

**COMPLIANCE PLAN**  
**FOR AMC ENTERTAINMENT HOLDINGS, INC.**  
**AND CERTAIN SUBSIDIARIES AND RELATED COMPANIES**

**I. Purpose and Scope**

- A. This Corporate Compliance Plan (this “Plan”) is designed to work as a coordinated program for AMC Entertainment Holdings, Inc. (“AMCH”), its subsidiaries and related companies (collectively referred to as “the AMC companies”).
- B. This Plan provides an overview and outline of the compliance program for the AMC companies. It is intended that documents distributed to the employees concerning compliance activities will be the other documents referred to in this Plan, rather than this document.
- C. This Plan applies to all officers, directors and employees of the AMC companies or consultants serving as agents for the AMC companies.

**II. Goals of Plan**

This Corporate Compliance Plan (hereinafter the “Plan”) is designed to accomplish the following goals:

- A. Establish specific Standards of Conduct (set forth herein at Section X) that meet not only the requirements of law, but also the high ethical standards that the AMC companies expect from their employees.
- B. Provide sufficient training and other resources to ensure that employees of the AMC companies know how to perform their jobs in the best fashion within the bounds of the Standards of Conduct.
- C. Make appropriate personnel aware of any conduct by employees of the AMC companies that is in violation of the Standards of Conduct or otherwise detrimental to the business of the AMC companies.
- D. Provide a procedure whereby any such violations may be reported and investigated promptly and, if warranted, appropriate discipline is given to wrongdoers and the conduct is reported to the appropriate authorities as promptly as possible.

**III. Statement of Corporate Principles**

The AMC Companies expect, and generally have received, the highest level of conduct from all of our employees. Our business depends upon maintaining our good reputation. Any conduct by any employee, regardless of their position with the AMC

companies, which is in violation of the law or in violation of our policies, damages that reputation and hurts every employee who worked so hard to build it. We believe that with the commitment of every person associated with the AMC companies to the principles contained in this plan we can achieve our objectives of being a good corporate citizen, entertaining our customers and setting a standard for the industry.

IV. **Administration of Plan**

- A. The Plan will be directed by the Compliance Director. Personnel assistance, as needed, will be assigned by the Audit Committee of AMCE. The Compliance Director will report directly and be responsible to the Audit Committee. The Compliance Director also has certain reporting requirements to the Audit Committee of the Board of Directors of AMCE (the "Audit Committee"), as set forth in this Plan. Any interference with any person carrying out his or her duties in administering this Plan should be immediately made known to the Compliance Director or the Audit Committee. Any change in the personnel responsible for administering this Plan shall be approved by the Audit Committee.
- B. Compliance Director. The Compliance Director's duties shall be:
1. To ensure that the Plan and the Code of Business Conduct and Ethics (the "Code") has been effectively communicated to all present and new employees of the AMC companies by, among other methods, overseeing the programs set forth in Section VIII below.
  2. To oversee receipt and investigation of reports of concern, complaints, possible illegal conduct or other conduct that violates the Standards of Conduct or the Code.
  3. To establish and administer a "hotline" system that shall be available to all employees to report, on a confidential basis, any suspected illegal conduct or other conduct that violates the Standards of Conduct or the Code.
  4. To report to the Audit Committee not less than quarterly (and more frequently, if requested) the findings of all investigations, the status of uncompleted investigations and the number of inquiries or complaints received through the corporate "hotline" system.
  5. If so directed by the Audit Committee, to notify the appropriate law enforcement agency of any possible violations of law.
- C. Audit Committee. In addition to the responsibilities set forth in the Audit Committee Charter, the Audit Committee has the following responsibilities with respect to the Plan:

1. Review the reports of the Compliance Director and ensure that all investigations are being carried out in a timely and complete fashion.
  2. Direct the Compliance Director to make referrals to appropriate law enforcement officials of possible violations of law, if appropriate.
  3. Review reports from the Compliance Director concerning discipline imposed for violations of this Plan to ensure that discipline is appropriate and consistently applied.
  4. Impose appropriate discipline for violations of this Plan by directors or executive officers.
- D. All Employees. All employees of the AMC companies have the following duties and obligations:
1. To report to the Compliance Director or General Counsel, as set forth below, any concerns, complaints or possible violations of law, or any violations of the Standards of Conduct or the Code.
  2. To cooperate fully with the Compliance Director, the Audit Committee or their agents, in their investigations.

V. **Reporting and Investigating Concerns**

- A. Any employee may seek guidance with respect to the Standards of Conduct or the Code or report possible illegal conduct or other conduct inconsistent with the Standards of Conduct or the Code, in three different ways:
1. By using the “hotline system” set forth below;
  2. By mailing the question or concern to his or her supervisor, the Compliance Director or General Counsel;
  3. By contacting in person his or her supervisor, the Compliance Director or General Counsel.
- B. The AMC companies shall establish a “hotline system” as follows:
1. AMC’s Home Office shall administer a hotline for the use of employees. The Compliance Director will ensure that adequate training and instructions are given to those employees administering each hotline contact so that they know the proper procedures for handling each documented call as well as the type

of calls that should be referred to the Compliance Director's office for response.

2. A record shall be made of each call on a form prepared for this purpose.
- C. **Upon receipt of a question or concern the employee's supervisor shall deliver a report of the question or concern to the Compliance Director or the General Counsel.**
- D. The Compliance Director, the General Counsel or his or her respective designee, shall record the information necessary to conduct an appropriate investigation of the complaint. If the employee was seeking information concerning the Standards of Conduct, the Code or their application, the Compliance Director or the General Counsel, or his or her respective designee, shall record the fact of the call and the nature of the information sought.
- E. The Compliance Director may conduct an investigation of allegations of improper conduct alone or with staff assistance, in either case with appropriate review of the findings by the General Counsel; or he or she may refer the report to the General Counsel for investigation. Where the Compliance Director believes referral to the General Counsel would be inappropriate, the report may be referred to the Audit Committee.
- F. The Company will not retaliate against, discharge, demote, suspend, threaten, harass or in any manner discriminate against any associate in the terms and condition of their employment based upon any lawful actions of such associate with respect to good faith reporting of violations of the Standards of Conduct or the Code or otherwise as specified in the Sarbanes-Oxley Act of 2002 or other applicable law.
- G. Any attempt to harm or slander another through false accusations, malicious rumors or other irresponsible actions is a violation of company policy. Such attempts, if proven, will be subject to discipline.

## VI. **Confidentiality**

Consistent with our obligations under the law, and within the enforcement processes established in this Plan, the AMC companies will keep confidential the identity of employee, about or against whom allegations of violations are brought, unless or until it has been determined that a violation has occurred. Similarly, the AMC companies will take all reasonable steps to keep confidential the identity of anyone reporting a possible violation. It will, of course, be necessary to share this information with counsel or others involved in the investigation of alleged violations of the Standards of Conduct contained in this plan. In addition, anonymous reporting does not serve to satisfy a duty to disclose your involvement in unethical or illegal behavior.

## VII. Sanctions for Violation

The policies reflected in this Plan are important to the AMC companies and, therefore, violations will subject the offender to some manner of discipline or corporate action when and as warranted.

- A. Persons involved in improper activities. Any employee who violates the Standards of Conduct contained in the Plan or the Code will be appropriately disciplined as provided below. Violations include the failure to report suspected improper activity.
- B. Management responsible for discipline. The Compliance Director, in consultation with appropriate personnel, shall establish procedures for the discipline of employees for violation of the Standards of Conduct or the Code. These procedures shall provide for disciplinary decisions to be made by supervisors after consultation with the Compliance Director.
- C. Discipline available. Discipline will not necessarily be progressive in nature. That means that a first violation will not necessarily begin with the least severe discipline and then move up one level with each subsequent violation. The appropriate discipline will be given considering the nature of the violation and the individual's history with the AMC companies. Possible disciplinary measures may range from a warning to discharge. In addition, referral of the matter may be made to the appropriate government agencies. Such person may also be responsible in a civil suit for losses or other damages caused by their conduct.

## VIII. Communication of Plan

It is essential that all employees of the AMC companies have a clear understanding of their rights and responsibilities under this Plan and the Code. It is not essential, however, that every employee be educated concerning every aspect of the Plan or the Code. In fact, such an approach would be counterproductive. The philosophy of this Plan is to ensure that each affected person receive materials and/or training on those aspects which directly involve his or her job duties and responsibilities.

- A. Compliance Materials. All employees shall receive compliance materials appropriate to his or her position concerning the Standards of Conduct, the Code and an explanation of the Compliance Program procedures. The Compliance Director shall determine the appropriate materials each classification of employee shall receive. The Compliance Director shall also ensure that each employee sign a statement acknowledging receipt of the compliance materials and affirming his or her intention to abide by the Standards of Conduct and the Code.
- B. Seminars/presentations and additional written materials. Seminars, other live or videotaped presentations or more detailed written materials may be developed on topics that the Compliance Director determines appropriate.

IX. **Audit of Compliance Program**

- A. In addition to the annual financial and management audit conducted by the independent public accountants retained by the AMC companies, there shall also be periodic audits of the compliance with the procedures and Standards of Conduct established in this Plan. The Compliance Director shall establish appropriate procedures for such audits. The results of these audits shall be presented at least annually to the General Counsel and the Audit Committee, together with recommendations concerning how any concerns revealed in the audit will be addressed.

X. **Standards of Conduct.**

- A. **Introduction.** The AMC companies expect all employees to conduct themselves at all times within the bounds of the law, these Standards of Conduct and the Code. These Standards of Conduct are designed to give guidance about how employees should conduct themselves when performing their jobs.
- B. **Antitrust.** The AMC companies do business globally in a very highly competitive industry. Our activities are subject to the antitrust and competition laws of the United States and the various states and countries in which we do business. In general, those laws prohibit agreements or actions that may restrain trade or reduce competition. Examples of possible violations of these laws include agreements with competitors to fix or control prices, to boycott specified suppliers or to allocate products, territories or markets. It is essential that special care be exercised to make sure that any contact with representatives of our competitors, film distributors, suppliers and others with whom we do business will not be viewed as a violation of any antitrust law. Any questions concerning whether a contact may raise antitrust concerns should be discussed with a supervisor, the Compliance Director or the General Counsel.
- C. **Insider trading.** Any information about us that is not public should be considered confidential. Associates with access to confidential information may not use or share that information with others for stock trading purposes or for any other purpose except the conduct of our business. The prohibition on insider trading applies to our securities as well as those of other companies if you learn of material non-public information about those other companies in the course of performing your duties for us. Using non-public information for personal financial benefit or tipping others who might use it to make an investment decision is both unethical and illegal. Company associates must adhere to the Company's Insider Trading Policy. Any questions should be addressed to the General Counsel or the Compliance Director.

- D. Internal financial controls and reports. Accounting control standards and procedures exist to ensure that the assets of the AMC companies are protected and properly used and that financial reports and records are accurate and reliable. The accuracy of these reports depends upon the accuracy of the information provided. All documents supporting the financial records should be accurate and should reflect the true nature of the transaction. You should not falsify or otherwise provide information that is not accurate or complete in connection with any form or record.
- E. Business gifts and gratuities. Employees should avoid the receipt of gifts, gratuities, favors or other benefits that might affect or appear to affect the exercise of their judgment on behalf of the AMC companies. Any substantial gift or favor offered by an actual or potential client, contractor or provider of goods or services, whether it be in tangible form or in the form of a service or individual benefit, should be refused unless acceptance of such gift or favor has been approved. Approval may be obtained from the employee's immediate supervisor.

This prohibition is not intended to apply to ordinary courtesies of business life, such as token gifts of insubstantial value, modest entertainment incidental to a business relationship, or the giving or receipt of normal hospitality of a social nature.

- F. Travel and Entertainment. Travel and entertainment should be consistent with the needs of business. An employee should neither lose nor gain financially as a result of business travel and entertainment. Reports filed reflecting the nature and extent of expenses incurred for travel and entertainment should be accurate. It is the responsibility of those who approve such reports to take reasonable steps to ensure their accuracy.
- G. Conflicts of interest. All employees should avoid any situation that may involve a conflict between their personal interests and the interests of the AMC companies. In dealing with current or potential customers, film distributors, suppliers, contractors and competitors, employees should act in the best interests of the AMC companies to the exclusion of personal advantage. Each employee shall make prompt and full disclosure in writing to their supervisor of any situation which may involve a conflict of interest. Company employees must also adhere to the Code and Conflicts of Interest Policy.
- H. Competitive information. Our business is highly competitive. Nonpublic information related to the business strategies of the AMC companies should not be shared with anyone outside the AMC companies without proper authority. Likewise, in collecting information on the strategies of our competitors, only legitimate resources should be utilized.

- I. International business practices. Certain of the AMC companies transact business outside of the United States. In addition to the laws of those particular countries, the United States has certain restrictions on the conduct of foreign business. The Foreign Corrupt Practices Act prohibits payments outside the United States by or on behalf of United States companies (and their subsidiaries) to bribe foreign government officials to secure business. Other restrictions exist on the export of technology and on doing business with certain countries which are under sanctions. It is important to seek legal counsel when transacting business outside of the United States. In particular, no payment should be made to any foreign official without the prior approval of the General Counsel.
  - J. Employment discrimination. The workforce of the AMC companies is diverse and reflective of our society. All employees should respect the rights and cultural differences of other individuals. It is the policy of the AMC companies not to discriminate against any person because of age, race, color, sex, religion, disability, national origin, or other classes protected by applicable federal, state or local law. Harassment of any such type will not be tolerated.
  - K. Safety and Health. The safety and health of the employees of the AMC companies is very important. Also, there are local, state and national laws which are designed to promote a safe workplace. It is important that any injuries at the workplace or suspected unsafe conditions are reported promptly.
- XI. **Implementation of this Plan**
- A. The Audit Committee shall appoint a Director of Compliance, with the advice of the CEO, to carry out his/her duties as set forth in this Plan.
  - B. The Director of Compliance shall consult with the General Counsel concerning the drafting and distribution of the Compliance Manual and any other materials deemed necessary for accomplishing the goals of this plan.