



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BLUE MOUNTAIN CREDIT :
ALTERNATIVES MASTER FUND L.P., :
BLUEMOUNTAIN FOINAVEN :
MASTER FUND L.P., :
BLUEMOUNTAIN FURSAN FUND :
L.P., BLUEMOUNTAIN GUADALUPE :
PEAK FUND L.P., BLUEMOUNTAIN :
KICKING HORSE FUND L.P., :
BLUEMOUNTAIN LOGAN :
OPPORTUNITIES MASTER FUND L.P., :
BLUEMOUNTAIN MONTENVERS :
MASTER FUND SCA SICAV-SIF, AND :
BLUEMOUNTAIN SUMMIT TRADING :
L.P., :

Petitioners, :

v. :

REGAL ENTERTAINMENT GROUP, :

Respondent. :

C.A. No. _____

PETITION FOR APPRAISAL OF STOCK

Pursuant to Section 262 of the General Corporation Law of the State of Delaware (“DGCL”), 8 *Del. C.* § 262 (“Section 262”), Blue Mountain Credit Alternatives Master Fund L.P., BlueMountain Foinaven Master Fund L.P., BlueMountain Fursan Fund L.P., BlueMountain Guadalupe Peak Fund L.P., BlueMountain Kicking Horse Fund L.P., BlueMountain Logan Opportunities Master Fund L.P., BlueMountain Monteners Master Fund SCA SICAV-SIF, and BlueMountain Summit Trading L.P. (collectively, the “Petitioners”) hereby petition

the Court of Chancery for a determination of the fair value of shares of common stock of Regal Entertainment Group (“Regal” or the “Company”) and, in support thereof, state as follows:

1. At all times relevant to this proceeding, Blue Mountain Credit Alternatives Master Fund L.P. beneficially owned 3,489,131 shares of Regal common stock.

2. At all times relevant to this proceeding, BlueMountain Foinaven Master Fund L.P. beneficially owned 352,174 shares of Regal common stock.

3. At all times relevant to this proceeding, BlueMountain Fursan Fund L.P. beneficially owned 352,174 shares of Regal common stock.

4. At all times relevant to this proceeding, BlueMountain Guadalupe Peak Fund L.P. beneficially owned 195,652 shares of Regal common stock.

5. At all times relevant to this proceeding, BlueMountain Kicking Horse Fund L.P. beneficially owned 241,304 shares of Regal common stock.

6. At all times relevant to this proceeding, BlueMountain Logan Opportunities Master Fund L.P. beneficially owned 397,826 shares of Regal common stock.

7. At all times relevant to this proceeding, BlueMountain Monteners Master Fund SCA SICAV-SIF beneficially owned 593,478 shares of Regal common stock.

8. At all times relevant to this proceeding, BlueMountain Summit Trading L.P. beneficially owned 900,000 shares of Regal common stock (collectively, when combined with the holdings set forth in paragraphs 1-7 and totaling 6,521,739 shares, such shares are hereinafter referred to as the “Petitioners’ Appraisal Shares”).

9. The registered agent of Regal in Delaware is The Corporation Trust Company, located at 1209 Orange Street, Wilmington, Delaware 19801.

10. On February 28, 2018 (the “Effective Date”), Regal, a Delaware corporation, merged with Crown Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Crown Intermediate Holdco, Inc., a Delaware corporation and indirect wholly-owned subsidiary of Cineworld Group plc (“Cineworld”), a public limited company incorporated in England and Wales, with Regal surviving the merger as an indirect wholly-owned subsidiary of Cineworld, whereby Regal shareholders would receive \$23.00 in cash for each share of Class A common stock and Class B common stock that was issued and outstanding on the Effective Date (the “Merger”). The Company’s shares were delisted from the New York Stock Exchange effective March 1, 2018.

11. On February 2, 2018, Regal filed a Schedule 14C (the “Information Statement”) with the Securities and Exchange Commission (“SEC”), whereby Regal notified Petitioners of their appraisal rights for their shares of Regal common stock (“Notice of Appraisal Rights”), pursuant to Section 262 of the DGCL, and provided

Petitioners with a copy of Section 262, attached as Annex C to the Information Statement. The Notice of Appraisal Rights states the following:

Under Section 262 of the DGCL, when a merger is adopted by stockholders by written consent in lieu of a meeting of stockholders, either the constituent corporation before the effective date of the merger or the surviving corporation within 10 days after the effective date of the merger, must notify each stockholder entitled to appraisal rights of the approval of the merger and that appraisal rights are available. Such notice may, and, if given on or after the effective date of the merger, shall, also notify such stockholders of the effective date of the merger. A copy of Section 262 of the DGCL must be included with such notice. This Information Statement constitutes the Company's notice to its stockholders of the approval of the merger and the availability of appraisal rights in connection with the merger and the full text of Section 262 of the DGCL is attached to this Information Statement as *Annex C*.

If the appraisal notice described above does not notify stockholders of the effective date of the merger, then either (i) each constituent corporation shall send a second notice before the effective date of the merger notifying each stockholder entitled to appraisal rights of the effective date of the merger or (ii) the surviving corporation shall send a second notice to all such holders on or within 10 days after the effective date of the merger. If the second notice is sent more than 20 days following the sending of the first notice, the second notice need only be sent to each stockholder who is entitled to appraisal rights and who has demanded appraisal of such holder's shares in accordance with Section 262 of the DGCL.

Stockholders who may wish to exercise their appraisal rights or may wish to preserve their right to do so should review carefully the discussion in this section and *Annex C* in its entirety and should consult with their legal advisor, since failure to timely comply with the procedures set forth therein will result in the loss of such rights. A stockholder who fails to perfect, effectively withdraws, or otherwise loses his, her or its appraisal rights will

be entitled to receive the \$23.00 per share cash merger consideration.

Stockholders who wish to exercise their right to demand appraisal of their shares of Company common stock under Section 262 of the DGCL must:

- not have voted in favor of or consented in writing to the merger; and
- hold their shares on the date of making of the demand for appraisal; and
- continuously hold their shares through the effective date of the merger; and
- deliver to the Company (at the address set forth below) as the surviving corporation in the merger a written demand for appraisal in accordance with Section 262 of the DGCL.

Stockholders wishing to exercise the right to demand appraisal of their shares of Company common stock under Section 262 of the DGCL must demand in writing an appraisal of such shares no later than 20 days after the mailing of this Information Statement, which 20th day is February 22, 2018.

12. Pursuant to letters dated February 16, 2018 (“Petitioners’ Appraisal Demand”), Petitioners caused Cede & Co., the record holder of Petitioners’ Appraisal Shares, to demand appraisal with respect to Petitioners’ Appraisal Shares. (See Exhibit A). Petitioners’ Appraisal Demand was delivered to the Company by email and overnight mail dated February 19, 2018. (*Id.*).

13. As a result of the Merger, Petitioners became entitled to payment of the fair value of their Regal common stock upon compliance with the provisions of the Notice of Appraisal Rights and Section 262 of the DGCL.

14. Petitioners have perfected their appraisal rights in connection with the Merger in accordance with the Notice of Appraisal Rights and Section 262 of the DGCL. Cede & Co., the record holder of Petitioners' Appraisal Shares, did not tender Petitioners' Appraisal Shares pursuant to the Merger, and Petitioners have not withdrawn their objections and demand for appraisal. Petitioners have not reached an agreement with the Company as to the value of their shares of the Company's stock.

15. Petitioners are entitled to an appraisal of the fair value of their shares of the Company's stock in accordance with the provisions of Section 262 of the DGCL and have no adequate remedy at law.

16. Petitioners are also entitled to the applicable rate of interest, described in Section 262(h) of the DGCL, accruing from the Effective Date of the Merger through the date of payment.

WHEREFORE, Petitioners respectfully request that this Court:

A. Determine that Petitioners are entitled to an appraisal and payment of the fair value of Petitioners' Appraisal Shares pursuant to the Notice of Appraisal Rights and the provisions of Section 262 of the DGCL;

B. Determine the fair value of Petitioners' Appraisal Shares at the time of the Merger on February 28, 2018;

C. Direct the Company to pay that value, together with interest compounded quarterly at 5% over the Federal Reserve discount rate, from February 28, 2018, to the date of payment;

D. Order the Company to pay all expenses incurred by Petitioners in connection with the determination of the value of Petitioners' Appraisal Shares, including, without limitation, costs, attorneys' fees, and fees and expenses of experts; and

E. Grant such other and further relief as the Court may deem just, proper and equitable under the circumstances.

HEYMAN ENERIO
GATTUSO & HIRZEL LLP

/s/ Samuel T. Hirzel, II
Samuel T. Hirzel, II (# 4415)
Elizabeth A. DeFelice (# 5474)
300 Delaware Avenue, Suite 200
Wilmington, DE 19801
302-472-7300

Attorneys for Petitioners Blue Mountain Credit Alternatives Master Fund L.P., BlueMountain Foinaven Master Fund L.P., BlueMountain Fursan Fund L.P., BlueMountain Guadalupe Peak Fund L.P., BlueMountain Kicking Horse Fund L.P., BlueMountain Logan Opportunities Master Fund L.P., BlueMountain Monteners Master Fund SCA SICAV-SIF, and BlueMountain Summit Trading L.P.

OF COUNSEL:

Lawrence M. Rolnick, Esq.
Steven M. Hecht, Esq.
Jonathan M. Kass, Esq. (# 6003)
LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas
New York, NY 10020
212-262-6700

Dated: April 10, 2018