

CARMIKE CINEMAS, INC.
1301 First Avenue
Columbus, Georgia 31901
(706) 576-3400

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Reconvened On November 15, 2016

To the Stockholders of Carmike Cinemas, Inc.:

Notice is hereby given that the special meeting of the stockholders, referred to as the "special meeting," or "reconvened special meeting" of Carmike Cinemas, Inc., a Delaware corporation, referred to as "Carmike" or the "company," which originally was convened and adjourned on June 30, 2016, and subsequently convened and adjourned on July 15, 2016 and July 25, 2016, will reconvene on November 15, 2016 at 10:00 a.m., local time, at the offices of King & Spalding LLP located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309, for the following purposes:

- 1. Adoption of the Amended and Restated Merger Agreement.** To consider and vote upon a proposal, referred to as the "merger proposal," to adopt the Amended and Restated Plan of Merger, dated July 24, 2016, referred to as the "amended and restated merger agreement" by and among AMC Entertainment Holdings, Inc., a Delaware corporation, referred to as "AMC," Congress Merger Subsidiary, Inc., an indirect wholly owned subsidiary of AMC, referred to as "Merger Sub," and Carmike, pursuant to which Merger Sub will merge with and into Carmike, with Carmike continuing as the surviving corporation, referred to as the "merger."
- 2. Advisory Vote Regarding Merger-Related Named Executive Officer Compensation.** To consider and vote upon a proposal to approve, by a non-binding advisory vote, the compensation arrangements disclosed in the accompanying proxy statement/prospectus that may be payable to Carmike's named executive officers in connection with the completion of the merger, referred to as the "merger-related named executive officer compensation proposal."
- 3. Adjournment of the Special Meeting.** To consider and vote upon a proposal to approve the adjournment of the special meeting from time to time if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes at the time of the special meeting to adopt the amended and restated merger agreement, referred to as the "adjournment proposal."

Only stockholders of record of Carmike common stock, par value \$0.03 per share, referred to as "Carmike common stock," at the close of business on September 27, 2016, referred to as the "record date," are entitled to notice of, and to vote at, the reconvened special meeting or any adjournments or postponements thereof. Carmike will make available an alphabetical list of its stockholders of record for examination by any Carmike stockholder for any purpose germane to the special meeting at Carmike's principal executive offices, 1301 First Avenue, Columbus, Georgia 31901, during ordinary business hours for the ten days prior to the reconvening of special meeting and shall keep such list at the special meeting until the end of the special meeting.

The approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Carmike common stock entitled to vote at the special meeting. The approval of each of the merger-related named executive officer compensation proposal and the adjournment proposal (if a quorum is present) requires the affirmative vote of holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote at the meeting. The approval of the adjournment proposal (where a quorum is not present) requires the affirmative vote of holders of a majority of the shares of Carmike common stock that are present in person or by proxy and entitled to vote on the matter. The vote to approve the merger-related named executive officer

[Table of Contents](#)

compensation proposal is advisory only, will not be binding on Carmike or AMC and is not a condition to the completion of the merger.

Even if you plan to attend the special meeting in person, you should vote as soon as possible via the internet or telephone or you should sign, date and return the enclosed proxy card and thus ensure that your shares will be represented at the special meeting if you are unable to attend. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy at that time.

If your shares of Carmike common stock are held in street name through a broker, bank or other nominee, you should instruct your broker, bank or other nominee, each referred to as a "nominee," how to vote in accordance with the voting instruction form furnished by your nominee. If you fail to instruct your nominee on how to vote, the effect will be the same as a vote against the merger proposal.

On May 25, 2016, Carmike mailed a proxy statement with respect to the special meeting originally convened on June 30, 2016, referred to as the "original proxy statement." Carmike has enclosed a WHITE proxy card with this proxy statement/prospectus. This WHITE proxy card is substantially the same as the proxy card attached to the original proxy statement, referred to as the "original proxy card." Any proxies previously delivered by a stockholder of record on the record date, including by delivery of the original proxy card, will be valid and effective and voted in the manner set forth on the previously delivered proxy unless such stockholder revokes such proxy or changes such proxy. Such previously delivered proxies will be deemed to cover the number of shares you own on the record date even if that number is more than or less than the number of shares you owned on May 18, 2016, the original record date for the special meeting, referred to as the "original record date." If you held shares in "street name" through a nominee on the original record date and continue to own such shares at that nominee, and have already provided voting instructions with respect to such shares, such shares will be voted as directed by such voting instructions and you do not need to take any action, unless you wish to revoke or change such voting instructions. Such previously delivered voting instructions will be deemed to cover the number of shares you own on the record date, even if that number is more than or less than the number of shares you owned on the original record date. If you held shares in "street name" through a nominee on the original record date, but have acquired shares after the original record date, and you are the stockholder of record of those newly acquired shares, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you give a proxy with respect to those shares by completing, signing, dating and returning the enclosed proxy card or by following the instructions on the enclosed proxy card for internet or telephone submissions or you attend the special meeting and vote in person. If you held shares in "street name" through a nominee on the original record date, but have acquired shares in "street name" after the original record date through a different nominee, then, whether or not you previously gave a voting instruction with respect to the shares that you held on the original record date, those newly acquired shares will not be voted unless you instruct your nominee how to vote in accordance with the voting instruction form furnished by nominee.

YOUR VOTE IS IMPORTANT. FAILURE TO VOTE YOUR SHARES WILL HAVE THE SAME EFFECT AS A VOTE "AGAINST" THE MERGER PROPOSAL. YOU MAY VOTE BY MAIL, INTERNET OR TELEPHONE OR BY ATTENDING THE SPECIAL MEETING AND VOTING BY BALLOT, ALL AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS.

To vote your shares, please follow the instructions on the enclosed proxy card or voting instruction form. **If you are unsure whether you have previously voted, or if you have acquired shares after the original record date and are unsure whether your original proxy card or voting instructions will apply to your newly acquired shares, you can submit your vote again by following the instructions on the enclosed proxy card or voting instruction form.** Whether or not you plan to attend the special meeting, please submit your proxy to vote your shares at your earliest convenience. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy at that time. You can revoke your

[Table of Contents](#)

proxy or change your vote at any time before it is exercised by giving written notice to Carmike's Corporate Secretary at Carmike Cinemas, Inc., 1301 First Avenue, Columbus, Georgia 31901, Attn: Corporate Secretary, specifying such revocation or change in vote. You may also change your vote by delivery of a valid, later-dated proxy prior to the special meeting or by attending and voting at the special meeting.

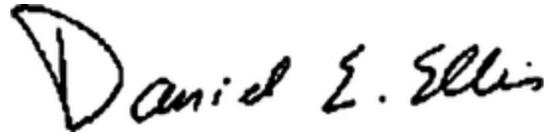
If your shares of Carmike common stock are held in "street name" through a nominee, and you have not previously provided voting instructions with respect to such shares or you wish to revoke or change such instructions, you should instruct your nominee how to vote, or revoke previously delivered voting instructions, in accordance with the voting instruction form furnished by your nominee. If you fail to vote on the merger proposal or fail to instruct your nominee on how to vote, the effect will be the same as a vote against the adoption of the merger proposal.

The accompanying proxy statement/prospectus provides a detailed description of the merger, the amended and restated merger agreement and the other proposals to be voted upon at the special meeting. You should read the accompanying proxy statement/prospectus, including the annexes and any documents incorporated by reference, carefully and in their entirety. If you have any questions concerning the merger or the accompanying proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or need help voting your shares of Carmike common stock, please contact Carmike's proxy solicitor:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022

Stockholders call toll-free: (888) 750-5834
Banks and brokers call collect: (212) 750-5833

By Order of the Board of Directors,

A handwritten signature in black ink that reads "Daniel E. Ellis". The signature is written in a cursive style with a large, stylized initial "D".

Daniel E. Ellis
*Senior Vice President, General Counsel and
Secretary*

Columbus, Georgia
October 11, 2016
