislative or accounting changes or actions that may affect the overall performance of AMC's business.

Consider these factors carefully in evaluating the forward-looking statements. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in AMC's reports filed with the SEC, including Forms 10-K, Forms 10-Q and 8-K. Readers are cautioned not to place undue reliance on the forward-looking statements included in this Current Report on Form 8-K, which speak only as of the date hereof. AMC does not undertake to update any of these statements in light of new information or future events, except as required by applicable law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1	Cover Letter for the Common Stock Election Form
Exhibit 99.2	Form of Election and Letter of Transmittal for holders of Carmike Cinemas, Inc. common stock
Exhibit 99.3	Form of Election and Letter of Transmittal for holders of Carmike Cinemas, Inc. equity awards

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SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMC ENTERTAINMENT HOLDINGS, INC.

Date: October 31, 2016

By: /s/ Craig R. Ramsey
Craig R. Ramsey
Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Cover Letter for the Common Stock Election Form
Exhibit 99.2	Form of Election and Letter of Transmittal for holders of Carmike Cinemas, Inc. common stock
Exhibit 99.3	Form of Election and Letter of Transmittal for holders of Carmike Cinemas, Inc. equity awards

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To: Common Stockholders of Carmike Cinemas, Inc.

Subject: Election Form and Letter of Transmittal for the Merger between Carmike Cinemas, Inc. ("Carmike") and AMC Entertainment Holdings, Inc. ("AMC")

Pursuant to that certain Amended and Restated Agreement and Plan of Merger, dated July 24, 2016 (the "Merger Agreement"), by and among Carmike, AMC, and Congress Merger Subsidiary, Inc., a wholly owned subsidiary of AMC ("Merger Sub"), AMC has agreed to acquire Carmike through a merger of Merger Sub with and into Carmike (the "Merger"), subject to certain closing conditions, including the receipt of stockholder and other regulatory approvals. We are sending you the enclosed Common Stock Election Form and Letter of Transmittal (the "Election Form") for your use in making an election as to how you would like to be paid for the shares of Carmike common stock that you hold as of the effective time of the Merger. For each share of Carmike common stock that you own, you may elect to receive either (i) 1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares) or (ii) an amount in cash equal to \$33.06. You may also decide not to make an election with respect to the form of merger consideration you will receive.

Carmike is holding a reconvened special meeting of stockholders on November 15, 2016 (the "Reconvened Special Meeting") for its stockholders to vote on a proposal to adopt the Merger Agreement and approve the Merger. AMC and Computershare Inc., the exchange agent (the "Exchange Agent"), are sending you the Election Form in advance of the Reconvened Special Meeting in order to assure your timely return of the Election Form. If the closing conditions are not satisfied, including because Carmike stockholders do not approve the Merger Agreement or if required regulatory approvals are not obtained, the Election Form will not be given effect and you will continue to own your shares of Carmike common stock as you currently own them and any certificates for Carmike common stock will be returned to you.

It is important that you respond to the enclosed Election Form and indicate your preference as to the type of payment you wish to receive should Carmike stockholders approve the Merger and the Merger closes. Any election you make will be subject to pro-rata allocation adjustments contemplated by the Merger Agreement. You should refer to the Merger Agreement in case you have any questions about the pro rata allocation procedures that the Exchange Agent will follow in making any adjustments to the elections you make on your Election Form. You should have already received a copy of the Merger Agreement that was attached to the proxy statement/prospectus in connection with the Merger (the "Proxy Statement/Prospectus") mailed to you on October 13, 2016. A copy of the Proxy Statement/Prospectus also is included with this Election Form. **If you do not mark one of the election boxes on the Election Form, you will be deemed a "Non-Electing Stockholder" and will be entitled to receive stock consideration and cash consideration as determined in accordance with the allocation and proration procedures set forth in the Merger Agreement.**

KCP-4756968-4

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To be effective, this Election Form must be received by the Exchange Agent, by no later than 5:00 p.m., Eastern Daylight Time on the fifth business day prior to the closing of the Merger, unless extended (the "Election Deadline"). AMC and Carmike will publicly announce Election Deadline and any extensions thereof in a press release, on their websites and in a filing with the Securities and Exchange Commission (the "SEC"). The Election Deadline could be as early as November 30, 2016, although the Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as provided for in the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received.

If you have any questions regarding the instructions in this letter or in the Election Form or Letter of Transmittal or need additional copies of such documents, please contact Georgeson Inc. in its capacity as the Information Agent at 866-695-6078 as soon as possible and they will assist you in properly completing the Election Form. Nevertheless, please carefully follow the instructions in the Election Form and return a properly completed Election Form by the Election Deadline in order for your election to be valid. In any event, your common stock certificates together with a properly completed Election Form must be surrendered before you can receive the consideration payable to you under the Merger Agreement.

If delivering by U.S. mail:
Computershare Trust Company,
N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

If delivering by courier:
Computershare Trust Company,
N.A.
c/o Voluntary Corporation
Actions
250 Royall Street, Suite V
Canton, MA 02021

Important Additional Information Regarding the Merger

This communication may be deemed to be solicitation material in respect of the Merger. In connection with the Merger, a Registration Statement on Form S-4 (the "Registration Statement") has been filed with the SEC containing a prospectus with respect to the AMC Class A common stock to be issued in the Merger and a proxy statement of Carmike in connection with the Reconvened Special Meeting. The proxy statement of Carmike contained in the Proxy Statement/Prospectus replaces the definitive proxy statement which Carmike previously filed with the SEC on May 23, 2016 and mailed to its stockholders on or about May 25, 2016. Each of AMC and Carmike intends to file other documents with the SEC regarding the Merger. The definitive Proxy Statement/Prospectus was mailed to stockholders of Carmike on or about October 13, 2016 and contains important information about the Merger and related matters.

BEFORE MAKING ANY INVESTMENT OR VOTING DECISION, CARMIKE'S STOCKHOLDERS ARE URGED TO READ CAREFULLY THE DEFINITIVE PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT AMC OR CARMIKE HAS FILED OR MAY FILE WITH

THE SEC IN CONNECTION WITH THE PROPOSED MERGER, OR WHICH ARE INCORPORATED BY REFERENCE IN THE DEFINITIVE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.

Carmike's stockholders may obtain, free of charge, copies of the definitive Proxy Statement/Prospectus and Registration Statement and other relevant documents filed by AMC and Carmike with the SEC, at the SEC's website at www.sec.gov. In addition, Carmike's stockholders may obtain free copies of the Proxy Statement/Prospectus and other relevant documents filed by Carmike with the SEC from Carmike's website at <http://www.carmikeinvestors.com>.

This communication does not constitute an offer to buy or exchange, or the solicitation of an offer to sell or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication is not a substitute for any prospectus, proxy statement or any other document that AMC or Carmike may file with the SEC in connection with the Merger.

Participants in the Solicitation

This communication does not constitute a solicitation of a proxy from any stockholder with respect to the Merger. However, each of AMC, Carmike and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Carmike's stockholders with respect to the Merger. More detailed information regarding the identity of these potential participants, and any direct or indirect interests they may have in the Merger, by security holdings or otherwise, is set forth in the Proxy Statement/Prospectus. Additional information concerning AMC's directors and executive officers is set forth in the definitive proxy statement filed by AMC with the SEC on March 15, 2016 and in the Annual Report on Form 10-K filed by AMC with the SEC on March 8, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from the investor relations section of AMC's website at amctheatres.com. Additional information concerning Carmike's directors and executive officers and their ownership of Carmike common stock is set forth in the proxy statement for Carmike's most recent annual meeting of stockholders, which was filed with the SEC on April 15, 2016 and in the Annual Report on Form 10-K filed by Carmike with the SEC on February 29, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from Carmike's website at <http://www.carmikeinvestors.com>.

Disclosure Regarding Forward-Looking Statements

This letter and the accompanying materials contain forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about AMC's and Carmike's beliefs, expectations and future performance, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words, "believes," "expects," "anticipates," "plans," "estimates," "seeks" or similar expressions. Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on beliefs and assumptions of AMC's and Carmike's management, which in turn are based on currently available information. The forward-looking statements also involve risks and uncertainties, which could cause actual results

to differ materially from those contained in any forward-looking statement. Many of these factors are beyond AMC's or Carmike's ability to control or predict. Important factors that could cause actual results to differ materially from those contained in any forward-looking statement include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the inability to complete the Merger due to the failure to obtain Carmike stockholder or regulatory approval for the Merger or the failure to satisfy other conditions of the Merger within the proposed timeframe or at all; disruption in key business activities or any impact on AMC's or Carmike's relationships with third parties as a result of the announcement of the Merger; the failure to obtain the necessary financing arrangements as set forth in the debt commitment letters delivered pursuant to the Merger Agreement, or the failure of the Merger to close for any other reason; risks related to disruption of management's attention from AMC's or Carmike's ongoing business operations due to the Merger; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted against AMC or Carmike and others relating to the Merger Agreement; the risk that the pendency of the Merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the pendency of the Merger; the amount of the costs, fees, expenses and charges related to the Merger; adverse regulatory decisions; unanticipated changes in the markets for AMC's or Carmike's business segments; general economic conditions in AMC's or Carmike's regional and national markets; AMC's or Carmike's ability to comply with covenants contained in the agreements governing indebtedness; AMC's or Carmike's ability to operate at expected levels of cash flow; financial market conditions including, but not limited to, changes in interest rates and the availability and cost of capital; AMC's or Carmike's ability to meet its contractual obligations, including all outstanding financing commitments; the availability of suitable motion pictures for exhibition in AMC's or Carmike's markets; competition in AMC's or Carmike's markets; competition with other forms of entertainment; the effect of AMC's or Carmike's leverage on its financial condition; prices and availability of operating supplies; the impact of continued cost control procedures on operating results; the impact of asset impairments; the impact of terrorist acts; changes in tax laws, regulations and rates; and financial, legal, tax, regulatory, legislative or accounting changes or actions that may affect the overall performance of AMC's or Carmike's business.

Consider these factors carefully in evaluating the forward-looking statements. Additional factors that may cause results to differ materially from those described in the forward-looking statements are set forth in AMC's and Carmike's reports filed with the SEC, including Forms 10-K, Forms 10-Q and 8-K. Readers are cautioned not to place undue reliance on the forward-looking statements which speak only as of the date hereof. Neither AMC nor Carmike undertakes to update any of these statements in light of new information or future events, except as required by applicable law.



Computershare Trust Company, N.A.
 P.O. Box 43011
 Providence Rhode Island 02940-3011
www.computershare.com/investor

**TIME SENSITIVE INFORMATION. YOUR IMMEDIATE ATTENTION IS NECESSARY. PLEASE COMPLETE AND RETURN PROMPTLY IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS.
 ELECTION FORM AND LETTER OF TRANSMITTAL**

To accompany certificates, if any, of common stock, par value \$0.03 per share, of Carmike Cinemas, Inc.

This Common Stock Election Form and Letter of Transmittal (the "Election Form") is being delivered in connection with the Amended and Restated Agreement and Plan of Merger, dated July 24, 2016 (the "Merger Agreement"), by and among Carmike Cinemas, Inc. ("Carmike"), AMC Entertainment Holdings, Inc. ("AMC") and Congress Merger Subsidiary, Inc., a wholly owned subsidiary of AMC ("Merger Sub"), pursuant to which Merger Sub will merge with and into Carmike (the "Merger"). This Election Form permits you to make an election as to the type of consideration (cash and/or AMC Class A common stock) that you wish to receive in connection with the Merger. This Election Form may be used to make an election with respect to shares of Carmike common stock that you hold, as listed below. You may receive additional Election Forms with respect to shares of Carmike common stock held by you in another name or in another name or with respect to equity awards you hold (if any). To be effective, this Election Form must be received by Computershare, the Exchange Agent, by no later than 5:00 p.m., Eastern Daylight Time on the 15th business day prior to the closing of the merger, unless extended (the "Election Deadline"). The Election Deadline could be as early as November 30, although the Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as provided for in the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. With respect to certificated shares, this Election Form must be received by Computershare together with the certificate(s) representing all shares of Carmike common stock to which this Election Form relates. Any shares held beneficially, including through The Depository Trust Company, must be submitted by your broker, bank or other nominee. AMC and Carmike will publicly announce the Election Deadline and any extensions of the Election Deadline in a press release, on their websites and in a filing with the SEC.

Your Carmike Stock Certificates:

Please locate and surrender the listed certificates.

Certificate Numbers	Shares	Certificate Numbers	Shares
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Complete the box(es) on the next page to make an election. The undersigned understands and acknowledges that this election is subject to the terms, conditions and limitations set forth in the Merger Agreement and this Election Form. In particular, all elections are subject to proration provisions in the Merger Agreement, which are designed to ensure that, on an aggregate basis, 70% of the outstanding shares of Carmike common stock will be converted into cash and 30% of the outstanding shares of Carmike common stock will be converted into AMC Class A common stock par value \$0.01 per share. Therefore, there is no assurance that you will receive your election choices. The allocation of the consideration will be made in accordance with the allocation and proration procedures set forth in the Merger Agreement. Refer to the AMC Registration Statement on Form S-4 (Securities Act File No. 333-213802) for examples of the mechanics of these proration procedures.

If you fail to make a valid election for any reason, you will be deemed to have made a non-election and will have no control over the type of merger consideration that you receive with respect to your shares of Carmike Common Stock. The type of per share merger consideration a non-electing stockholder receives will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.

Important Additional Information Regarding the Merger

This election form may be deemed to be solicitation material in respect of the Merger. In connection with the Merger, a Registration Statement on Form S-4 (the "Registration Statement") has been filed with the Securities and Exchange Commission ("SEC") containing a prospectus with respect to the AMC common stock to be issued in the Merger and a proxy statement of Carmike in connection with the Merger (the "Proxy Statement/Prospectus"). The proxy statement of Carmike contained in the Proxy Statement/Prospectus replaces the definitive proxy statement which Carmike previously filed with the SEC on May 23, 2016 and mailed to its stockholders on or about May 25, 2016. Each of AMC and Carmike intends to file other documents with the SEC regarding the Merger. The definitive Proxy Statement/Prospectus was mailed to stockholders of Carmike on or about October 13, 2016 and contains important information about the Merger and related matters.

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Carmike's stockholders may obtain, free of charge, copies of the definitive Proxy Statement/Prospectus and Registration Statement and other relevant documents filed by AMC and Carmike with the SEC, at the SEC's website at www.sec.gov. In addition, Carmike's stockholders may obtain free copies of the Proxy Statement/Prospectus and other relevant documents filed by Carmike with the SEC from Carmike's website at <http://www.carmikeinvestors.com/>.

This communication does not constitute an offer to buy or exchange, or the solicitation of an offer to sell or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication is not a substitute for any prospectus, proxy statement or any other document that AMC or Carmike may file with the SEC in connection with the Merger.

A special meeting of Carmike's stockholders of record as of September 27, 2016 has been scheduled for November 15, 2016 for purposes of obtaining Carmike stockholders' approval of the Merger and the other transactions discussed in the Proxy Statement/Prospectus (the "Carmike Special Meeting"). Carmike has previously mailed to you, and you should have previously received, a separate package containing the definitive Proxy Statement/Prospectus (which includes a copy of the Merger Agreement as Annex A thereto) as well as a proxy card to vote your shares of Carmike common stock at the Carmike Special Meeting.

Participants in the Solicitation

This communication does not constitute a solicitation of a proxy from any stockholder with respect to the Merger. However, each of AMC, Carmike and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Carmike's stockholders with respect to the Merger. More detailed information regarding the identity of these potential participants, and any direct or indirect interests they may have in the Merger, by security holdings or otherwise, is set forth in the Proxy Statement/Prospectus. Additional information concerning AMC's directors and executive officers is set forth in the definitive proxy statement filed by AMC with the SEC on March 15, 2016 and in the Annual Report on Form 10-K filed by AMC with the SEC on March 8, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from the investor relations section of AMC's website at amctheatres.com. Additional information concerning Carmike's directors and executive officers and their ownership of Carmike common stock is set forth in the proxy statement for Carmike's most recent annual meeting of stockholders, which was filed with the SEC on April 15, 2016 and in the Annual Report on Form 10 K filed by Carmike with the SEC on February 29, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from Carmike's website at <http://www.carmikeinvestors.com/>.



ELECTION OPTIONS

I hereby elect to receive the following as consideration for my shares of Carmike common stock, subject to proration, as set forth in the Merger Agreement (Mark only ONE box):

ALL STOCK ELECTION (1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares) for EACH share of Carmike common stock (the "Stock Consideration"))

Mark this box to elect to make a stock election with respect to ALL of your shares of Carmike common stock.

ALL CASH ELECTION (cash having a value per share equal to \$33.06 for EACH share of Carmike common stock (the "Cash Consideration"))

Mark this box to elect to make a cash election with respect to ALL of your shares of Carmike common stock.

MIXED ELECTION (Stock Consideration for some of your shares of Carmike common stock and Cash Consideration for the remainder of your shares of Carmike common stock)

Mark this box to elect to make a stock election with respect to a portion of your Carmike common stock (1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares for each such share of Carmike common stock) and a cash election with respect to the remainder of your Carmike common stock (cash having a value of \$33.06 per share). Please fill in the blank to the right to designate the number of whole shares of Carmike common stock that you want converted into the right to receive **Stock Consideration**. If you designate a number of shares greater than the total number of shares listed on the first page of this Election Form, you will be deemed to have made an ALL STOCK ELECTION.

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NO ELECTION (No preference with respect to the receipt of AMC Class A common stock, cash or a combination of stock and cash)

Mark this box to make no election with respect to your shares of Carmike common stock.

You will be deemed to have made a "NO ELECTION" if:

- A. You fail to follow the instructions on the Election Form or otherwise fail to properly make an election;
- B. A properly completed Election Form together with your stock certificate(s), if any, or a properly completed Notice of Guaranteed Delivery, is not actually received by the Exchange Agent on or before the Election Deadline;
- C. You properly and timely revoke a prior election without making a new election; or
- D. You check the "No Election" box above.

IMPORTANT: Because AMC will pay a fixed amount of cash and issue a fixed number of shares of AMC Class A common stock as part of the consideration, the aggregate value of the consideration you receive may depend in part on the price per share on the NYSE of AMC Class A common stock at the time the merger is completed. In particular, if you receive Stock Consideration, the value of AMC Class A common stock cannot be determined until the date the Merger is completed. Therefore, the value of the consideration when received may be different than its estimated value at the time you make your election. The tax consequences of the Merger to you will depend on whether you receive AMC Class A common stock, cash, or a combination of both for your Carmike common stock. You should consult your personal tax advisor before making an election.

The undersigned represents and warrants that the undersigned has full power and authority to submit, sell, assign and transfer the above described shares of Carmike common stock and that when accepted for exchange by AMC, AMC will acquire good and unencumbered title thereto, free and clear of all liens, restrictions, charges and encumbrances. The undersigned irrevocably constitutes and appoints the Exchange Agent as the true and lawful agent and attorney-in-fact of the undersigned with full power of substitution to exchange shares of Carmike common stock, including any certificates representing such shares together with accompanying evidence of transfer and authenticity, for shares of AMC Class A common stock or cash, as set forth under "Election Procedures" in the Merger Agreement. Delivery of any enclosed certificate(s) shall be effected, and the risk of loss and title to such certificate(s) shall pass, only upon proper delivery thereof to the Exchange Agent. All authority herein conferred shall survive the death or incapacity of, and any obligation of the undersigned hereunder shall be binding on the heirs, personal representatives, successors and assigns of, the undersigned.

SIGNATURE(S) REQUIRED. Signature of Registered Holder(s) or Agent

Must be signed by the registered holder(s) EXACTLY as name(s) appear(s) on stock certificate(s) or the electronic book-entry account. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer for a corporation, or other person acting in a fiduciary or representative capacity, please set forth full title. See Instructions B.1 and B.2.

Signature of owner

Signature of co-owner, if any

Area Code/Phone Number

MEDALLION SIGNATURE(S) GUARANTEED (IF REQUIRED) See Instructions B.6 and B.7.

Required only if Special Payment and Delivery Form is completed.

Authorized Signature

Name of Firm

Address of Firm – Please Print

SPECIAL PAYMENT AND DELIVERY FORM

The consideration for your shares of Carmike common stock will be issued in the name and address provided on the Election Form unless instructions are given in the boxes below.

Special Payment and Issuance Instructions
(See Instructions B.1, B.2, and B.6)

To be completed ONLY if the consideration is to be issued in the name of someone other than the current registered holder(s) as stated on the front page of the Election Form.

Name(s): _____
(Please Print)

Address: _____

Telephone Number: _____

Special Delivery Instructions
(See Instruction B.2 and B.4)

To be completed ONLY if the consideration is to be delivered to someone other than the current registered holder(s) or delivered to an address that is different than the address listed on the front page of the Election Form.

Name(s): _____
(Please Print)

Address: _____

Telephone Number: _____

Also: Sign and provide your tax ID number on the Substitute Form W-9 provided herein or complete the appropriate Internal Revenue Service Form W-8, as applicable.

INSTRUCTIONS

A. Special Conditions

1. **Time in which to Make an Election.** To be effective, a properly completed Common Stock Election Form and Letter of Transmittal (an "Election Form") must be received by Computershare, the Exchange Agent, no later than 5:00 p.m., Eastern Daylight Time, on the fifth business day prior to the closing of the merger, unless extended (the "Election Deadline"). The Election Deadline could be as early as November 30, although the Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as provided for in the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. AMC and Carmike will publicly announce the Election Deadline and any extensions of the Election Deadline in a press release, on their websites and in a filing with the SEC. Holders of shares of Carmike common stock who hold such shares in certificated form must also include with their completed Election Form the certificate(s) representing all their shares of Carmike common stock to which the Election Form relates. Holders of shares of Carmike common stock who hold such shares in electronic, book-entry form do not need to include any certificate(s) and simply need to return the completed Election Form. Holders of Carmike common stock who do not properly and timely make an election as provided in the preceding sentences or who properly and timely revoke a prior election will be considered a Non-Electing Stockholder. See Instruction A.7 below. You understand and acknowledge that you will not receive the merger consideration unless and until the Merger is complete and the Exchange Agent has received from you all necessary documentation.
2. **Certificates and Shares held by the Exchange Agent.** The Election Form will indicate the number of shares you hold either in certificated form or in electronic, book-entry form.
3. **Election Options.** On page 3 of the Election Form, under "Election Options," indicate whether you would like to receive in exchange for your shares of Carmike common stock, (i) only shares of AMC Class A common stock, (ii) only cash, (iii) a combination of AMC Class A common stock and cash, or (iv) "No Election." Mark only one box. The Merger Agreement limits the amount of cash and the amount of AMC Class A common stock that can be issued in the Merger, and it thus may not be possible for all elections to be honored in full.
4. **Change or Revocation of Election.** A holder of shares of Carmike common stock who has made an election may at any time prior to the Election Deadline change such election by submitting to the Exchange Agent a revised Election Form, properly completed and signed, that is received by the Exchange Agent prior to the Election Deadline.
5. **Joint Forms of Election.** Holders of shares of Carmike common stock who make a joint election will be considered to be a single holder of such shares. An Election Form including such a joint election ("Joint Election Form") may be submitted only by persons submitting certificates registered in different forms of the same name (e.g., "John Smith" on one certificate and "J. Smith" on another) and by persons who may be considered to own each other's shares by reason of the ownership attribution rules contained in Section 318(a) of the Internal Revenue Code of 1986, as amended. If the Election Form is submitted as a Joint Election Form, each record holder of shares of Carmike common stock covered thereby must properly sign the Election Form in accordance with Instruction B.1, attaching additional sheets if necessary. The signatures of such holders will be deemed to constitute a certification that the persons submitting a Joint Election Form are eligible to do so.
6. **Forms of Election for Nominees.** Any record holder of shares of Carmike common stock who is a nominee may submit one or more Election Forms, indicating on the form or forms a combination of elections covering up to the aggregate number of shares of Carmike common stock owned by such record holder. However, upon the request of AMC, any such record holder will be required to certify to the satisfaction of AMC that such record holder holds such shares of Carmike common stock as nominee for the beneficial owners of such shares. Each beneficial owner for whom such an Election Form is so submitted will be treated as a separate stockholder of Carmike for purposes of allocation of AMC common stock and cash payments to be issued upon consummation of the Merger.
7. **Shares as to Which No Election is Made.** Holders of shares of Carmike common stock who mark the "No Election" box on the Election Form, or who fail to submit a properly completed Election Form together with any certificate(s) representing their shares of Carmike common stock by the Election Deadline, or who revoke their previously submitted Election Form and fail to submit a properly completed Election Form together with any certificate(s) representing their shares of Carmike common stock (each of the foregoing, a "Non-Electing Stockholder"), shall have their shares of Carmike common stock converted into the right to receive (i) 1.0819 of a share of AMC Class A common stock for each share of Carmike common stock, plus cash in lieu of any fractional shares, (ii) a per share cash payment of \$33.06 or (iii) a combination of cash and AMC Class A common stock. In addition, a holder who does not make an election for all of his or her shares will be deemed to be a Non-Electing Stockholder with respect to those shares for which an election is not made, and will be entitled to receive Stock Consideration and Cash Consideration as determined in accordance with the allocation and proration procedures set forth in the Merger Agreement. If you fail to make a valid election for any reason, you will be deemed to be a Non-Electing Stockholder and will have no control over the type of merger consideration that you receive with respect to your shares of Carmike Common Stock. The

type of per share merger consideration a Non-Electing Stockholder receives will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.

8. **Termination of Merger Agreement.** In the event of termination of the Merger Agreement, the Exchange Agent will promptly return certificates representing the Carmike common stock after being notified of such termination by AMC or Carmike. In such event, shares of Carmike common stock held through nominees are expected to be available for sale or transfer promptly following the termination of the Merger Agreement. Certificates representing shares of Carmike common stock held directly by Carmike stockholders will be returned by registered mail.
9. **Method of Delivery.** Your election materials may be sent to the Exchange Agent at one of the addresses provided below. Please ensure sufficient time so that the election materials are actually received by the Exchange Agent on or prior to the Election Deadline.

If delivering by U.S. mail:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

If delivering by courier:
Computershare Trust Company, N.A.
c/o Voluntary Corporation Actions
250 Royall Street, Suite V
Canton, MA 02021

By signing and delivering this Election Form and surrendering the certificate(s) of Carmike common stock herewith delivered to the Exchange Agent, the undersigned hereby forever waives any and all rights of appraisal and any dissenters' rights to which the undersigned may have been entitled pursuant to Section 262 of the Delaware General Corporation Law with respect to the transactions contemplated by the Merger Agreement and withdraws any and all written objections to the transactions contemplated thereby and/or demands for appraisal, if any, with respect to the shares of Carmike common stock.

Do not send your election materials to AMC, Carmike or Georgeson Inc. in its capacity as the Information Agent, because they will not be forwarded to the Exchange Agent, and your election will be invalid. The method of delivery is at the option and risk of the electing stockholder. Registered mail, appropriately insured, with return receipt requested, is suggested. Delivery shall be effected, and risk of loss and title will pass, only upon proper delivery of the certificate(s) to the Exchange Agent.

B. General

1. **Signatures.** The signature (or signatures, in the case of certificates owned by two or more joint holders of certificates for which a Joint Election Form is submitted) on the Election Form must correspond exactly with the name(s) as written on the face of the certificate(s) or book-entry account unless the shares of Carmike common stock described on this Election Form have been assigned by the registered holder(s), in which event the Election Form must be signed in exactly the same form as the name of the last transferee indicated on the transfer attached to or endorsed on the certificate(s) or book-entry account. If the Election Form is signed by a person other than the registered owner of the certificate(s) listed, the certificate(s) must be endorsed or accompanied by appropriate stock power(s), in either case signed by the registered owner(s) in the name(s) that appear on the certificate(s), and the signature(s) appearing on such endorsement(s) or stock power(s) and on the Election Form must be guaranteed by an Eligible Institution (as defined in B.6 below). If the Election Form is signed by a trustee, executor, administrator, guardian, officer of a corporation, attorney-in-fact or by any others acting in a representative or fiduciary capacity, the person signing, unless he or she is the registered owner, must give such person's full title in such capacity, and appropriate evidence of authority to act in such capacity must be forwarded to the Exchange Agent with the Election Form. The certificate(s) may be surrendered by a firm acting as agent for the registered holder(s) if such firm is a member of a registered National Securities Exchange or of the FINRA or is a commercial bank or trust company in the United States.
2. **Special Payment and Issuance Instructions.** If checks are to be payable or shares of AMC Class A common stock are to be issued to the order of or registered in other than exactly the name(s) that appears(s) on the Election Form, the signature(s) on the Election Form must be guaranteed by an Eligible Institution (defined in B.6 below), and any certificate(s) representing such shares must be accompanied by appropriate signed stock power(s), and the signature(s) appearing on such stock power(s) must also be guaranteed by an Eligible Institution (defined in B.6 below). Please also complete the SPECIAL PAYMENT AND DELIVERY FORM that is part of the Election Form.
3. **Stock Transfer Taxes.** It will be a condition to the issuance of any check or shares of Class A common stock in any name(s) other than the name(s) in which the shares of Carmike common stock is (are) registered that the person(s) requesting the issuance of such check or shares of AMC Class A common stock either pay to the Exchange Agent any transfer or other taxes required by reason of such issuance, or establish to the satisfaction of the Exchange Agent that such tax has been paid or is not applicable.
4. **Special Delivery Instructions.** If checks or certificates representing shares of AMC Class A common stock are to be delivered to someone other than the registered holder(s), or to the registered holder(s) at an address other than that appearing on the Election Form, please complete the Special Delivery Instructions box located on the SPECIAL PAYMENT AND DELIVERY FORM that is part of the Election Form.

5. **Lost Certificate.** If your certificate(s) representing shares of Carmike common stock has (have) been lost, stolen or destroyed, contact the Transfer Agent, American Stock Transfer prior to submitting the Election Form.
6. **Guarantee of Signatures.** No signature guarantee is required on this Election Form if (a)(i) the Election Form is signed by the registered holder(s) (including any participant in the book-entry transfer facility's systems whose name appears on a security position listing as the owner of such shares) of shares surrendered with this Election Form and (ii) such registered holder has not completed either the box entitled "Special Delivery Instructions" or the box entitled "Special Payment and Issuance Instructions" on the SPECIAL PAYMENT AND DELIVERY FORM; or (b) such shares are surrendered for the account of a firm that is a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents' Medallion Program (each, an "Eligible Institution"). In all other cases, all signatures must be guaranteed by an Eligible Institution.
7. **Book-entry Shares.** Your shares of Carmike common stock that have been issued through Carmike's direct registration service program, an electronic, book-entry system that records stock ownership in place of traditional stock certificates, still require you to complete and deliver the Election Form should you wish to participate in the election.
8. **Notice of Guaranteed Delivery.** If your Carmike stock certificate(s) cannot be delivered to the Exchange Agent by the Election Deadline or the procedure for book entry transfer to the Exchange Agent's account at The Depository Trust Company cannot be completed prior to the Election Deadline, you may still submit an election by properly completing and duly executing the enclosed Notice of Guaranteed Delivery and returning it, along with this Election Form, to the Exchange Agent prior to the Election Deadline.

FREQUENTLY ASKED QUESTIONS

1. Why have I been sent an Election Form and Letter of Transmittal?

This Election Form and Letter of Transmittal is being delivered in connection with the Amended and Restated Agreement and Plan of Merger, dated July 24, 2016 (the "Merger Agreement"), by and among Carmike Cinemas, Inc. ("Carmike"), AMC Entertainment Holdings, Inc. ("AMC") and Congress Merger Subsidiary, Inc., a wholly owned subsidiary of AMC ("Merger Sub"), pursuant to which Merger Sub will merge with and into Carmike (the "Merger").

You are receiving this Election Form and Letter of Transmittal because you own shares of Carmike common stock. This Election Form permits you to make an election as to the type of consideration (cash and/or AMC Class A common stock) that you wish to receive in connection with the Merger. This Election Form may be used to make an election with respect to shares of Carmike common stock that you hold, as listed on the first page of this Election Form.

At your election, you will have the right to receive the Cash Consideration, without interest or the Stock Consideration, less any applicable withholding taxes, for each share of Carmike common stock you own, subject to proration so that 70% of the total number of shares of Carmike common stock issued and outstanding at the effective time of the Merger (excluding any excluded shares) will be converted into cash and 30% of the Carmike shares will be converted into shares of AMC Class A common stock. AMC has filed a Registration Statement on Form S-4 (the "Registration Statement") with the Securities and Exchange Commission ("SEC") to register the shares of AMC common stock that will be issued to stockholders of Carmike in connection with the Merger. The Registration Statement includes the Proxy Statement/Prospectus regarding the Merger. A copy of the Proxy Statement/Prospectus is included with this Election Form. YOU ARE URGED TO READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (AND ANY OTHER DOCUMENTS FILED WITH THE SEC BY AMC OR CARMIKE OR INCORPORATED BY REFERENCE INTO THE PROXY STATEMENT/PROSPECTUS) BECAUSE SUCH DOCUMENTS CONTAIN IMPORTANT INFORMATION REGARDING THE MERGER. You may obtain free copies of the Proxy Statement/Prospectus and other relevant documents filed by AMC or Carmike with the SEC from the SEC's website at www.sec.gov, AMC's website at www.investor.amctheatres.com or Carmike's website at <http://www.carmikeinvestors.com/> or from the Information Agent.

Because elections are subject to proration as described below, you may receive some shares of AMC Class A common stock, rather than cash, even if you elected to receive cash with respect to all your shares of Carmike common stock (and vice versa).

2. What is the Election Form and Letter of Transmittal?

The Election Form and Letter of Transmittal does two things. First, it lets us know your preferred form of payment for your shares of Carmike common stock. Second, it allows you to surrender your share certificate(s) (if applicable) in order to receive payment for the shares of Carmike common stock that you own.

3. How do I complete the Election Form and Letter of Transmittal?

Instructions for completing the Election Form and Letter of Transmittal are set forth above.

When completed, please sign and date the Election Form and Letter of Transmittal and send it to the Exchange Agent in the enclosed envelope along with your share certificate(s) (if applicable) so that you can make your election as to the type of consideration that you wish to receive in connection with the Merger, or make no election with respect thereof. Please see Question 15 for important information concerning the transmittal of your Election Form and Letter of Transmittal to the Exchange Agent. Please note that if your shares are held jointly, signatures of both owners are required.

Consistent with the terms of the Merger Agreement, the Election Form and Letter of Transmittal authorizes the Exchange Agent to take all actions necessary to accomplish the delivery of the shares of AMC Class A common stock and/or cash in exchange for your shares of Carmike common stock.

Please return your share certificate(s) (if applicable) along with the Election Form and Letter of Transmittal in the enclosed envelope.

4. How do I make an election if my Carmike shares are held in "street name" by my bank, brokerage firm or other nominee?

If you hold your Carmike common stock in "street name" through a bank, brokerage firm or other nominee, referred to as a "nominee," you should instruct such nominee what election to make on your behalf by carefully following the instructions that you will receive from your nominee. An election will not be made on your behalf absent your instructions. You may be subject to an earlier deadline for making your election. Please contact your nominee with any questions.

5. What is the deadline for making an election?

To be effective, a properly Common stock completed Election Form and Letter of Transmittal (an "Election Form") must be received by Computershare, the Exchange Agent, no later than 5:00 p.m., Eastern Daylight Time, on the fifth business day prior to

the closing of the merger, unless extended (the "Election Deadline"). The Election Deadline could be as early as November 30, although the Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as provided for in the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. AMC and Carmike will publicly announce the Election Deadline and any extensions of the Election Deadline in a press release, on their websites and in a filing with the SEC. Holders of shares of Carmike common stock who hold such shares in certificated form must also include with their completed Election Form the certificate(s) representing all their shares of Carmike common stock to which the Election Form relates. Holders of shares of Carmike common stock who hold such shares in electronic, book-entry form do not need to include any certificate(s) and simply need to return the completed Election Form. Holders of Carmike common stock who do not properly and timely make an election as provided in the preceding sentences or who properly and timely revoke a prior election will be considered a Non-Electing Stockholder. See Instruction A.7 above. You understand and acknowledge that you will not receive the merger consideration unless and until the Merger is complete and the Exchange Agent has received from you all necessary documentation.

6. What if I do not send a form of election or it is not received?

If the Exchange Agent does not receive a properly completed Election Form and Letter of Transmittal from you at or prior to the Election Deadline (together with any stock certificates representing the shares of Carmike common stock covered by your election or a Notice of Guaranteed Delivery as described above), then you will be deemed to have made a non-election with respect to your shares of Carmike common stock. As such, the merger consideration you receive will depend on the extent to which the stock election is oversubscribed or undersubscribed, and you could receive all stock, all cash or a mix of stock and cash depending on the elections that are made. You bear the risk of proper and timely delivery of all the materials that you are required to submit to the exchange agent in order to properly make an election.

If you fail to make a valid election for any reason, you will be deemed to be a Non-Electing Stockholder and will have no control over the type of merger consideration that you receive with respect to your shares of Carmike Common Stock. The type of per share merger consideration a Non-Electing Stockholder receives will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.

7. What does it mean if I receive more than one set of election materials?

You may receive additional Election Forms with respect to shares of Carmike common stock held by you in another manner or in another name or with respect to equity awards you hold (if any). For example, you may own some shares directly as a stockholder of record and other shares through a broker or you may own shares through more than one broker. In these situations, you will receive multiple sets of election materials. You must complete, sign, date and return all of the Election Forms or follow the instructions for any alternative election procedure on each Election Form you receive in order to make an election for all of the shares you own. Each Election Form you receive comes with its own prepaid return envelope; make sure you return each Election Form in the return envelope that accompanies that Election Form.

8. Can I change my election after my Election Form and Letter of Transmittal has been submitted?

Yes. A holder of shares of Carmike common stock who has made an election may at any time prior to the Election Deadline change such election by submitting to the Exchange Agent a revised Election Form, properly completed and signed, that is received by the Exchange Agent prior to the Election Deadline.

9. Am I guaranteed to receive what I ask for on the Election Form?

No. Your election is subject to proration, adjustment and certain limitations as set forth in the Merger Agreement. If you make a stock election and the stock election is oversubscribed, then you will receive a portion of the merger consideration in cash. Similarly, if you make a cash election and the stock election is undersubscribed, then you will receive a portion of the merger consideration in AMC Class A common stock. Accordingly, you may not receive exactly the type of consideration that you elect to receive. You instead will receive a mix of stock and cash calculated based on (i) the number of Carmike common shares making each type of election and (ii) the requirement under the Merger Agreement that 70% of the total shares held by all Carmike stockholders are converted into cash and 30% of the total shares held by all Carmike stockholders are converted into shares of AMC Class A common stock.

Assuming that the total number of shares of Carmike common stock issued and outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if holders of 7,500,000 shares of Carmike common stock elect to receive the stock consideration and the holders of the remaining 17,500,000 shares of Carmike common stock elect to receive the cash consideration, then no proration will be necessary. Otherwise, the following examples illustrate the mechanics of proration if the shares of AMC Class A common stock are either oversubscribed or undersubscribed to ensure that in either case, 70% of the total number of shares Carmike common stock issued and outstanding at the effective time are converted into cash and 30% of the Carmike common shares will be converted into shares of AMC Class A common stock.

Oversubscription of Stock Election Example. Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if in connection with the Merger, Carmike stockholders elect to receive, in aggregate, stock consideration with respect to 9,000,000 shares of Carmike common stock and cash consideration with respect

to 16,000,000 shares of Carmike common stock, then (i) all holders of Carmike common stock electing to receive the cash consideration and all holders of Carmike common stock not making an election will have their shares converted into the right to receive the cash consideration and (ii) all holders of Carmike common stock electing to receive AMC Class A common stock will receive stock consideration with respect to a percentage of such shares determined by the fraction of $\frac{7,500,000}{9,000,000}$, or 83.33%, and will receive the cash consideration with respect to the remaining 16.67% of their shares of Carmike common stock.

Undersubscription of Stock Election Example. If in connection with the Merger, Carmike stockholders elect to receive stock consideration with respect to less than 30% of the outstanding shares of Carmike common stock, (i) all holders of Carmike common stock electing to receive stock consideration will have their shares converted into the right to receive the stock consideration and (ii) those Carmike stockholders who elected to receive cash consideration or who have made no election will be treated in the following manner, depending on whether the number of shares held by Carmike stockholders who have made no election is sufficient to make up the shortfall in the number of shares required to reach 30% of the total number of Carmike common stock outstanding:

(a) Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if in connection with the merger, Carmike stockholders elect to receive, in the aggregate, cash consideration with respect to 16,000,000 shares of Carmike common stock and stock consideration with respect to 1,000,000 shares of Carmike common stock, and Carmike stockholders fail to make an election or make a non-election with respect to 8,000,000 shares of Carmike common stock, then:

- all holders of Carmike common stock electing to receive the cash consideration will receive such cash consideration;
- all holders of Carmike common stock electing to receive the stock consideration will receive such stock consideration; and
- all holders of Carmike common stock failing to make an election or making a non-election will receive stock consideration with respect to a percentage of such shares determined by a fraction of $\frac{6,500,000}{8,000,000}$, or 81.25%, and will receive cash consideration with respect to the remaining 18.75% of their shares of Carmike common stock; and

(b) Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if in connection with the Merger, Carmike stockholders elect to receive, in the aggregate, cash consideration with respect to 18,000,000 shares of Carmike common stock and stock consideration with respect to 1,000,000 shares of Carmike common stock, and Carmike stockholders fail to make an election or make a non-election with respect to 6,000,000 shares of Carmike common stock, then:

- all holders of Carmike common stock failing to make an election or making a non-election will receive stock consideration;
- all holders of Carmike common stock electing to receive the stock consideration will receive such stock consideration; and
- all holders of Carmike common stock electing to receive the cash consideration will receive stock consideration with respect to such number of their shares determined by multiplying the number of shares for which such holder has elected to receive cash consideration by a fraction of $\frac{500,000}{18,000,000}$, or 2.78%, and will receive cash consideration with respect to the remaining 97.22% of their shares of Carmike common stock.

10. What happens if I am eligible to receive a fraction of a share of AMC Class A common stock as part of the merger consideration?

If the aggregate number of shares of AMC Class A common stock that you are entitled to receive as part of the merger consideration includes a fraction of a share of AMC Class A common stock, you will receive cash in lieu of that fractional share.

11. If the merger is completed, how will I receive the merger consideration for my shares?

If you are the record holder of your shares of Carmike common stock, after receiving the proper documentation from you and determining the proper allocations of cash and stock consideration to be paid or issued to Carmike stockholders, the Exchange Agent will forward to you a bank check for the cash to which you are entitled, less any adjustments required by the terms of the Merger Agreement and all applicable tax withholdings and, for any AMC Class A common stock to which you are entitled, the Exchange Agent will provide you with a Computershare account number, credit your account with the appropriate number of book-entry shares and mail you a Direct Registration Statement, in each case, shortly after closing. If your shares of Carmike common stock are held in "street name" by your bank, broker or other nominee, you will receive instructions from your bank, broker or other nominee as to how to submit a form of election and how to effect the surrender of your "street name" shares in order to receive the applicable consideration for those shares. Please contact your nominee for information on how you will receive the merger consideration.

12. What happens if I sell or transfer my shares of Carmike common stock after I have made an election?

If you are the record holder and you transfer your shares of Carmike common stock after you have properly made an election, such transfer will automatically revoke such prior election. If your shares of Carmike common stock are held through a bank, broker or other nominee, you must contact your broker to revoke your election and effect such transfer.

13. What if I cannot locate my share certificate(s)?

If your certificate(s) representing shares of Carmike common stock has (have) been lost, stolen or destroyed, contact the Transfer Agent, American Stock Transfer & Trust Company, LLC at 800-937-5449 prior to submitting the Election Form.

14. What are the tax consequences associated with each of the election options?

If you are a U.S. holder and your shares of Carmike common stock are converted into the right to receive the merger consideration, you will generally recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (i) the sum of the amount of any cash received, plus the fair market value (determined as of the closing date of the merger) of any shares of AMC Class A common stock received, with respect to such block of shares of Carmike common stock and (ii) your adjusted tax basis in such block of shares of Carmike common stock. The exchange of shares of Carmike common stock for cash and/or AMC Class A common stock pursuant to the merger will generally not result in a non-U.S. holder (as defined in "Proposal 1: Adoption of the Amended and Restated Merger Agreement—Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 100 of the Proxy Statement/Prospectus) being subject to U.S. federal income tax unless the non-U.S. holder has certain connections to the United States. You should read "Proposal 1: Adoption of the Amended and Restated Merger Agreement—Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 100 of the Proxy Statement/Prospectus for a more detailed discussion of the U.S. federal income tax consequences of the merger to U.S. holders and non-U.S. holders. You should also consult your tax advisor for a complete analysis of the particular tax consequences of the merger to you, including the applicability and effect of any U.S. federal, state and local and non-U.S. tax laws.

15. How should I send in my signed documents and share certificates?

Your election materials may be sent to the Exchange Agent at one of the addresses provided below. Please ensure sufficient time so that the election materials are actually received by the Exchange Agent on or prior to the Election Deadline.

If delivering by U.S. mail:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

If delivering by courier:
Computershare Trust Company, N.A.
c/o Voluntary Corporation Actions
250 Royall Street, Suite V
Canton, MA 02021

By signing and delivering this Election Form and surrendering the certificate(s) of Carmike common stock herewith delivered to the Exchange Agent, the undersigned hereby forever waives any and all rights of appraisal and any dissenters' rights to which the undersigned may have been entitled pursuant to Section 262 of the Delaware General Corporation Law with respect to the transactions contemplated by the Merger Agreement and withdraws any and all written objections to the transactions contemplated thereby and/or demands for appraisal, if any, with respect to the shares of Carmike common stock.

Do not send your election materials to AMC, Carmike or Georgeson Inc. in its capacity as the Information Agent, because they will not be forwarded to the Exchange Agent, and your election will be invalid. The method of delivery is at the option and risk of the electing stockholder. Registered mail, appropriately insured, with return receipt requested, is suggested. Delivery shall be effected, and risk of loss and title will pass, only upon proper delivery of the certificate(s) to the Exchange Agent.

16. Will there be any fees associated with the exchange of my shares for the merger consideration?

There will not be any fees associated with the exchange, except in certain limited circumstances, unless you need to replace lost, stolen or destroyed share certificate(s) or request a check or certificate representing shares of Carmike common stock in a name(s) other than your name.

17. How do I change my address on the Election Form and Letter of Transmittal?

Mark through any incorrect address information that is printed on the front of the Election Form and Letter of Transmittal. Clearly print the correct address in the area beside the printed information. If you would like to receive your payment at a different address from that imprinted on the front of the Election Form and Letter of Transmittal, please complete the Special Delivery Instructions box located on the SPECIAL PAYMENT AND DELIVERY FORM that is part of the Election Form.

18. What do I do if I want part or all of the merger consideration paid or issued to someone else?

If checks are to be payable or shares of AMC Class A common stock are to be issued to the order of or registered in other than exactly the name(s) that appears(s) on the Election Form, the signature(s) on the Election Form must be guaranteed by an Eligible Institution (defined in Instruction B.6 above), and any certificate(s) representing such shares must be accompanied by appropriate signed stock power(s), and the signature(s) appearing on such stock power(s) must also be guaranteed by an Eligible Institution. Please also complete the SPECIAL PAYMENT AND DELIVERY FORM that is part of the Election Form.

19. Who do I call if I have additional questions?

You may contact the Information Agent toll free at 866-695-6078.

**NOTICE OF GUARANTEED DELIVERY
OF
SHARES OF COMMON STOCK OF CARMIKE CINEMAS, INC.**

You have received an Election Form and Letter of Transmittal (the "Election Form") pursuant to which you may make an election with respect to the type of consideration you would like to receive in connection with the merger of Congress Merger Subsidiary, Inc., a Delaware corporation ("Merger Sub") and a wholly-owned subsidiary of the AMC Entertainment Holdings, Inc. ("AMC"), with and into Carmike Cinemas, Inc. ("Carmike") pursuant to that certain Amended and Restated Agreement and Plan of Merger, dated as of July 24, 2016 (the "Merger Agreement"), by and among Carmike, AMC, and Merger Sub.

This form, or one substantially similar hereto, must be submitted with a properly completed and duly executed Election Form in order to make a valid election if:

1. The certificate(s) for the shares of common stock of Carmike are not immediately available;
2. Time will not permit the Election Form and other required documents, if any, to be delivered to the Exchange Agent on or before the Election Deadline; or
3. The procedures for book-entry transfer cannot be completed on or before the Election Deadline.

This form and the Election Form must be received by the Exchange Agent before the Election Deadline, which could be as early as 5:00 p.m. Eastern Daylight Time on November 30, 2016, unless extended. AMC and Carmike will publicly announce the Election Deadline and any extensions of the Election Deadline in a press release, on their websites and in a filing with the SEC. The Election Deadline is based on the closing of the transactions contemplated by the Merger Agreement, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as provided for in the Merger Agreement. There can be no assurance as to the timing of the closing of the merger or as to whether the Merger Agreement will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received.

The Exchange Agent is:

Computershare Trust Company, N.A.

If delivering by U.S. mail:

Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

If delivering by courier:

Computershare Trust Company, N.A.
c/o Voluntary Corporation Actions
250 Royall Street, Suite V
Canton, MA 02021

Delivery of this form to an address other than as set forth above will not constitute a valid delivery.

This Notice of Guaranteed Delivery is not to be used to guarantee signatures, if a signature on the Election Form is required to be guaranteed by an eligible institution under the instructions thereto, such signature guarantee must appear in the applicable space provided on the Election Form.

If you have any questions regarding these materials, you should contact Georgeson Inc., the Information Agent, at (866) 695-6078.

02GKGF

The undersigned hereby surrenders to the Exchange Agent, upon the terms and subject to the conditions set forth in the Merger Agreement, the Proxy Statement/Prospectus, dated as of October 11, 2016, related thereto, and the related Election Form (including the instructions thereto), receipt of which are hereby acknowledged, the number of shares of Carmike common stock set forth below (the "Shares").

The undersigned hereby acknowledges that if the Shares are not delivered to the Exchange Agent by 5:00 p.m. Eastern Daylight Time on the third trading day after the Election Deadline, the election with respect to those Shares, as set forth on the undersigned's Election Form, will not be valid and the holders of such Shares will be deemed to be a Non-Electing Stockholder (as described in the Election Form).

ELECTION OPTIONS*

ALL STOCK ELECTION (1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares) for EACH share of Carmike common stock (the "Stock Consideration"))

Mark this box to elect to make a stock election with respect to **ALL** of your Carmike shares.

ALL CASH ELECTION (cash having a value per share equal to \$33.06 for EACH share of Carmike common stock (the "Cash Consideration"))

Mark this box to elect to make a cash election with respect to **ALL** of your Carmike shares

MIXED ELECTION (Stock Consideration for some of your shares of Carmike common stock and Cash Consideration for the remainder of your shares of Carmike common stock)

Mark this box to elect to make a mixed election with respect to **a portion** of your Carmike common stock (1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares for each such share of Carmike common stock and a cash election with respect to the remainder of your Carmike common stock (cash having a value of \$33.06 per share). Please fill in the blank below to designate the number of whole shares of Carmike common stock that you want converted into the right to receive Stock Consideration. If you designate a number of shares greater than the total number of shares listed on the first page of the Election Form, you will be deemed to have made an ALL STOCK ELECTION.

_____ Shares

*If this form and any Election Form are inconsistent, the Election Form will control.

Number of Shares Surrendered: _____

Certificate Number(s) (if available): _____

Check Box if Shares Will Be Delivered by Book-Entry Transfer

DTC Account Number: _____

Name(s) of Record Holder(s): _____

Address: _____

Telephone Number: () _____

Social Security Number or Employer Identification Number: _____

Dated: _____

Signature(s)

GUARANTEE

The undersigned, a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority, Inc., or a commercial bank or trust company having an office, branch or agency in the United States, hereby guarantees to deliver to the Exchange Agent certificates or book-entry shares representing the shares of Carmike common stock surrendered hereby, in proper form for transfer (or surrender shares pursuant to the procedure for book-entry transfer into the Exchange Agent's account at The Depository Trust Company), together with (i) a properly completed and duly executed Election Form (or facsimile thereof) with any required signature guarantees, and (ii) any other required document, by 5:00 p.m. Eastern Daylight Time on the third trading day after the Election Deadline.

Name of Firm: _____

(Authorized Signature)

Address: _____

Name: _____

Title: _____

Telephone Number: () _____

Dated: _____



Computershare Trust Company, N.A.
 PO Box 30170
 College Station, TX 77842-3170
 Within USA, US territories & Canada 800 962 4284
 Outside USA, US territories & Canada 781 575 3120
www.computershare.com/investor

**TIME SENSITIVE INFORMATION. YOUR IMMEDIATE ATTENTION IS NECESSARY. PLEASE COMPLETE AND RETURN PROMPTLY
 IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS.
 ELECTION FORM AND LETTER OF TRANSMITTAL**

This Equity Award Election Form and Letter of Transmittal (the "Election Form") is being delivered in connection with the Amended and Restated Agreement and Plan of Merger, dated July 24, 2016 (the "Merger Agreement"), by and among Carmike Cinemas, Inc. ("Carmike"), AMC Entertainment Holdings, Inc. ("AMC") and Congress Merger Subsidiary, Inc., a wholly owned subsidiary of AMC ("Merger Sub"), pursuant to which Merger Sub will merge with and into Carmike (the "Merger"). This Election Form permits you to make an election as to the type of consideration (cash and/or AMC Class A common stock) that you wish to receive in connection with the Merger with respect to your shares of Carmike common stock purchased through the Carmike ESPP and/or held in a Carmike managed brokerage account, stock options, Carmike restricted shares, Carmike restricted stock units and/or Carmike performance shares (in each case, as defined below) that you hold, as listed below. You may receive additional Election Forms with respect to other shares of Carmike common stock held directly by you. To be effective, this Election Form must be received by Computershare, the Exchange Agent, no later than 5:00 p.m., Eastern Daylight Time, on the eighth business day prior to the closing of the Merger, unless extended (the "Equity Award Election Deadline"). The Equity Award Election Deadline could be as early as November 25, 2016, although the Equity Award Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as contemplated by the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. AMC and Carmike will publicly announce the Equity Award Election Deadline and any extensions of the Equity Award Election Deadline in a press release, on their websites and in a filing with the SEC.

Treatment of Equity Awards in the Merger

ESPP Shares

Shares of Carmike common stock purchased through the Carmike Employee Stock Purchase Plan (the "ESPP shares") will be entitled to receive the merger consideration in connection with the Merger. This Election Form may be used to make an election as to the type of consideration (cash and/or AMC Class A common stock) that you wish to receive with respect to your ESPP shares listed on the third page of this Election Form.

Shares in a Carmike Managed Brokerage Account

Shares of Carmike common stock issued in connection with previously vested Carmike restricted stock units and/or performance shares that are held in an account managed by the administrator of the Carmike stock plans (the "Carmike managed shares") will be entitled to receive the merger consideration in connection with the Merger. This Election Form may be used to make an election as to the type of consideration (cash and/or AMC Class A common stock) that you wish to receive with respect to your Carmike managed shares listed on the third page of this Election Form.

Stock Options

Prior to the effective time of the Merger, each outstanding Carmike stock option (the "stock options") whether or not vested or exercisable, will, contingent upon the consummation of the Merger, become 100% vested and exercisable. If you would like to become entitled to the merger consideration with respect to your stock options, you must exercise your stock options by making an election on this Election Form prior to the Equity Award Election Deadline. If you exercise your stock options in this Election Form, your exercise will be effective seven (7) days prior to and contingent upon the consummation of the Merger.

The number of shares of Carmike common stock you receive in connection with your exercise of Carmike stock options will be reduced by the number of shares of Carmike common stock required to be surrendered as payment of the exercise price (the "Net Option Shares"). Each Net Option Share will be entitled to receive the merger consideration, plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time of the Merger, subject to the terms of the Merger Agreement.

The number of Net Option Shares issued in respect of your stock options will be equal to (x) the number of shares of Carmike common stock subject to such Carmike stock option, less (y) the aggregate exercise price of all Carmike common stock subject to such Carmike stock option of the holder divided by the "fair market value" of Carmike common stock (as defined in the applicable equity award plan) on the date of exercise. Assuming that (a) the total number of shares of Carmike common stock subject to your stock option is 100 shares, (b) the per share exercise price is \$10, and (c) the fair market value of Carmike common stock on the date of exercise is \$33.06, your Net Option Shares will be equal to (x) 100 shares, less (y) \$1000 divided by \$33.06, or 70 Net Option Shares (rounded to the nearest whole number of shares).

If you do not exercise your stock options, each outstanding Carmike stock option will, at the effective time of the Merger, be cancelled automatically, and Carmike will pay each holder of such cancelled Carmike stock option an amount in cash (less any applicable tax withholdings), determined by multiplying (x) the excess, if any, of \$33.06 over the exercise price per share of Carmike common stock subject to such Carmike stock option by (y) the number of shares of Carmike common stock subject to such Carmike stock option. Notwithstanding the foregoing, if the per share exercise price payable with respect to a Carmike stock option exceeds \$33.06 (i.e., the stock option is "underwater"), then such Carmike stock option will be cancelled without payment of any consideration with respect thereto.

If you do not exercise your Carmike stock option, you will not be entitled to receive any shares of AMC Class A common stock under the Merger Agreement in respect of your Carmike stock option.

Other Equity Awards (Restricted Stock, Restricted Stock Units and/or Performance Shares)

In addition, immediately prior to the effective time of the Merger:

- each share of Carmike restricted stock that is then outstanding (the "restricted stock"), whether or not vested, will, contingent upon consummation of the Merger, become 100% vested and all outstanding issuance and forfeiture conditions will be deemed 100% satisfied. The holders of such restricted stock will be entitled to receive the merger consideration, plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time of the Merger, subject to the terms of the Merger Agreement;
- each award of Carmike restricted stock units that is then outstanding (the "restricted stock units"), whether or not vested, will, contingent upon consummation of the Merger, become 100% vested and all outstanding issuance and forfeiture conditions will be deemed 100% satisfied. Carmike will issue to the holder of any such Carmike restricted stock units the number of shares of Carmike common stock underlying such Carmike restricted stock units, and pay in cash all dividend equivalents, if any, accrued but unpaid as of the effective time of the Merger. The shares issued with respect to the restricted stock units will be entitled to receive the merger consideration in accordance with the Merger Agreement plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time, in accordance with the Merger Agreement; and
- each award of Carmike performance shares that is then outstanding (the "performance shares"), whether or not vested, or whether or not performance criteria have been achieved, will, contingent upon consummation of the Merger, become 100% vested and all outstanding issuance and forfeiture conditions will be deemed 100% satisfied with respect to (1) the actual number of shares of Carmike common stock earned for each performance period completed prior to the effective time of the Merger, as determined by Carmike prior to the effective time of the Merger in accordance with the terms of the applicable award agreements and the Carmike stock plans in existence as of the effective date of the original merger agreement, and (2) the number of shares of Carmike common stock equal to the specified number of target shares for any performance period during which the effective time of the Merger occurs and for each succeeding performance period covered by such Carmike performance shares. The holders of such shares will be entitled to receive the merger consideration plus any dividends or distributions to which holders of Carmike common stock are entitled in respect of AMC Class A common stock for any record date after the effective time, in accordance with the Merger Agreement.

All of the ESPP shares, Carmike managed shares, Net Option Shares deemed to be issued in respect of stock options, shares of Carmike restricted stock, shares of Carmike common stock deemed to be issued in respect of restricted stock units and shares of Carmike common stock deemed to be issued in respect of performance shares (collectively, the "Carmike Equity Award Shares") will be converted into the right to receive, at the election of the holder but subject to proration, adjustment and certain limitations as set forth in the Merger Agreement, one of the following:

- (i) 1.0819 shares of AMC Class A common stock for each Carmike Equity Award Share (an all stock election);
- (ii) \$33.06 in cash without interest for each Carmike Equity Award Share (an all cash election); or
- (iii) A mixed election comprised of cash and shares of AMC Class A common stock.

If you fail to make a valid election for any reason, you will be deemed to have made a non-election and will have no control over the type of merger consideration that you receive with respect to your Carmike Equity Award Shares. The type of per share merger consideration a non-electing stockholder receives will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that electing stockholders make.

Each person will be permitted to make one election with respect to such person's Carmike Equity Award Shares.

This election governs the consideration that you will receive with respect to your Carmike Equity Award Shares if the Merger is consummated. This election may also affect the income tax treatment of the consideration you receive.

Your Carmike Equity Award Shares:

Name & Address of the Holder of the Carmike equity awards:

Description of Carmike equity award	Eligible shares of Carmike common stock
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ESPP Shares

Carmike managed shares

Eligible equity awards

Outstanding stock options:¹

Outstanding restricted shares:

Outstanding restricted stock units:

Outstanding performance shares:

TOTAL

¹ The number of shares attributable to exercised stock options will be reduced by the number of shares of Carmike common stock required to be surrendered as payment of the applicable exercise price. The number of Net Option Shares issued in respect of your stock options will only be known until after such options have been exercised, which will be effective seven (7) days prior to, and contingent on, closing if you exercise your stock options using this Election Form.

To exercise your stock options (if any), check the box in Section A below. To elect the form in which you wish your Carmike Equity Award Shares to be paid, check the applicable box in Section B below. The undersigned understands and acknowledges that this election is subject to the terms, conditions and limitations set forth in the Merger Agreement and this Election Form. In particular, all elections are subject to proration provisions in the Merger Agreement, which are designed to ensure that, on an aggregate basis, 70% of the outstanding shares of Carmike common stock will be converted into cash and 30% of the outstanding shares of Carmike common stock will be converted into AMC Class A common stock par value \$0.01 per share. Therefore, there is no assurance that you will receive your election choices. The allocation of the consideration will be made in accordance with the allocation and proration procedures set forth in the Merger Agreement. Refer to the AMC Registration Statement on Form S-4 (Securities Act File No. 333-213802) for examples of the mechanics of these proration procedures.

Important Additional Information Regarding the Merger

This election form may be deemed to be solicitation material in respect of the Merger. In connection with the Merger, a Registration Statement on Form S-4 (the "Registration Statement") has been filed with the Securities and Exchange Commission ("SEC") containing a prospectus with respect to the AMC common stock to be issued in the Merger and a proxy statement of Carmike in connection with the Merger (the "Proxy Statement/Prospectus"). The proxy statement of Carmike contained in the Proxy Statement/Prospectus replaces the definitive proxy statement which Carmike previously filed with the SEC on May 23, 2016 and mailed to its stockholders on or about May 25, 2016. Each of AMC and Carmike intends to file other documents with the SEC regarding the Merger. The definitive Proxy Statement/Prospectus was mailed to stockholders of Carmike on or about October 13, 2016 and contains important information about the Merger and related matters.

BEFORE MAKING ANY INVESTMENT OR VOTING DECISION, CARMIKE'S STOCKHOLDERS ARE URGED TO READ CAREFULLY THE DEFINITIVE PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT AMC OR CARMIKE HAS FILED OR MAY FILE WITH THE SEC IN CONNECTION WITH THE MERGER, OR WHICH ARE INCORPORATED BY REFERENCE IN THE DEFINITIVE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER.

Carmike's stockholders may obtain, free of charge, copies of the definitive Proxy Statement/Prospectus and Registration Statement and other relevant documents filed by AMC and Carmike with the SEC, at the SEC's website at www.sec.gov. In addition, Carmike's stockholders may obtain free copies of the Proxy Statement/Prospectus and other relevant documents filed by Carmike with the SEC from Carmike's website at <http://www.carmikeinvestors.com/>.

This communication does not constitute an offer to buy or exchange, or the solicitation of an offer to sell or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication is not a substitute for any prospectus, proxy statement or any other document that AMC or Carmike may file with the SEC in connection with the Merger.

A special meeting of Carmike's stockholders of record as of September 27, 2016 has been scheduled for November 15, 2016 for purposes of obtaining Carmike stockholders' approval of the Merger and the other transactions discussed in the Proxy Statement/Prospectus (the "Carmike Special Meeting"). Carmike has previously mailed to you, and you should have previously received, a separate package containing the definitive Proxy Statement/Prospectus (which includes a copy of the Merger Agreement as Annex A thereto) as well as a proxy card to vote your shares of Carmike common stock at the Carmike Special Meeting.

Participants in the Solicitation

This communication does not constitute a solicitation of a proxy from any stockholder with respect to the Merger. However, each of AMC, Carmike and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Carmike's stockholders with respect to the Merger. More detailed information regarding the identity of these potential participants, and any direct or indirect interests they may have in the Merger, by security holdings or otherwise, is set forth in the Proxy Statement/Prospectus. Additional information concerning AMC's directors and executive officers is set forth in the definitive proxy statement filed by AMC with the SEC on March 15, 2016 and in the Annual Report on Form 10-K filed by AMC with the SEC on March 8, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from the investor relations section of AMC's website at amctheatres.com. Additional information concerning Carmike's directors and executive officers and their ownership of Carmike common stock is set forth in the proxy statement for Carmike's most recent annual meeting of stockholders, which was filed with the SEC on April 15, 2016 and in the Annual Report on Form 10-K filed by Carmike with the SEC on February 29, 2016. These documents are available to Carmike stockholders free of charge from the SEC's website at www.sec.gov and from Carmike's website at <http://www.carmikeinvestors.com/>.

SECTION A: EXERCISE OF ELIGIBLE STOCK OPTIONS

Complete this section only if you have outstanding stock options listed in the table above.

I hereby elect to exercise all of my outstanding stock options effective seven days prior to the effective time of the Merger, and contingent upon the consummation of the Merger. If the Merger Agreement is terminated for any reason, such exercise shall be null and void ab initio without further action required by me or Carmike.

EXERCISE OF STOCK OPTIONS

Mark this box to elect to exercise all of your outstanding and exercisable Carmike stock options listed in the table above. If you do not exercise your stock options, each outstanding Carmike stock option will, at the effective time, be cancelled automatically, and Carmike will pay each holder of such cancelled Carmike stock option an amount in cash (less any applicable tax withholdings), determined by multiplying (x) the excess, if any, of \$33.06 over the exercise price per share of Carmike common stock subject to such Carmike stock option by (y) the number of shares of Carmike common stock subject to such Carmike stock option.

SECTION B: ELECTION OPTIONS

All equity award holders to complete this section.

I hereby elect to receive the following as consideration for my Carmike Equity Award Shares, subject to proration, as set forth in the Merger Agreement:

ALL STOCK ELECTION (1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares) for EACH Carmike Equity Award Share (the "Stock Consideration"))

Mark this box to elect to make a stock election with respect to ALL of your Carmike Equity Award Shares.

ALL CASH ELECTION (cash having a value per share equal to \$33.06 for EACH Carmike Equity Award Shares (the "Cash Consideration"))

Mark this box to elect to make a cash election with respect to ALL of your Carmike Equity Award Shares.

MIXED ELECTION (Stock Consideration for some of your Carmike Equity Award Shares and Cash Consideration for the remainder of your Carmike Equity Award Shares)

Mark this box to elect to make a stock election with respect to a portion of your Carmike Equity Award Shares (1.0819 shares of AMC Class A common stock (plus cash in lieu of any fractional shares for each such Carmike Equity Award Share)) and a cash election with respect to the remainder of your Carmike Equity Award Shares (cash having a value of \$33.06 per share). Please fill in the blank to the right to designate percentage (in whole percentages) of your Carmike Equity Award Shares that you want converted into the right to receive Stock Consideration.

				%
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NO ELECTION (No preference with respect to the receipt of AMC Class A common stock, cash or a combination of stock and cash)

Mark this box to make no election with respect to your Carmike Equity Award Shares.

You will be deemed to have made a "NO ELECTION" if:

- A. You fail to follow the instructions on the Election Form or otherwise fail to properly make an election;
- B. A properly completed Election Form is not actually received by the Exchange Agent on or before the Equity Award Election Deadline;
- C. You properly and timely revoke a prior election without making a new election; or
- D. You check the "No Election" box above.

IMPORTANT: Because AMC will pay a fixed amount of cash and issue a fixed number of shares of AMC Class A common stock as part of the consideration, the aggregate value of the consideration you receive may depend in part on the price per share on the NYSE of AMC Class A common stock at the time the merger is completed. In particular, if you receive Stock Consideration, the value of AMC Class A common stock cannot be determined until the date the Merger is completed. Therefore, the value of the consideration when received may be different than its estimated value at the time you make your election. The tax consequences of the Merger to you will depend on whether you receive AMC Class A common stock, cash, or a combination of both for your Carmike common stock. You should consult your personal tax advisor before making an election.

The undersigned represents and warrants that the undersigned (i) has full power and authority to make the election contained herein with respect to the above described Carmike Equity Award Shares and that when accepted for exchange by AMC, AMC will acquire good and unencumbered title thereto, free and clear of all liens, restrictions, charges and encumbrances, (ii) understands that no election is made in acceptable form until receipt by the exchange Agent of this Election Form, duly completed and manually signed, together with all accompanying evidences of authority, and (iii) agrees that all questions as to validity, form and eligibility of any election with respect to the above described Carmike Equity Award Shares will be determined by the Exchange Agent. All authority herein conferred shall survive the death or incapacity of, and any obligation of the undersigned hereunder shall be binding on the heirs, personal representatives, successors and assigns of, the undersigned.

SIGNATURE(S) REQUIRED. Signature of Holder(s) or Agent of the Carmike Equity Award Shares

Signature of holder of Carmike Equity Award Shares	Title, if any	Area Code/Phone Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

INSTRUCTIONS

- 1. Time in which to Make an Election.** To be effective, a properly completed Election Form and Letter of Transmittal (an "Election Form") must be received by Computershare, the Exchange Agent, no later than 5:00 p.m., Eastern Daylight Time, on the eighth business day prior to the closing of the Merger, unless extended (the "Equity Award Election Deadline"). The Equity Award Election Deadline could be as early as November 25, 2016, although the Equity Award Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as contemplated by the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. AMC and Carmike will publicly announce the Equity Award Election Deadline and any extensions of the Equity Award Election Deadline in a press release, on their websites and in a filing with the SEC. Holders of Carmike Equity Award Shares who do not properly and timely make an election as provided in the preceding sentence or who properly and timely revoke a prior election will be considered a Non-Electing Stockholder. See Instruction 5 below. You understand and acknowledge that you will not receive the merger consideration unless and until the Merger is complete and the Exchange Agent has received from you all necessary documentation.
- 2. Exercise of Eligible Stock Options.** On the fifth page of this Election Form, under "Exercise of Eligible Stock Options," indicate whether you would like to exercise your stock options (if any). The Merger Agreement limits the amount of cash and the amount of AMC Class A common stock that can be issued in the Merger, and it thus may not be possible for all elections to be honored in full. If you exercise your stock options in this Election Form, your exercise will be effective seven (7) days prior to and contingent upon the consummation of the Merger. If the Merger Agreement is terminated for any reason, such exercise shall be null and void ab initio without further action required by me or Carmike.
- 3. Election Options.** On the fifth page of this Election Form, under "Election Options," indicate whether you would like to receive in exchange for your Carmike Equity Award Shares, (i) only shares of AMC Class A common stock, (ii) only cash, (iii) a combination of AMC Class A common stock and cash, or (iv) "No Election." Mark only one box. The Merger Agreement limits the amount of cash and the amount of AMC Class A common stock that can be issued in the Merger, and it thus may not be possible for all elections to be honored in full.
- 4. Change or Revocation of Election.** A holder of Carmike Equity Award Shares that has made an election may, at any time prior to the Equity Award Election Deadline, change such election by submitting to the Exchange Agent a revised Election Form, properly completed and signed, that is received by the Exchange Agent prior to the Equity Award Election Deadline.
- 5. Carmike Equity Award Shares as to Which No Election is Made.** Holders of Carmike Equity Award Shares, other than holders of stock options, who mark the "No Election" box on the Election Form, or who fail to submit a properly completed Election Form, or who revoke their previously submitted Election Form and fail to submit a properly completed Election Form (each of the foregoing, a "Non-Electing Stockholder"), shall have their shares of Carmike common stock converted into the right to receive (i) 1.0819 of a share of AMC Class A common stock for each Carmike Equity Award Share, plus cash in lieu of any fractional shares, (ii) a per share cash payment of \$33.06 or (iii) a combination of cash and AMC Class A common stock. In addition, a holder who does not make an election for all of his or her shares will be deemed to be a Non-Electing Stockholder with respect to those shares for which an election is not made, and will be entitled to receive Stock Consideration and Cash Consideration as determined in accordance with the allocation and proration procedures set forth in the Merger Agreement. Holders of stock options who mark the "No Election" box on the Election Form, or who fail to submit a properly completed Election Form, or who revoke their previously submitted Election Form and fail to submit a properly completed Election Form, each outstanding Carmike stock option will, at the effective time, be cancelled automatically, and Carmike will pay each holder of such cancelled Carmike stock option an amount in cash (less any applicable tax withholdings), determined by multiplying (x) the excess, if any, of \$33.06 over the exercise price per share of Carmike common stock subject to such Carmike stock option by (y) the number of shares of Carmike common stock subject to such Carmike stock option. Notwithstanding the foregoing, if the per share exercise price payable with respect to a Carmike stock option exceeds \$33.06 (i.e., the stock option is "underwater"), then such Carmike stock option will be cancelled without payment of any consideration with respect thereto.
- 6. If you fail to make a valid election for any reason, you will be deemed to have made a non-election and will have no control over the type of merger consideration that you receive with respect to your Carmike Equity Award Shares. The type of per share merger consideration a Non-Electing Stockholder receives will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that are made.**
- 7. Method of Delivery.** Your election materials may be sent to the Exchange Agent at one of the addresses provided below. Please ensure sufficient time so that the election materials are actually received by the Exchange Agent on or prior to the Equity Award Election Deadline.

If delivering by U.S. mail:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

If delivering by courier:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
250 Royall Street, Suite V
Canton, MA 02021

By signing and delivering this Election Form, the undersigned hereby forever waives any and all rights of appraisal and any dissenters' rights to which the undersigned may have been entitled pursuant to Section 262 of the Delaware General Corporation Law with respect to the transactions contemplated by the Merger Agreement and withdraws any and all written objections to the transactions contemplated thereby and/or demands for appraisal, if any, with respect to the Carmike Equity Award Shares.

Do not send your election materials to AMC, Carmike or Geogeson Inc. in its capacity as the Information Agent, because they will not be forwarded to the Exchange Agent, and your election will be invalid. The method of delivery is at the option and risk of the electing stockholder. Registered mail, appropriately insured, with return receipt requested, is suggested.

FREQUENTLY ASKED QUESTIONS

1. Why have I been sent an Equity Award Election Form and Letter of Transmittal?

The Equity Award Election Form and Letter of Transmittal is being delivered in connection with the Amended and Restated Agreement and Plan of Merger, dated July 24, 2016 (the "Merger Agreement"), by and among Carmike Cinemas, Inc. ("Carmike"), AMC Entertainment Holdings, Inc. ("AMC") and Congress Merger Subsidiary, Inc., a wholly owned subsidiary of AMC ("Merger Sub"), pursuant to which Merger Sub will merge with and into Carmike (the "Merger").

You are receiving the Equity Award Election Form and Letter of Transmittal (an "Election Form") because you hold Carmike ESPP shares, Carmike managed shares, outstanding Carmike stock options, restricted shares, restricted stock units and/or performance shares. The Election Form permits you (i) to make an election as to the type of consideration (cash and/or AMC Class A common stock) that you wish to receive in connection with the Merger and (ii) permits you to exercise any outstanding stock options. The Election Form may be used to make an election with respect to all of your ESPP shares, Carmike managed shares, stock options, restricted shares, restricted stock units and/or performance shares (together your "Carmike Equity Award Shares") listed on the third page of this Election Form.

In exchange for your Carmike Equity Award Shares, you have the right to elect on the Election Form to receive the Cash Consideration or the Stock Consideration, in each case without interest and less any applicable withholding taxes, subject to proration so that 70% of the total number of shares of Carmike common stock issued and outstanding at the effective time of the Merger (excluding any excluded shares) will be converted into cash and 30% of the Carmike shares will be converted into shares of AMC Class A common stock. AMC has filed a Registration Statement on Form S-4 (the "Registration Statement") with the Securities and Exchange Commission ("SEC") to register the shares of AMC common stock that will be issued to stockholders of Carmike in connection with the Merger. The Registration Statement includes the Proxy Statement/Prospectus regarding the Merger. A copy of the Proxy Statement/Prospectus is included with this Election Form. YOU ARE URGED TO READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS (AND ANY OTHER DOCUMENTS FILED WITH THE SEC BY AMC OR CARMIKE OR INCORPORATED BY REFERENCE INTO THE PROXY STATEMENT/PROSPECTUS) BECAUSE SUCH DOCUMENTS CONTAIN IMPORTANT INFORMATION REGARDING THE MERGER. You may obtain free copies of the Proxy Statement/Prospectus and other relevant documents filed by AMC or Carmike with the SEC from the SEC's website at www.sec.gov, AMC's website at www.investor.amctheatres.com or Carmike's website at <http://www.carmikeinvestors.com/> or from the Information Agent.

Because elections are subject to proration as described below, you may receive some shares of AMC Class A common stock, rather than cash, even if you elected to receive cash with respect to all your shares of Carmike common stock (and vice versa).

2. What is the Election Form and Letter of Transmittal?

The Election Form does two things. First, it allows you to exercise the stock options that you own, if any. Second, it lets us know your preferred form of payment for your shares of Carmike Equity Award Shares.

3. How do I complete the Election Form and Letter of Transmittal?

Instructions for completing the Election Form are set forth above.

Please use the Election Form to make your election as to the type of consideration that you wish to receive in connection with the Merger, or make no election with respect thereof. When completed, please sign and date the Election Form and send it to the Exchange Agent in the enclosed envelope. Please see Question 15 for important information concerning the transmittal of your Election Form to the Exchange Agent. Please note that if your shares are held jointly, signatures of both owners are required.

Consistent with the terms of the Merger Agreement, the Election Form authorizes the Exchange Agent to take all actions necessary to accomplish the delivery of the shares of AMC Class A common stock and/or cash in exchange for your shares of Carmike Equity Award Shares.

Please return your Election Form in the enclosed envelope.

4. What is the deadline for making an election?

To be effective, a properly completed Election Form must be received by Computershare, the Exchange Agent, no later than 5:00 p.m., Eastern Daylight Time, on the eighth business day prior to the closing of the Merger, unless extended (the "Equity Award Election Deadline"). The Equity Award Election Deadline could be as early as November 25, 2016, although the Equity Award Election Deadline is based on the closing of the Merger, which remains subject to various conditions, including, among other things, receipt of the requisite approval of stockholders of Carmike and the receipt of regulatory approvals as contemplated by the Merger Agreement. There can be no assurance as to the timing of the closing of the Merger or as to whether the Merger will be approved by stockholders of Carmike or as to whether the required regulatory approvals will be received. AMC and Carmike will publicly announce the Equity Award Election Deadline and any extensions of the Equity Award Election Deadline in a press release, on their websites and in a filing with the SEC.

Holders of Carmike Equity Award Shares who do not properly and timely make an election or who properly and timely revoke a prior election will be considered a Non-Electing Stockholder. See Instruction 7 on the Election Form. You understand and

acknowledge that you will not receive the merger consideration unless and until the Merger is complete and the Exchange Agent has received from you all necessary documentation.

5. What is the deadline for exercising my stock options?

If you have outstanding stock options, and want to be entitled to the merger consideration, you must exercise your options prior to the Equity Award Election Deadline by completing your Election Form as discussed in Question 3 above. Your stock options will be exercised up to seven (7) days prior to, and contingent on, closing of the Merger.

6. How will the exercise price for my stock options be paid?

If you elect to exercise your stock options, the number of shares of Carmike common stock issued in respect of your exercised stock options will be reduced by the number of shares of Carmike common stock required to be surrendered as payment of the aggregate exercise price of your stock options. Accordingly, the number of shares of Carmike common stock for which you are entitled to receive merger consideration will be reduced by an amount equal to the aggregate exercise price of all Carmike common stock subject to your stock options divided by the "fair market value" of Carmike common stock (the "Net Option Shares").

7. What if I do not exercise my stock options?

If you do not exercise your stock options, each outstanding Carmike stock option will, at the effective time, be cancelled automatically, and Carmike will pay each holder of such cancelled Carmike stock option an amount in cash (less any applicable tax withholdings), determined by multiplying (x) the excess, if any, of \$33.06 over the exercise price per share of Carmike common stock subject to such Carmike stock option by (y) the number of shares of Carmike common stock subject to such Carmike stock option. Notwithstanding the foregoing, if the per share exercise price payable with respect to a Carmike stock option exceeds \$33.06 (i.e., the option is "underwater"), then such Carmike stock option will be cancelled without payment of any consideration with respect thereto.

8. What if I do not complete a form of election or it is not received by the Exchange Agent?

If the Exchange Agent does not receive a properly completed Election Form from you at or prior to the Equity Award Election Deadline, then you will be deemed to have made a non-election with respect to your Carmike Equity Award Shares. As such, the merger consideration you receive will depend on the extent to which the stock election is oversubscribed or undersubscribed, and you could receive all stock, all cash or a mix of stock and cash depending on the elections that are made. You bear the risk of proper and timely delivery of all the materials that you are required to submit to the exchange agent in order to properly make an election.

If you fail to make a valid election for any reason, you will be deemed to be a Non-Electing Stockholder and will have no control over the type of merger consideration that you receive with respect to your Carmike Equity Award Shares. The type of per share merger consideration a Non-Electing Stockholder receives will depend on the extent to which the stock election is oversubscribed or undersubscribed, and these non-election stockholders could receive all stock, all cash or a mix of stock and cash depending on the elections that are made. Notwithstanding the foregoing, if you do not elect to exercise your stock options, you will receive a cash payment for such options as described in Question 7 above.

9. What does it mean if I receive more than one set of election materials?

You may receive additional Election Forms with respect to shares of Carmike common stock held by you. For example, you may own some shares directly as a stockholder of record in addition to any Carmike Equity Award Shares that you hold. In these situations, you will receive an Election Form for holders of Carmike common stock and an Election Form for holders of Carmike Equity Award Shares. You must complete, sign, date and return all of the Election Forms or follow the instructions for any alternative election procedure on each Election Form you receive in order to make an election for all of the shares you own or for which you are entitled to merger consideration. Each Election Form you receive comes with its own prepaid return envelope; make sure you return each Election Form in the return envelope that accompanies that Election Form.

10. Can I change my election after my Election Form has been submitted?

Yes. A holder of Carmike Equity Award Shares who has made an election may at any time prior to the Equity Award Election Deadline change such election by submitting to the Exchange Agent a revised Election Form, properly completed and signed, that is received by the Exchange Agent prior to the Equity Award Election Deadline.

11. Am I guaranteed to receive what I ask for on the Election Form?

No. Your election is subject to proration, adjustment and certain limitations as set forth in the Merger Agreement. If you make a stock election and the stock election is oversubscribed, then you will receive a portion of the merger consideration in cash. Similarly, if you make a cash election and the stock election is undersubscribed, then you will receive a portion of the merger consideration in AMC Class A common stock. Accordingly, you may not receive exactly the type of consideration that you elect to receive. You instead will receive a mix of stock and cash calculated based on (i) the number of Carmike common shares making each type of election and (ii) the requirement under the Merger Agreement that 70% of the total shares held by all Carmike stockholders are converted into cash and 30% of the total shares held by all Carmike stockholders are converted into shares of AMC Class A common stock.

Assuming that the total number of shares of Carmike common stock issued and outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if holders of 7,500,000 shares of Carmike common stock elect to receive the stock consideration and the holders of the remaining 17,500,000 shares of Carmike common stock elect to receive the cash consideration, then no proration will be necessary. Otherwise, the following examples illustrate the mechanics of proration if the shares of AMC Class A common stock are either oversubscribed or undersubscribed to ensure that in either case, 70% of the total number of shares Carmike

common stock issued and outstanding at the effective time are converted into cash and 30% of the Carmike common shares will be converted into shares of AMC Class A common stock.

Oversubscription of Stock Election Example. Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if in connection with the Merger, Carmike stockholders elect to receive, in aggregate, stock consideration with respect to 9,000,000 shares of Carmike common stock and cash consideration with respect to 16,000,000 shares of Carmike common stock, then (i) all holders of Carmike common stock electing to receive the cash consideration and all holders of Carmike common stock not making an election will have their shares converted into the right to receive the cash consideration and (ii) all holders of Carmike common stock electing to receive AMC Class A common stock will receive stock consideration with respect to a percentage of such shares determined by the fraction of 7,500,000/9,000,000, or 83.33%, and will receive the cash consideration with respect to the remaining 16.67% of their shares of Carmike common stock.

Undersubscription of Stock Election Example. If in connection with the Merger, Carmike stockholders elect to receive stock consideration with respect to less than 30% of the outstanding shares of Carmike common stock, (i) all holders of Carmike common stock electing to receive stock consideration will have their shares converted into the right to receive the stock consideration and (ii) those Carmike stockholders who elected to receive cash consideration or who have made no election will be treated in the following manner, depending on whether the number of shares held by Carmike stockholders who have made no election is sufficient to make up the shortfall in the number of shares required to reach 30% of the total number of Carmike common stock outstanding:

- (a) Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if in connection with the merger, Carmike stockholders elect to receive, in the aggregate, cash consideration with respect to 16,000,000 shares of Carmike common stock and stock consideration with respect to 1,000,000 shares of Carmike common stock, and Carmike stockholders fail to make an election or make a non-election with respect to 8,000,000 shares of Carmike common stock, then:
- all holders of Carmike common stock electing to receive the cash consideration will receive such cash consideration;
 - all holders of Carmike common stock electing to receive the stock consideration will receive such stock consideration; and
 - all holders of Carmike common stock failing to make an election or making a non-election will receive stock consideration with respect to a percentage of such shares determined by a fraction of 6,500,000/8,000,000, or 81.25%, and will receive cash consideration with respect to the remaining 18.75% of their shares of Carmike common stock; and
- (b) Assuming that the total number of shares of Carmike common stock outstanding and subject to proration as of the effective time of the Merger is 25,000,000, if in connection with the Merger, Carmike stockholders elect to receive, in the aggregate, cash consideration with respect to 18,000,000 shares of Carmike common stock and stock consideration with respect to 1,000,000 shares of Carmike common stock, and Carmike stockholders fail to make an election or make a non-election with respect to 6,000,000 shares of Carmike common stock, then:
- all holders of Carmike common stock failing to make an election or making a non-election will receive stock consideration;
 - all holders of Carmike common stock electing to receive the stock consideration will receive such stock consideration; and
 - all holders of Carmike common stock electing to receive the cash consideration will receive stock consideration with respect to such number of their shares determined by multiplying the number of shares for which such holder has elected to receive cash consideration by a fraction of 500,000/18,000,000, or 2.78%, and will receive cash consideration with respect to the remaining 97.22% of their shares of Carmike common stock.

12. What happens if I am eligible to receive a fraction of a share of AMC Class A common stock as part of the merger consideration?

If the aggregate number of shares of AMC Class A common stock that you are entitled to receive as part of the merger consideration includes a fraction of a share of AMC Class A common stock, you will receive cash in lieu of that fractional share.

13. If the merger is completed, how will I receive the merger consideration for my shares?

After receiving the proper documentation from you and determining the proper allocations of cash and stock consideration to be paid or issued to Carmike stockholders, for any AMC Class A common stock to which you are entitled to receive the Exchange Agent will provide you with a Computershare account number, credit your account with the appropriate number of book-entry shares and mail you a Direct Registration Statement shortly after closing, and any cash to which you are entitled will be distributed to you, less any applicable withholding taxes, in a special payroll run to occur on the closing date.

14. What are the withholding tax consequences associated with each of the election options?

All applicable withholding taxes applicable to the exercise of your stock options and/or the exchange of your Carmike Equity Award Shares will be deducted from any cash payable to you by Carmike in connection with the Merger. To the extent the cash payable to you in connection with the Merger is not sufficient to cover the applicable withholding taxes, the number of AMC Class A common stock that you are entitled to receive will be reduced by the number of shares of AMC Class A common stock required to be surrendered as payment of the remaining withholding taxes.

You should consult your tax advisor for a complete analysis of the particular tax consequences of the Merger to you, including the applicability and effect of any U.S. federal, state and local and non-U.S. tax laws.

15. How should I send in my signed documents?

Your Election Form may be sent to the Exchange Agent at one of the addresses provided below. Please ensure sufficient time so that the Election Form is actually received by the Exchange Agent on or prior to the Equity Award Election Deadline.

If delivering by U.S. mail:
Computershare Trust Company, N.A.
c/o Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

If delivering by courier:
Computershare Trust Company, N.A.
c/o Voluntary Corporation Actions
250 Royall Street, Suite V
Canton, MA 02021

By signing and delivering this Election Form, the undersigned hereby forever waives any and all rights of appraisal and any dissenters' rights to which the undersigned may have been entitled pursuant to Section 262 of the Delaware General Corporation Law with respect to the transactions contemplated by the Merger Agreement and withdraws any and all written objections to the transactions contemplated thereby and/or demands for appraisal, if any, with respect to the shares of Carmike common stock.

Do not send your election materials to AMC, Carmike or Georgeson Inc. in its capacity as the Information Agent, because they will not be forwarded to the Exchange Agent, and your election will be invalid. The method of delivery is at the option and risk of the electing equity award holder. Registered mail, appropriately insured, with return receipt requested, is suggested.

16. Who do I call if I have additional questions?

You may contact the Information Agent toll free at (866) 695-6078.