

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

**SCHEDULE TO
(Amendment No. 1)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

AMC NETWORKS INC.

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

00164V103

(CUSIP Number of Class A Common Stock)

**James G. Gallagher
11 Penn Plaza
New York, NY 10001
(212) 324-8500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

**Robert W. Downes
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000**

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount Of Filing Fee** |
|------------------------|------------------------|
| \$250,000,000.00 | \$32,450 |

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to \$250 million in value of shares of the Class A common stock, par value \$0.01 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$129.80 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

| | | | |
|---------------------------|-------------|---------------|--------------------|
| Amount Previously Paid: | \$32,450 | Filing Party: | AMC Networks Inc. |
| Form or Registration No.: | Schedule TO | Date Filed: | September 16, 2020 |

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

AMENDMENT NO. 1 TO SCHEDULE TO

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) originally filed with the United States Securities and Exchange Commission by AMC Networks Inc., a Delaware corporation (“AMC Networks” or the “Company”), on September 16, 2020, in connection with the Company’s offer to purchase up to \$250 million in value of shares of its Class A common stock, par value \$0.01 per share (the “Class A Shares”), at a price not greater than \$26.50 nor less than \$22.50 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended or supplemented are reported in this Amendment No. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO, the Offer to Purchase, dated September 16, 2020, and the related Letter of Transmittal, as amended.

ITEM 4. TERMS OF THE TRANSACTION

The information set forth in Item 4 is hereby amended and supplemented by the following:

- (1) The last bullet point in the section entitled “Important” of the Offer to Purchase, the third paragraph on page 4 of the Summary Term Sheet in the Offer to Purchase, the last bullet point on page 6 of the Summary Term Sheet in the Offer to Purchase, the second paragraph on page 9 of the Summary Term Sheet in the Offer to Purchase, and the penultimate full paragraph on page 22 of the Procedures for Tendering the Class A Shares in Section 3 of the Offer to Purchase are amended by replacing “Wednesday, October 7” with “Thursday, October 8”.

ITEM 11. ADDITIONAL INFORMATION

(b) **Other Material Information:** The information set forth in Item 11 is hereby amended and supplemented by the changes described above in Item 4 of this Amendment No. 1, which are incorporated herein by reference. In addition, the information in the Letter of Transmittal, an amended copy of which is filed as Exhibit (a)(1)(ii) to this Amendment No. 1 in order to correct a typographical error, is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following Exhibits:

- (a)(1)(ii) Form of Letter of Transmittal (including IRS Form W-9), as amended.
- (a)(1)(iii) Notice of Guaranteed Delivery, as amended.
- (a)(1)(v) Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees, as amended.
- (a)(1)(vi) Letter to Participants in AMC Networks 401(k) Savings Plan.
- (a)(1)(vii) Trustee Direction Form for Participants in AMC Networks 401(k) Savings Plan.
- (a)(1)(viii) Letter to Stockholders, dated September 24, 2020.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

AMC NETWORKS INC.

By: /s/ Sean S. Sullivan

Name: Sean S. Sullivan

Title: Executive Vice President and Chief Financial Officer

Dated: September 24, 2020

EXHIBIT INDEX

- (a)(1)(i) Offer to Purchase, dated September 16, 2020.*
- (a)(1)(ii) Form of Letter of Transmittal (including IRS Form W-9), as amended.**
- (a)(1)(iii) Notice of Guaranteed Delivery, as amended.**
- (a)(1)(iv) Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(1)(v) Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees, as amended.**
- (a)(1)(vi) Letter to Participants in AMC Networks 401(k) Savings Plan.**
- (a)(1)(vii) Trustee Direction Form for Participants in AMC Networks 401(k) Savings Plan.**
- (a)(1)(viii) Letter to Stockholders, dated September 24, 2020.**
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i) Annual Report on Form 10-K of AMC Networks Inc. for the fiscal year ended December 31, 2019 filed on February 27, 2020 (incorporated by reference to such filing).
- (a)(5)(ii) Quarterly Report on Form 10-Q of AMC Networks Inc. for the fiscal quarter ended March 31, 2020 filed on May 5, 2020 (incorporated by reference to such filing).
- (a)(5)(iii) Quarterly Report on Form 10-Q of AMC Networks Inc. for the fiscal quarter ended March 31, 2020 filed on August 5, 2020 (incorporated by reference to such filing).
- (a)(5)(iv) Current Report on Form 8-K of AMC Networks Inc. filed on March 27, 2020 (incorporated by reference to such filing).
- (a)(5)(v) Current Report on Form 8-K of AMC Networks Inc. filed on June 17, 2020 (incorporated by reference to such filing).
- (a)(5)(vi) Current Report on Form 8-K of AMC Networks Inc. filed on July 2, 2020 (incorporated by reference to such filing).
- (a)(5)(vii) Current Report on Form 8-K of AMC Networks Inc. filed on September 15, 2020 (incorporated by reference to such filing).
- (a)(5)(viii) Press Release, dated September 15, 2020.*
- (a)(5)(ix) Summary Advertisement, dated September 16, 2020.*
- (a)(5)(x) Email Communication to Employees of AMC Networks Inc.*
- (d)(i) Form of Registration Rights Agreement between AMC Networks Inc. and The Charles F. Dolan Children Trusts (incorporated by reference to Exhibit 3.5 to the Company's Amendment No. 5 to Registration Statement on Form 10 filed on June 6, 2011).
- (d)(ii) Form of Registration Rights Agreement between AMC Networks Inc. and The Dolan Family Affiliates (incorporated by reference to Exhibit 3.6 to the Company's Amendment No. 5 to Registration Statement on Form 10 filed on June 6, 2011).
- (d)(iii) Registration Rights Agreement, dated as of June 30, 2011, among AMC Networks Inc., the subsidiary guarantors named therein, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed on July 1, 2011).
- (d)(iv) Form of Standstill Agreement between AMC Networks Inc. and The Dolan Family Group (incorporated by reference to Exhibit 10.5 to the Company's Amendment No. 5 to Registration Statement on Form 10 filed on June 6, 2011).

- (d)(v) AMC Networks Inc. Amended and Restated 2016 Employee Stock Plan (incorporated by reference to Appendix A to the Company's Proxy Statement filed on Schedule 14A filed on May 13, 2020).
- (d)(vi) AMC Networks Inc. Amended and Restated 2011 Stock Plan for Non-Employee Directors (incorporated by reference to Appendix B to the Company's Proxy Statement filed on Schedule 14A filed on May 13, 2020).
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

** Filed herewith.

Letter of Transmittal
For Tender of Shares of Class A Common Stock of
AMC Networks Inc.
At a Purchase Price Not Greater than \$26.50 per Class A Share
Nor Less than \$22.50 per Class A Share
Pursuant to the Offer to Purchase Dated September 16, 2020

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF WEDNESDAY, OCTOBER 14, 2020, UNLESS THE OFFER IS EXTENDED

The undersigned represents that I (we) have full authority to tender without restriction the certificate(s) listed below. You are hereby authorized and instructed to deliver to the address indicated below (unless otherwise instructed in the boxes in the following page) a check representing a cash payment for shares of Class A common stock, \$0.01 par value per share, of AMC Networks Inc. ("AMC Networks") (collectively the "Class A Shares") tendered pursuant to this Letter of Transmittal, for purchase by us at a price not greater than \$26.50 nor less than \$22.50 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions in the Offer to Purchase, dated September 16, 2020 (the "Offer to Purchase" and, together with this Letter of Transmittal, as they may be amended or supplemented from time to time, the "Offer").

Method of delivery of the certificate(s) is at the option and risk of the owner thereof. See Instruction 2.

Mail or deliver this Letter of Transmittal, together with the certificate(s) representing your Class A Shares, to:

By Mail:
 BY 5:00 P.M. New York City time on
 Expiration Date
 Equiniti Trust Company
 Shareowner Services
 Voluntary Corporate Actions
 P.O. Box 64858
 St. Paul, Minnesota 55164-0858

By Hand or Overnight Courier:
 BY 5:00 P.M. New York City time on
 Expiration Date
 Equiniti Trust Company
 Shareowner Services
 Voluntary Corporate Actions
 1110 Centre Pointe Curve, Suite 101
 Mendota Heights, Minnesota 55120

Pursuant to the Offer to Purchase up to \$250 million in value of Class A Shares, the undersigned encloses herewith and tenders the following certificates representing shares of AMC Networks:

ACCOUNT NUMBER CERT SHARES BOOK SHARES TOTAL SHARES ISSUE NUMBER

FOR OFFICE USE ONLY **Approved** _____ **W-9 Completed** _____

DESCRIPTION OF SHARES TENDERED
(SEE INSTRUCTIONS 3 AND 4)

| NAME(S) AND ADDRESS(ES) OF REGISTERED HOLDER(S) (PLEASE FILL IN, IF BLANK, EXACTLY AS NAME(S) APPEAR(S) ON SHARE CERTIFICATE(S)) and/or ACCOUNT STATEMENT | CERTIFICATES TENDERED (ATTACH ADDITIONAL SIGNED LIST, IF NECESSARY) | | |
|---|--|---|---|
| | Certificate Number(s) and/or indicate Book- Entry | Total Number of Class A Shares Represented by Certificate(s) | Number of Class A Shares Tendered (1,2) |
| | | | |
| | | | |
| | | | |
| | | | |
| | Total Class A Shares Tendered | | |

- (1) If Class A Shares are held in Book-Entry form, you MUST indicate the number of Class A Shares you are tendering. Otherwise, all Class A Shares represented by Book-Entry delivered to the Depository Agent will be deemed to have been tendered
- (2) If you wish to tender fewer than all shares represented by any certificate listed above, please indicate in this column the number of Class A Shares you wish to tender. Otherwise, all Class A Shares represented by share certificates delivered to the Depository Agent will be deemed to have been tendered. See Instruction 4.

LostCertificates. I have lost my certificate(s) for _____ Class A Shares and I require assistance in replacing the Class A Shares (See Instruction 13).

THIS FORM SHOULD BE COMPLETED, SIGNED AND SENT TOGETHER WITH ALL OTHER DOCUMENTS, INCLUDING YOUR CERTIFICATES FOR CLASS A SHARES TO EQUINITY TRUST COMPANY (THE "DEPOSITARY") AT ONE OF THE ADDRESSES SET FORTH BELOW. DELIVERY OF THIS LETTER OF TRANSMITTAL OR OTHER DOCUMENTS TO AN ADDRESS OTHER THAN AS SET FORTH BELOW DOES NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO AMC NETWORKS, BOFA SECURITIES, INC. AND CITIGROUP GLOBAL MARKETS INC. (THE "JOINT DEALER MANAGERS"), OR D.F. KING & CO., INC. (THE "INFORMATION AGENT") WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO THE DEPOSITARY TRUST COMPANY WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY.

**READ THE INSTRUCTIONS CAREFULLY BEFORE
COMPLETING THIS LETTER OF TRANSMITTAL.**

Indicate below the order (by certificate number) in which Class A Shares are to be purchased in the event of proration (attach additional signed list if necessary). If you do not designate an order and if less than all Class A Shares tendered are purchased due to proration, Class A Shares will be selected for purchase by the Depository. See Instruction 16.

| | | |
|-------|-------|-------|
| 1st: | 2nd: | 3rd: |
| _____ | _____ | _____ |
| 4th: | 5th: | |
| _____ | _____ | |

**YOU MUST SIGN THIS LETTER OF TRANSMITTAL WHERE INDICATED BELOW AND COMPLETE THE IRS FORM W-9
PROVIDED BELOW OR APPROPRIATE IRS FORM W-8.**

This Letter of Transmittal is to be used either if you hold certificates for shares of Class A common stock of AMC Networks, par value \$0.01 per share (the "Class A Shares"), or your Class A Shares are held in book entry form on the records of the Depository or, unless an Agent's Message (defined below) is utilized, if delivery of Class A Shares is to be made by book-entry transfer to an account maintained by the Depository at The Depository Trust Company, which is referred to as the Book-Entry Transfer Facility, pursuant to the procedures set forth in Section 3 of the Offer to Purchase dated September 16, 2020 (as may be amended or supplemented from time to time, the "Offer to Purchase"). Tendering stockholders must deliver either the certificates for, or timely confirmation of book-entry transfer in accordance with the procedures described in Section 3 of the Offer to Purchase with respect to, their Class A Shares and all other documents required by this Letter of Transmittal to the Depository by 12:00 Midnight, New York City time, at the end of Wednesday, October 14, 2020 (as this time may be extended at any time or from time to time by AMC Networks in its sole discretion in accordance with the terms of the Offer (the "Expiration Date")). See Section 14 of the Offer to Purchase. Tendering stockholders whose certificates for Class A Shares are not immediately available or who cannot deliver either the certificates for, or timely confirmation of book-entry in accordance with the procedures described in Section 3 of the Offer to Purchase with respect to, their Class A Shares and all other documents required by this Letter of Transmittal to the Depository by the time provided immediately above must tender their Class A Shares in accordance with the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. All capitalized terms not otherwise defined herein have the meaning ascribed to them in the Offer to Purchase.

Your attention is directed in particular to the following:

1. If you want to retain the Class A Shares you own, you do not need to take any action.
2. If you want to participate in the Offer and wish to maximize the chance that AMC Networks will accept for payment Class A Shares you are tendering by this Letter of Transmittal, you should check the box marked "Class A Shares Tendered At Price Determined Under The Offer" below and complete the other portions of this Letter of Transmittal as appropriate. You should understand that this election may effectively lower the Final Purchase Price (defined below) and could result in your Class A Shares being purchased at the minimum price of \$22.50 per Class A Share, a price that could be below the last reported sale price of the Class A Shares on the Nasdaq Stock Market on the Expiration Date.
3. If you wish to select a specific price at which you will be tendering your Class A Shares, you should select one of the boxes in the section captioned "Class A Shares Tendered At Price Determined By Stockholder" below and complete the other portions of this Letter of Transmittal as appropriate.

PRICE (IN DOLLARS) PER CLASS A SHARE AT WHICH CLASS A SHARES ARE BEING TENDERED

(See Instruction 5)

THE UNDERSIGNED IS TENDERING CLASS A SHARES AS FOLLOWS (CHECK ONLY ONE BOX UNDER (1) OR (2) BELOW).

1. CLASS A SHARES TENDERED AT PRICE DETERMINED UNDER THE OFFER

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Class A Shares Tendered At Price Determined By Stockholder,” the undersigned hereby tenders Class A Shares at the purchase price as shall be determined by AMC Networks in accordance with the terms of the Offer.

- The undersigned wants to maximize the chance that AMC Networks will accept for payment all of the Class A Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes below, the undersigned hereby tenders Class A Shares at, and is willing to accept, the purchase price determined by AMC Networks in accordance with the terms of the Offer. The undersigned understands that this action will result in the undersigned’s Class A Shares being deemed to be tendered at the minimum price of \$22.50 per Class A Share for purposes of determining the Final Purchase Price. This may effectively lower the Final Purchase Price and could result in the undersigned receiving a price as low as \$22.50 per Class A Share.

2. CLASS A SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the following boxes INSTEAD OF THE BOX UNDER “Class A Shares Tendered At Price Determined Under The Offer,” the undersigned hereby tenders Class A Shares at the price checked. The undersigned understands that this action could result in AMC Networks purchasing none of the Class A Shares tendered hereby if the purchase price determined by AMC Networks for the Class A Shares is less than the price checked below.

| | | | | | |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> \$22.50 | <input type="checkbox"/> \$22.60 | <input type="checkbox"/> \$22.70 | <input type="checkbox"/> \$22.80 | <input type="checkbox"/> \$22.90 | <input type="checkbox"/> \$23.00 |
| <input type="checkbox"/> \$23.10 | <input type="checkbox"/> \$23.20 | <input type="checkbox"/> \$23.30 | <input type="checkbox"/> \$23.40 | <input type="checkbox"/> \$23.50 | <input type="checkbox"/> \$23.60 |
| <input type="checkbox"/> \$23.70 | <input type="checkbox"/> \$23.80 | <input type="checkbox"/> \$23.90 | <input type="checkbox"/> \$24.00 | <input type="checkbox"/> \$24.10 | <input type="checkbox"/> \$24.20 |
| <input type="checkbox"/> \$24.30 | <input type="checkbox"/> \$24.40 | <input type="checkbox"/> \$24.50 | <input type="checkbox"/> \$24.60 | <input type="checkbox"/> \$24.70 | <input type="checkbox"/> \$24.80 |
| <input type="checkbox"/> \$24.90 | <input type="checkbox"/> \$25.00 | <input type="checkbox"/> \$25.10 | <input type="checkbox"/> \$25.20 | <input type="checkbox"/> \$25.30 | <input type="checkbox"/> \$25.40 |
| <input type="checkbox"/> \$25.50 | <input type="checkbox"/> \$25.60 | <input type="checkbox"/> \$25.70 | <input type="checkbox"/> \$25.80 | <input type="checkbox"/> \$25.90 | <input type="checkbox"/> \$26.00 |
| <input type="checkbox"/> \$26.10 | <input type="checkbox"/> \$26.20 | <input type="checkbox"/> \$26.30 | <input type="checkbox"/> \$26.40 | <input type="checkbox"/> \$26.50 | |

CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, THERE IS NO VALID TENDER OF CLASS A SHARES.

A STOCKHOLDER DESIRING TO TENDER CLASS A SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH CLASS A SHARES ARE TENDERED. THE SAME CLASS A SHARES CANNOT BE TENDERED, UNLESS PREVIOUSLY PROPERLY WITHDRAWN AS PROVIDED IN SECTION 4 OF THE OFFER TO PURCHASE, AT MORE THAN ONE PRICE.

ODD LOTS
(See Instruction 14)

As described in Section 1 of the Offer to Purchase, under certain conditions, stockholders holding a total of fewer than 100 Class A Shares may have their Class A Shares accepted for payment before any proration of other tendered Class A Shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more Class A Shares, even if such holders have separate accounts or certificates representing fewer than 100 Class A Shares.

Accordingly, this section is to be completed ONLY if Class A Shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 Class A Shares. The undersigned either (check one box):

- is the beneficial or record owner of an aggregate of fewer than 100 Class A Shares, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) Class A Shares with respect to which it is the record holder and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 Class A Shares and is tendering all such Class A Shares.

CONDITIONAL TENDER
(See Instruction 15)

A stockholder may tender Class A Shares subject to the condition that a specified minimum number of the stockholder's Class A Shares tendered pursuant to the Letter of Transmittal must be purchased if any Class A Shares tendered are purchased, all as described in the Offer to Purchase, particularly in Section 6 of the Offer to Purchase. Unless at least the minimum number of Class A Shares indicated below is purchased by AMC Networks pursuant to the terms of the Offer, none of the Class A Shares tendered will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Class A Shares that must be purchased if any are purchased, and AMC Networks urges stockholders to consult their own financial and tax advisors before completing this section. Unless this box has been checked *and* a minimum specified, the tender will be deemed unconditional.

- The minimum number of Class A Shares that must be purchased, if any are purchased, is: _____ Class A Shares.

If, because of proration, the minimum number of Class A Shares designated will not be purchased, AMC Networks may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Class A Shares and checked this box:

- The tendered Class A Shares represent all Class A Shares held by the undersigned.

LOST OR DESTROYED CERTIFICATE(S)

IF ANY STOCK CERTIFICATE REPRESENTING CLASS A SHARES THAT YOU OWN HAS BEEN LOST, STOLEN OR DESTROYED, PLEASE CONTACT THE DEPOSITARY AT (800) 468-9716 PROMPTLY TO OBTAIN INSTRUCTIONS AS TO THE STEPS THAT MUST BE TAKEN IN ORDER TO REPLACE THE CERTIFICATE. THIS LETTER OF TRANSMITTAL AND RELATED DOCUMENTS CANNOT BE PROCESSED UNTIL THE PROCEDURES FOR REPLACING LOST OR DESTROYED CERTIFICATES HAVE BEEN FOLLOWED. PLEASE CONTACT THE DEPOSITARY IMMEDIATELY TO PERMIT TIMELY PROCESSING OF THE REPLACEMENT DOCUMENTATION. SEE INSTRUCTION 13.

**NOTE: SIGNATURES MUST BE PROVIDED WHERE INDICATED BELOW.
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.**

Ladies and Gentleman:

The undersigned hereby tenders to AMC Networks Inc., a Delaware corporation (“AMC Networks”), the above-described shares of AMC Networks’ Class A common stock, par value \$0.01 per share (the “Class A Shares”), at the price per Class A Share indicated in this Letter of Transmittal, to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in AMC Networks’ Offer to Purchase dated September 16, 2020 (as amended or supplemented from time to time, the “Offer to Purchase”) and this Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the “Offer”), receipt of which is hereby acknowledged.

Subject to and effective on acceptance for payment of, and payment for, the Class A Shares tendered with this Letter of Transmittal in accordance with, and subject to, the terms of the Offer, the undersigned hereby sells, assigns and transfers to, or upon the order of, AMC Networks, all right, title and interest in and to all the Class A Shares that are being tendered and irrevocably constitutes and appoints Equiniti Trust Company (the “Depositary”), the true and lawful agent and attorney-in-fact of the undersigned, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to the full extent of the undersigned’s rights with respect to such tendered Class A Shares, to (a) deliver certificates for such tendered Class A Shares or transfer ownership of such tendered Class A Shares on the account books maintained by The Depository Trust Company (the “Book-Entry Transfer Facility”), together, in any such case, with all accompanying evidences of transfer and authenticity to, or upon the order of, AMC Networks upon receipt by the Depositary, as the undersigned’s agent, of the aggregate purchase price with respect to such tendered Class A Shares, (b) present such tendered Class A Shares for cancellation and transfer on AMC Networks’ books and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such tendered Class A Shares, all in accordance with the terms of the Offer.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the tendered Class A Shares and, when the same are accepted for payment, AMC Networks will acquire good title thereto, free and clear of all liens, security interests, restrictions, charges, claims, encumbrances, conditional sales agreements or other similar obligations relating to the sale or transfer of the tendered Class A Shares, and the same will not be subject to any adverse claim or right. The undersigned will, on request by the Depositary or AMC Networks, execute any additional documents deemed by the Depositary or AMC Networks to be necessary or desirable to complete the sale, assignment and transfer of the tendered Class A Shares (and any and all such other Class A Shares or other securities or rights), all in accordance with the terms of the Offer.

All authority conferred or agreed to be conferred pursuant to this Letter of Transmittal shall be binding on the successors, assigns, heirs, personal representatives, executors, administrators and other legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable.

The undersigned understands that:

1. the valid tender of Class A Shares pursuant to any of the procedures described in Section 3 of the Offer to Purchase and in the instructions to this Letter of Transmittal constitutes the undersigned's acceptance of the terms and conditions of the Offer; AMC Networks' acceptance of the tendered Class A Shares will constitute a binding agreement between the undersigned and AMC Networks on the terms and subject to the conditions of the Offer;
2. it is a violation of Rule 14e-4 promulgated under the Securities Exchange Act of 1934, as amended, for a person acting alone or in concert with others, directly or indirectly, to tender Class A Shares for such person's own account unless at the time of tender and at the Expiration Date such person has a "net long position" in (a) the Class A Shares that is equal to or greater than the amount tendered and will deliver or cause to be delivered such Class A Shares for the purpose of tender to AMC Networks within the period specified in the Offer, or (b) other securities immediately convertible into, exercisable for or exchangeable into Class A Shares ("Equivalent Securities") that is equal to or greater than the amount tendered and, upon the acceptance of such tender, will acquire such Class A Shares by conversion, exchange or exercise of such Equivalent Securities to the extent required by the terms of the Offer and will deliver or cause to be delivered such Class A Shares so acquired for the purpose of tender to AMC Networks within the period specified in the Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of Class A Shares made pursuant to any method of delivery set forth in this Letter of Transmittal will constitute the tendering stockholder's representation and warranty to AMC Networks that (y) such stockholder has a "net long position" in Class A Shares or Equivalent Securities being tendered within the meaning of Rule 14e-4, and (z) such tender of Class A Shares complies with Rule 14e-4. AMC Networks' acceptance for payment of Class A Shares tendered pursuant to the Offer will constitute a binding agreement between the tendering stockholder and AMC Networks upon the terms and subject to the conditions of the Offer;
3. AMC Networks will, upon the terms and subject to the conditions of the Offer, determine a single per Class A Share price (the "Final Purchase Price"), not greater than \$26.50 nor less than \$22.50 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest, that it will pay for Class A Shares properly tendered and not properly withdrawn from the Offer, taking into account the number of Class A Shares so tendered and the prices specified, or deemed specified, by tendering stockholders;
4. the Final Purchase Price will be the lowest single purchase price, not greater than \$26.50 nor less than \$22.50 per Class A Share, that will allow us to purchase \$250 million in value of Class A Shares, or a lower amount depending on the number of Class A Shares properly tendered and not properly withdrawn;
5. AMC Networks reserves the right, in its sole discretion, to increase or decrease the per Class A Share purchase price and to increase or decrease the value of Class A Shares sought in the Offer. We may increase the value of Class A Shares sought in the Offer to an amount greater than \$250 million, subject to applicable law. In accordance with the rules of the Securities and Exchange Commission, we may increase the number of Class A Shares accepted for payment in the Offer by no more than 2% of the outstanding Class A Shares without amending or extending the Offer;
6. Class A Shares properly tendered prior to the Expiration Date at or below the Final Purchase Price and not properly withdrawn will be purchased in the Offer at the Final Purchase Price, upon the terms and subject to the conditions of the Offer, including the "odd lot" priority and proration (because more than the number of Class A Shares sought are properly tendered) and conditional tender provisions described in the Offer to Purchase;
7. AMC Networks will return at its expense all Class A Shares it does not purchase, including Class A Shares tendered at prices greater than the Final Purchase Price and not properly withdrawn and Class A Shares not purchased because of proration or conditional tenders, promptly following the Expiration Date;

8. under the circumstances set forth in the Offer to Purchase, AMC Networks expressly reserves the right, in its sole discretion, to terminate the Offer at any time and from time to time, upon the occurrence of any of the events set forth in Section 7 of the Offer to Purchase and to extend the period of time during which the Offer is open and thereby delay acceptance for payment of, and payment for, any Class A Shares by giving oral or written notice of such extension to the Depository and making a public announcement thereof. During any such extension, all Class A Shares previously tendered and not properly withdrawn will remain subject to the Offer and to the rights of a tendering stockholder to withdraw such stockholder's Class A Shares;

9. stockholders who cannot deliver their certificates and all other required documents to the Depository or complete the procedures for book-entry transfer prior to the Expiration Date may tender their Class A Shares by properly completing and duly executing the Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase;

10. AMC Networks has advised the undersigned to consult with the undersigned's own advisors as to the consequences of tendering Class A Shares pursuant to the Offer; and

11. WE ARE NOT MAKING THE OFFER TO, AND WILL NOT ACCEPT ANY TENDERED CLASS A SHARES FROM, STOCKHOLDERS IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES WHERE IT WOULD BE ILLEGAL TO DO SO, PROVIDED THAT WE WILL COMPLY WITH THE REQUIREMENTS OF RULE 13E-4(F)(8) PROMULGATED UNDER THE EXCHANGE ACT. HOWEVER, WE MAY, AT OUR DISCRETION, TAKE ANY ACTIONS NECESSARY FOR US TO MAKE THE OFFER TO STOCKHOLDERS IN ANY SUCH JURISDICTION. IN ANY JURISDICTION WHERE THE SECURITIES OR BLUE SKY LAWS REQUIRE THE OFFER TO BE MADE BY A LICENSED BROKER OR DEALER, THE OFFER IS BEING MADE ON OUR BEHALF BY THE JOINT DEALER MANAGERS OR ONE OR MORE REGISTERED BROKERS OR DEALERS, WHICH ARE LICENSED UNDER THE LAWS OF SUCH JURISDICTION.

The undersigned agrees to all of the terms and conditions of the Offer.

Unless otherwise indicated below in the section captioned "Special Payment Instructions," please issue the check for payment of the purchase price and/or return any certificates for Class A Shares not tendered or accepted for payment in the name(s) of the registered holder(s) appearing under "Description of Class A Shares Tendered." Similarly, unless otherwise indicated under "Special Delivery Instructions," please mail the check for payment of the purchase price and/or return any certificates for Class A Shares not tendered or accepted for payment (and accompanying documents, as appropriate) to the address(es) of the registered holder(s) appearing under "Description of Class A Shares Tendered." In the event that both the "Special Delivery Instructions" and the "Special Payment Instructions" are completed, please issue the check for payment of the purchase price and/or return any certificates for Class A Shares not tendered or accepted for payment (and any accompanying documents, as appropriate) in the name(s) of, and deliver such check and/or return such certificates (and any accompanying documents, as appropriate) to, the person or persons so indicated. Appropriate medallion signature guarantees by an Eligible Institution (as defined in Instruction 1) have been included with respect to Class A Shares for which Special Payment Instructions have been given. The undersigned recognizes that AMC Networks has no obligation pursuant to the "Special Payment Instructions" to transfer any Class A Shares from the name of the registered holder(s) thereof if AMC Networks does not accept for payment any of the Class A Shares.

SPECIAL DELIVERY INSTRUCTIONS

To be completed ONLY if the check for the aggregate Purchase Price of Class A Shares purchased and/or certificates for Class A Shares not tendered or not purchased are to be mailed to someone other than the undersigned or to the undersigned at an address other than that shown below the undersigned's signature.

Mail:

Name: _____
(please print)

Address: _____

(please include Zip Code)

SPECIAL PAYMENT INSTRUCTIONS
(See Instructions 1, 6, 7 and 8)

To be completed ONLY if the check for payment of the purchase price of Class A Shares accepted for payment are to be issued in the name of someone other than the undersigned.

Issue:

Name: _____
(please print)

Address: _____

(please include Zip Code)

IMPORTANT: STOCKHOLDERS SIGN HERE
(also please complete IRS Form W-9 below or appropriate IRS Form W-8)

Signature(s) of Owner(s): _____

Dated:

(Must be signed by registered holder(s) exactly as name(s) appear(s) on stock certificate(s) or by person(s) authorized to become registered holder(s) of stock certificate(s) as evidenced by endorsement or stock powers transmitted herewith. If signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, the full title of the person should be set forth. See Instruction 6).

Name(s): _____

(Please Print)

Capacity (full title): _____

Address: _____

(Include Zip Code)

Complete accompanying IRS Form W-9 or appropriate IRS Form W-8.

GUARANTEE OF SIGNATURE(S)
(For use by Eligible Institutions only;
see Instructions 1 and 6)

Name of Firm: _____

(Include Zip Code)

Authorized Signature: _____

Name: _____

(Please Type or Print)

Area Code and Telephone Number: _____

Dated: _____, 2020

NOTE: A notarization by a notary public is *not* acceptable.

PLACE MEDALLION GUARANTEE IN SPACE BELOW

INSTRUCTIONS
Forming Part of the Terms and Conditions of the Offer

1. Guarantee of Signatures. No signature guarantee is required on this Letter of Transmittal if (a) this Letter of Transmittal is signed by the registered holder(s) (which term, for purposes of this Instruction 1, includes any participant in the Book-Entry Transfer Facility's system whose name appears on a security position listing as the owner of the Class A Shares) of Class A Shares tendered herewith, unless such registered holder(s) has (have) completed the section captioned "Special Payment Instructions" on this Letter of Transmittal or (b) such Class A Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity that is a member in good standing of a medallion program approved by the Securities Transfer Agents Association, Inc., including the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchange Medallion Program, or is otherwise an "eligible guarantor institution," as the term is defined in Exchange Act Rule 17Ad-15, each of the foregoing constituting an "Eligible Institution." In all other cases, all signatures on this Letter of Transmittal must be guaranteed by an Eligible Institution. See Instruction 6. If you have any questions regarding the need for a signature guarantee, please call the Information Agent at (877) 478-5043.

2. Requirements of Tender. This Letter of Transmittal is to be completed by stockholders either if certificates are to be forwarded herewith, shares are held in book-entry form on the records of the Depository or, unless an Agent's Message is utilized, if delivery of Class A Shares is to be made pursuant to the procedures for book-entry transfer set forth in Section 3 of the Offer to Purchase. For a stockholder to validly tender Class A Shares pursuant to the Offer, (a) a Letter of Transmittal, properly completed and duly executed, and the certificate(s) representing the tendered Class A Shares, together with any required signature guarantees, and any other required documents, must be received by the Depository at one of its addresses set forth on the back of this Letter of Transmittal prior to the Expiration Date, or (b) a Letter of Transmittal (or facsimile of the Letter of Transmittal), properly completed and duly executed, together with any required Agent's Message and any other required documents, must be received by the Depository at one of its addresses set forth on the back of this Letter of Transmittal prior to the Expiration Date and Class A Shares must be delivered pursuant to the procedures for book-entry transfer set forth in this Letter of Transmittal (and a book-entry confirmation must be received by the Depository) prior to the Expiration Date, or (c) the stockholder must comply with the guaranteed delivery procedures set forth below and in Section 3 of the Offer to Purchase.

Tenders of Class A Shares made pursuant to the Offer may be withdrawn at any time prior to the Expiration Date. If AMC Networks extends the Offer beyond that time, tendered Class A Shares may be withdrawn at any time until the extended Expiration Date. Class A Shares that have not previously been accepted by AMC Networks for payment may be withdrawn at any time after 12:00 Midnight, New York City time, at the end of November 12, 2020. To withdraw tendered Class A Shares, stockholders must deliver a written notice of withdrawal to the Depository within the prescribed time period at one of the addresses set forth in this Letter of Transmittal. Any notice of withdrawal must specify the name of the tendering stockholder, the number of Class A Shares to be withdrawn, and the name of the registered holder of the Class A Shares. In addition, if the certificates for Class A Shares to be withdrawn have been delivered or otherwise identified to the Depository, then, before the release of the certificates, the tendering stockholder must also submit the serial numbers shown on the particular certificates for Class A Shares to be withdrawn. If Class A Shares have been tendered pursuant to the procedures for book-entry transfer, the notice of withdrawal also must specify the name and the number of the account at Book-Entry Transfer Facility to be credited with the withdrawn Class A Shares and otherwise comply with the procedures of that facility. Withdrawals may not be rescinded and any Class A Shares withdrawn will not be properly tendered for purposes of the Offer unless the withdrawn Class A Shares are properly re-tendered prior to the Expiration Date by following the procedures described above.

Stockholders whose certificates for Class A Shares are not immediately available or who cannot deliver their certificates and all other required documents to the Depository or complete the procedures for book-entry transfer prior to the Expiration Date may tender their Class A Shares by properly completing and duly executing the

Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. Pursuant to those procedures, (a) tender must be made by or through an Eligible Institution, (b) a properly completed and duly executed Notice of Guaranteed Delivery, substantially in the form provided by AMC Networks, must be received by the Depository prior to the Expiration Date and (c) the certificates for all tendered Class A Shares in proper form for transfer (or a book-entry confirmation with respect to all such Class A Shares), together with a Letter of Transmittal (or facsimile of the Letter of Transmittal), properly completed and duly executed, with any required signature guarantees, or, in the case of a book-entry transfer, an Agent's Message, and any other required documents, must be received by the Depository, in each case by 5:00 p.m., New York City time, within two trading days following the Expiration Date as provided in Section 3 of the Offer to Purchase. A "trading day" is any day on which the Nasdaq Global Select Market is open for business. The term "Agent's Message" means a message transmitted by the Book-Entry Transfer Facility to, and received by, the Depository, which states that the Book-Entry Transfer Facility has received an express acknowledgment from the participant in the Book-Entry Transfer Facility tendering the Class A Shares that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and that AMC Networks may enforce such agreement against the participant.

THE METHOD OF DELIVERY OF CLASS A SHARES, THIS LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS, INCLUDING DELIVERY THROUGH THE BOOK-ENTRY TRANSFER FACILITY, IS AT THE SOLE ELECTION AND RISK OF THE TENDERING STOCKHOLDER. CLASS A SHARES, THIS LETTER OF TRANSMITTAL AND ALL OTHER DOCUMENTS WILL BE DEEMED DELIVERED ONLY WHEN ACTUALLY RECEIVED BY THE DEPOSITARY (INCLUDING, IN THE CASE OF A BOOK-ENTRY TRANSFER, BY BOOK-ENTRY CONFIRMATION). IF YOU ELECT TO DELIVER BY MAIL, WE RECOMMEND THAT YOU USE REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, AND THAT YOU PROPERLY INSURE THE DOCUMENTS. IN ALL CASES, YOU SHOULD ALLOW SUFFICIENT TIME TO ENSURE TIMELY DELIVERY.

Except as specifically provided by the Offer to Purchase, no alternative, conditional or contingent tenders will be accepted. No fractional Class A Shares will be purchased. All tendering stockholders, by execution of this Letter of Transmittal (or a facsimile of this Letter of Transmittal), waive any right to receive any notice of the acceptance for payment of their Class A Shares.

3. Inadequate Space. If the space provided in this Letter of Transmittal is inadequate, the certificate numbers and/or the number of Class A Shares should be listed on a separate signed schedule attached hereto.

4. Partial Tenders. If fewer than all of the Class A Shares represented by any certificate or shares held in book-entry on the records of the Depository submitted to the Depository are to be tendered, fill in the number of Class A Shares that are to be tendered in the box entitled "Description of Class A Shares Tendered." You MUST indicate the number of shares you are tendering. Otherwise, all shares represented by certificate(s) or book-entry delivered to the Depository Agent will be deemed to have been tendered. In any such case, new certificate(s) for the remainder of the Class A Shares that were evidenced by the old certificate(s) will be sent to the registered holder(s), unless otherwise provided in the appropriate box on this Letter of Transmittal, as soon as practicable after the acceptance for payment of, and payment for, the Class A Shares tendered herewith. All Class A Shares represented by certificates delivered to the Depository will be deemed to have been tendered unless otherwise indicated.

5. Indication of Price at Which Class A Shares are Being Tendered. For Class A Shares to be properly tendered, the stockholder MUST either (1) check the box in the section captioned "Class A Shares Tendered At Price Determined Under The Offer" in order to maximize the chance of having AMC Networks accept for payment all of the Class A Shares tendered (subject to the possibility of proration) or (2) check the box indicating the price per Class A Share at which such stockholder is tendering Class A Shares under "Class A Shares Tendered At Price Determined by Stockholder." Selecting option (1) could result in the stockholder receiving a

price per Class A Share as low as \$22.50. ONLY ONE BOX UNDER (1) OR (2) MAY BE CHECKED. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF CLASS A SHARES. A STOCKHOLDER WISHING TO TENDER PORTIONS OF SUCH STOCKHOLDER'S CLASS A SHARE HOLDINGS AT DIFFERENT PRICES MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SUCH STOCKHOLDER WISHES TO TENDER EACH SUCH PORTION OF SUCH STOCKHOLDER'S CLASS A SHARES. The same Class A Shares cannot be tendered more than once, unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase, at more than one price.

6. Signatures on Letter of Transmittal, Stock Powers and Endorsements. If this Letter of Transmittal is signed by the registered holder(s) of the Class A Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificate(s) without any change or alteration whatsoever.

If any of the Class A Shares tendered hereby are owned of record by two or more joint owners, all such persons must sign this Letter of Transmittal.

If any Class A Shares tendered hereby are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, he or she should so indicate when signing and submit proper evidence satisfactory to AMC Networks of his or her authority to so act.

If this Letter of Transmittal is signed by the registered owner(s) of the Class A Shares tendered hereby, no endorsements of certificates or separate stock powers are required unless payment of the purchase price is to be made, or certificates for Class A Shares not tendered or accepted for payment are to be issued, to a person other than the registered owner(s). Signatures on any such certificates or stock powers must be guaranteed by an Eligible Institution.

If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Class A Shares tendered hereby, the certificate(s) representing such Class A Shares must be properly endorsed for transfer or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered owner(s) appear(s) on the certificate(s). The signature(s) on any such certificate(s) or stock power(s) must be guaranteed by an Eligible Institution.

7. Stock Transfer Taxes. AMC Networks will pay any stock transfer taxes with respect to the transfer and sale of Class A Shares to it pursuant to the Offer. If, however, payment of the purchase price is to be made to, or if Class A Shares not tendered or accepted for payment are to be registered in the name of, any person(s) other than the registered owner(s), or if Class A Shares tendered hereby are registered in the name(s) of any person(s) other than the person(s) signing this Letter of Transmittal, the amount of any stock transfer taxes (whether imposed on the registered owner(s) or such other person(s)) payable on account of the transfer to such person(s) will be deducted from the purchase price unless satisfactory evidence of the payment of such taxes or exemption from the payment of such taxes is submitted with this Letter of Transmittal.

Except as provided in this Instruction 7, it will not be necessary for transfer tax stamps to be affixed to the certificates listed in this Letter of Transmittal.

8. Special Payment and Delivery Instructions. If a check for the purchase price of any Class A Shares accepted for payment is to be issued in the name of, and/or certificates for any Class A Shares not accepted for payment or not tendered are to be issued in the name of and/or returned to, a person other than the signer of this Letter of

Transmittal or if a check is to be sent, and/or such certificates are to be returned, to a person other than the signer of this Letter of Transmittal or to an address other than that shown above, the appropriate boxes on this Letter of Transmittal should be completed.

9. Waiver of Conditions; Irregularities. All questions as to the number of Class A Shares to be accepted, the purchase price to be paid for Class A Shares to be accepted, the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Class A Shares and the validity (including time of receipt) and form of any notice of withdrawal of tendered Class A Shares will be determined by AMC Networks, in its sole discretion, and such determination will be final and binding on all parties absent a finding to the contrary by a court of competent jurisdiction, subject to a stockholder's right to challenge our determination in a court of competent jurisdiction. AMC Networks may delegate power in whole or in part to the Depository. AMC Networks reserves the absolute right to reject any or all tenders of any Class A Shares that AMC Networks determines are not in proper form or the acceptance for payment of or payment for which may, in the opinion of AMC Networks' counsel, be unlawful. AMC Networks reserves the absolute right to reject any notices of withdrawal that it determines are not in proper form. AMC Networks also reserves the absolute right, subject to the applicable rules and regulations of the Securities and Exchange Commission, to waive any of the conditions of the Offer prior to the Expiration Date, or any defect or irregularity in any tender or withdrawal with respect to any particular Class A Shares or any particular stockholder (whether or not AMC Networks waives similar defects or irregularities in the case of other stockholders), and AMC Networks' interpretation of the terms of the Offer (including these instructions) will be final and binding on all parties absent a finding to the contrary by a court of competent jurisdiction, subject to a stockholder's right to challenge our determination in a court of competent jurisdiction. In the event a condition is waived with respect to any particular stockholder, the same condition will be waived with respect to all stockholders. No tender or withdrawal of Class A Shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering or withdrawing stockholder or waived by AMC Networks. AMC Networks will not be liable for failure to waive any condition of the Offer, or any defect or irregularity in any tender or withdrawal of Class A Shares. Unless waived, any defects or irregularities in connection with tenders or withdrawals must be cured within the period of time AMC Networks determines. **None of AMC Networks, the Joint Dealer Managers, the Information Agent, the Depository or any other person will be obligated to give notice of any defects or irregularities in any tender or withdrawal, nor will any of the foregoing incur any liability for failure to give any such notification.**

10. Backup Withholding. In order to avoid backup withholding of U.S. federal income tax on payments of cash pursuant to the Offer, a U.S. Holder (as defined below) tendering Class A Shares in the Offer must (a) qualify for an exemption, as described below, or (b) provide the Depository or other applicable withholding agent with such U.S. Holder's correct taxpayer identification number ("TIN") (i.e., social security number or employer identification number) on IRS Form W-9, a copy of which is included with this Letter of Transmittal, and certify under penalties of perjury that (i) the TIN provided is correct, (ii) (x) the U.S. Holder is exempt from backup withholding, (y) the U.S. Holder has not been notified by the Internal Revenue Service (the "IRS") that such U.S. Holder is subject to backup withholding as a result of a failure to report all interest or dividends, or (z) the IRS has notified the U.S. Holder that such U.S. Holder is no longer subject to backup withholding, and (iii) the U.S. Holder is a U.S. person (including a U.S. resident alien). If a U.S. Holder does not provide a correct TIN or fails to provide the certifications described above, the IRS may impose a \$50 penalty on such U.S. Holder and payment of cash to such U.S. Holder pursuant to the Offer may be subject to backup withholding at the applicable statutory rate (currently 24%).

A "U.S. Holder" is any stockholder that for U.S. federal income tax purposes is (i) an individual who is a citizen or resident of the United States, (ii) a domestic corporation or partnership, (iii) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust, if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or, if the trust was in existence on August 20, 1996, and it has elected to continue to be treated as a United States person.

Backup withholding is not an additional tax. Rather, the amount of the backup withholding can be credited against the U.S. federal income tax liability of the person subject to the backup withholding, provided that the required information is timely given to the IRS. If backup withholding results in an overpayment of tax, a refund can be obtained upon timely filing an income tax return.

A tendering U.S. Holder is required to give the Depository or other applicable withholding agent the TIN of the record owner of the Class A Shares being tendered. If the Class A Shares are held in more than one name or are not in the name of the actual owner, consult the instructions to the enclosed IRS Form W-9 for guidance on which number to report.

If a U.S. Holder has not been issued a TIN and has applied for one or intends to apply for one in the near future, such U.S. Holder should write “Applied For” in the space provided for the TIN in Part I of the IRS Form W-9, and sign and date the IRS Form W-9. Writing “Applied For” means that a U.S. Holder has already applied for a TIN or that such U.S. Holder intends to apply for one soon. Notwithstanding that the U.S. Holder has written “Applied For” in Part I, the Depository will withhold the applicable statutory rate (currently 24%) on all payments made prior to the time a properly certified TIN is provided to the Depository.

Some stockholders are exempt from backup withholding. To prevent possible erroneous backup withholding, exempt stockholders should consult the instructions to the enclosed IRS Form W-9 for additional guidance.

Non-U.S. Holders (as defined in Section 13 of the Offer to Purchase) should complete and sign the main signature form and IRS Form W-8BEN or W-8BEN-E (or other applicable IRS Form W-8) in order to avoid backup withholding. A copy of the appropriate IRS Form W-8 may be obtained from the IRS website (www.irs.gov). A disregarded domestic entity that has a foreign owner must use the appropriate IRS Form W-8, and not the IRS Form W-9. See the instructions to the enclosed IRS Form W-9 for more instructions.

11. Withholding on Non-U.S. Holders. If you are a non-U.S. Holder, because it is unclear whether the cash you receive in connection with the Offer will be treated (i) as proceeds of a sale or exchange or (ii) as a distribution, the Depository or other applicable withholding agent may treat such payment as a dividend distribution for withholding purposes. Accordingly, if you are a non-U.S. Holder, you may be subject to withholding on payments to you at a rate of 30% of the gross proceeds paid, unless the Depository or other applicable withholding agent determines that a reduced rate of withholding is available pursuant to a tax treaty or that an exemption from withholding is applicable because such gross proceeds are effectively connected with your conduct of a trade or business within the United States. See Section 13 of the Offer to Purchase. In order to obtain a reduced rate of withholding pursuant to an applicable income tax treaty, a non-U.S. Holder must deliver to the Depository, before the payment is made, a properly completed and executed IRS Form W-8BEN or W-8BEN-E claiming such reduction. In order to claim an exemption from withholding on the grounds that the gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a non-U.S. Holder must deliver to the Depository or other applicable withholding agent, before the payment is made, a properly completed and executed IRS Form W-8ECI. A non-U.S. Holder may be eligible to obtain a refund of all or a portion of any U.S. federal tax withheld if such non-U.S. Holder meets the “complete termination,” “substantially disproportionate” or “not essentially equivalent to a dividend” tests described in Section 13 of the Offer to Purchase or is otherwise able to establish that such non-U.S. Holder is entitled to a reduced rate of withholding pursuant to any applicable income tax treaty and a higher rate was withheld.

Under Sections 1471 through 1474 of the Code, commonly referred to as “FATCA,” and related administrative guidance, a United States federal withholding tax of 30% generally will be imposed on dividends that are paid to “foreign financial institutions” and “non-financial foreign entities” (as specifically defined under these rules), whether such institutions or entities hold Class A Shares as beneficial owners or intermediaries, unless specified requirements are met. Because, as discussed in Section 13 of the Offer to Purchase, the Depository or other applicable withholding agent may treat amounts paid to non-U.S. Holders in the Offer as dividend distributions

for United States federal income tax purposes, such amounts may also be subject to withholding under FATCA if such requirements are not met. In such case, any withholding under FATCA may be credited against, and therefore reduce, any 30% withholding tax on dividend distributions as discussed above. Non-U.S. Holders should consult with their tax advisors regarding the possible implications of these rules on their disposition of Class A Shares pursuant to the Offer.

NON-U.S. HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX WITHHOLDING RULES, INCLUDING ELIGIBILITY FOR A WITHHOLDING TAX REDUCTION OR EXEMPTION, AND THE REFUND PROCEDURE, AS WELL AS THE APPLICABILITY AND EFFECT OF STATE, LOCAL, FOREIGN AND OTHER TAX LAWS.

Any payments made pursuant to the Offer, whether to U.S. or non-U.S. Holders, that are treated as wages will be subject to applicable wage withholding (regardless of whether an IRS Form W-9 or applicable IRS Form W-8 is provided).

12. Requests for Assistance or Additional Copies. If you have questions or need assistance, you should contact the Information Agent or the Joint Dealer Managers at their respective addresses and telephone numbers set forth on the back cover of this Letter of Transmittal. If you require additional copies of the Offer to Purchase, this Letter of Transmittal, the Notice of Guaranteed Delivery, the IRS Form W-9 or other related materials, you should contact the Information Agent. Copies will be furnished promptly at AMC Networks' expense.

13. Lost, Destroyed or Stolen Certificates. If any certificate representing Class A Shares has been lost, destroyed or stolen, the stockholder should promptly notify the Depository at the toll-free number (800) 468-9716. The stockholder will then be instructed by the Depository as to the steps that must be taken in order to replace the certificate. This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost, destroyed or stolen certificates have been followed.

14. Odd Lots. As described in Section 1 of the Offer to Purchase, if AMC Networks Inc. is to purchase fewer than all Class A Shares tendered before the Expiration Date and not properly withdrawn, the Class A Shares purchased first will consist of all odd lots of less than 100 Class A Shares from stockholders who validly tender all of their Class A Shares at or below the Final Purchase Price and who do not validly withdraw them before the Expiration Date (tenders of less than all of the Class A Shares owned, beneficially or of record, by such Odd Lot Holder will not qualify for this preference). This preference will not be available unless the section captioned "Odd Lots" in this Letter of Transmittal is completed.

15. Conditional Tenders. As described in Sections 3 and 6 of the Offer to Purchase, stockholders may condition their tenders on all or a minimum number of their tendered Class A Shares being purchased.

If you wish to make a conditional tender you must indicate this in the box captioned "Conditional Tender" in this Letter of Transmittal and, if applicable, the Notice of Guaranteed Delivery. In this box in this Letter of Transmittal and, if applicable, the Notice of Guaranteed Delivery, you must calculate and appropriately indicate the minimum number of Class A Shares that must be purchased if any are to be purchased.

As discussed in Sections 3 and 6 of the Offer to Purchase, proration may affect whether AMC Networks accepts conditional tenders and may result in Class A Shares tendered pursuant to a conditional tender being deemed withdrawn if the minimum number of Class A Shares would not be purchased. Upon the terms and subject to the conditions of the Offer, if, because of proration (because more than the number of Class A Shares sought are properly tendered), the minimum number of Class A Shares that you designate will not be purchased, AMC Networks may accept conditional tenders made at or below the Final Purchase Price by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all of your Class A Shares and check the box so indicating. Upon selection by lot, if any, AMC Networks will limit its purchase in each case to the designated minimum number of Class A Shares.

All tendered Class A Shares will be deemed unconditionally tendered unless the “Conditional Tender” box is completed. If you are an Odd Lot Holder and you tender all of your Class A Shares, you cannot conditionally tender, because your Class A Shares will not be subject to proration.

The conditional tender alternative is made available so that a stockholder may seek to structure the purchase of Class A Shares pursuant to the Offer in such a manner that the purchase will be treated as a sale of such Class A Shares by the stockholder, rather than the payment of a dividend to the stockholder, for U.S. federal income tax purposes. It is the tendering stockholder’s responsibility to calculate the minimum number of Class A Shares that must be purchased from the stockholder in order for the stockholder to qualify for sale rather than dividend treatment. Each stockholder is urged to consult his or her own tax advisor. See Section 6 of the Offer to Purchase.

16. Order of Purchase in Event of Proration. As described in Section 1 of the Offer to Purchase, stockholders may designate the order in which their Class A Shares are to be purchased in the event of proration. The order of purchase may have an effect on the U.S. federal income tax classification and the amount of any gain or loss on the Class A Shares purchased. See Sections 1 and 13 of the Offer to Purchase.

IMPORTANT: THIS LETTER OF TRANSMITTAL (OR A MANUALLY SIGNED FACSIMILE OF THIS LETTER OF TRANSMITTAL), TOGETHER WITH ANY REQUIRED SIGNATURE GUARANTEES, OR, IN THE CASE OF A BOOK-ENTRY TRANSFER, AN AGENT’S MESSAGE, AND ANY OTHER REQUIRED DOCUMENTS, MUST BE RECEIVED BY THE DEPOSITARY PRIOR TO THE EXPIRATION DATE AND EITHER CERTIFICATES FOR TENDERED CLASS A SHARES MUST BE RECEIVED BY THE DEPOSITARY OR CLASS A SHARES MUST BE DELIVERED PURSUANT TO THE PROCEDURES FOR BOOK-ENTRY TRANSFER, IN EACH CASE PRIOR TO THE EXPIRATION DATE, OR THE TENDERING STOCKHOLDER MUST COMPLY WITH THE PROCEDURES FOR GUARANTEED DELIVERY.

Any questions or requests for assistance may be directed to the Information Agent or the Joint Dealer Managers at their respective telephone numbers and addresses set forth below. Requests for additional copies of the Offer to Purchase, this Letter of Transmittal, the Notice of Guaranteed Delivery or related documents may be directed to the Information Agent at its telephone numbers or address set forth below. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

The Depositary for the Offer is:



By Mail:

BY 5:00 P.M. New York City time
on Expiration Date
Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
P.O. Box 64858
St. Paul, Minnesota 55164-0858

By Hand or Overnight Courier:

BY 5:00 P.M. New York City time
on Expiration Date
Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
1110 Centre Pointe Curve, Suite 101
Mendota Heights, Minnesota 55120

The Information Agent for the Offer is:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor
New York, New York 10005
Banks and Brokers Call: (212) 269-5550
All Others Call Toll-Free: (877) 478-5043
Email: AMCX@dfking.com

The Joint Dealer Managers for the Offer are:

BofA Securities, Inc.

Bank of America Tower
One Bryant Park
New York, New York 10036
Call Toll-Free: (888) 803-9655

Citigroup Capital Markets Inc.

388 Greenwich Street
New York, New York 10013
Call Toll-Free: (877) 531-8365

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting*, later, for further information.

Note: If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States.

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items.

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 24% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the instructions for Part II for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code*, later, and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships*, earlier.

What is FATCA Reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code*, later, and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account (other than an account maintained by a foreign financial institution (FFI)), list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9. If you are providing Form W-9 to an FFI to document a joint account, each holder of the account that is a U.S. person must provide a Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note: ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or “doing business as” (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C corporation, or S corporation.** Enter the entity’s name as shown on the entity’s tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a “disregarded entity.” See Regulations section 301.7701-2(c)(2)(iii). Enter the owner’s name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner’s name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity’s name on line 2, “Business name/disregarded entity name.” If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box on line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box on line 3.

| IF the entity/person on line 1 is a(n) . . . | THEN check the box for . . . |
|--|---|
| <ul style="list-style-type: none"> Corporation | Corporation |
| <ul style="list-style-type: none"> Individual Sole proprietorship, or Single-member limited liability company (LLC) owned by an individual and disregarded for U.S. federal tax purposes. | Individual/sole proprietor or single-member LLC |
| <ul style="list-style-type: none"> LLC treated as a partnership for U.S. federal tax purposes, LLC that has filed Form 8832 or 2553 to be taxed as a corporation, or LLC that is disregarded as an entity separate from its owner but the owner is another LLC that is not disregarded for U.S. federal tax purposes. | Limited liability company and enter the appropriate tax classification. (P= Partnership; C= C corporation; or S= S corporation) |
| <ul style="list-style-type: none"> Partnership | Partnership |
| <ul style="list-style-type: none"> Trust/estate | Trust/estate |

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space on line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys’ fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

| IF the payment is for . . . | THEN the payment is exempt for . . . |
|--|---|
| Interest and dividend payments | All exempt payees except for 7 |
| Broker transactions | Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012. |
| Barter exchange transactions and patronage dividends | Exempt payees 1 through 4 |
| Payments over \$600 required to be reported and direct sales over \$5,000 ¹ | Generally, exempt payees 1 through 52 |
| Payments made in settlement of payment card or third party network transactions | Exempt payees 1 through 4 |

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note: You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns. If this address differs from the one the requester already has on file, write NEW

at the top. If a new address is provided, there is still a chance the old address will be used until the payor changes your address in their records.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN.

If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note: See *What Name and Number To Give the Requester*, later, for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.SSA.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/Businesses and clicking on Employer Identification Number (EIN) under Starting a Business. Go to www.irs.gov/Forms to view, download, or print Form W-7 and/or Form SS-4. Or, you can go to www.irs.gov/OrderForms to place an order and have Form W-7 and/or SS-4 mailed to you within 10 business days.

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note: Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, 4, or 5 below indicates otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code*, earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions,

payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), ABLE accounts (under section 529A), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

| For this type of account: | Give name and SSN of: |
|---|---|
| 1. Individual | The individual |
| 2. Two or more individuals (joint account) other than an account maintained by an FFI | The actual owner of the account or, if combined funds, the first individual on the account ¹ |
| 3. Two or more U.S. persons (joint account maintained by an FFI) | Each holder of the account |
| 4. Custodial account of a minor (Uniform Gift to Minors Act) | The minor ² |
| 5. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law | The grantor-trustee ¹ The actual owner ¹ |
| 6. Sole proprietorship or disregarded entity owned by an individual | The owner ³ |
| 7. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i) (A)) | The grantor* |
| For this type of account: | Give name and EIN of: |
| 8. Disregarded entity not owned by an individual | The owner |
| 9. A valid trust, estate, or pension trust | Legal entity ⁴ |
| 10. Corporation or LLC electing corporate status on Form 8832 or Form 2553 | The corporation |
| 11. Association, club, religious, charitable, educational, or other tax-exempt organization | The organization |
| 12. Partnership or multi-member LLC | The partnership |
| 13. A broker or registered nominee | The broker or nominee |
| 14. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments | The public entity |
| 15. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B)) | The trust |

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships*, earlier.

*Note: The grantor also must provide a Form W-9 to trustee of trust.

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records From Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Pub. 5027, Identity Theft Information for Taxpayers.

Victims of identity theft who are experiencing economic harm or a systemic problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at spam@uce.gov or report them at www.ftc.gov/complaint. You can contact the FTC at www.ftc.gov/idtheft or 877-IDTHEFT (877-438-4338). If you have been the victim of identity theft, see www.IdentityTheft.gov and Pub. 5027.

Visit www.irs.gov/IdentityTheft to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

**Notice of Guaranteed Delivery
For Tender of Shares of Class A Common Stock of
AMC Networks Inc.**

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF WEDNESDAY, OCTOBER 14, 2020, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE “EXPIRATION DATE”).

This Notice of Guaranteed Delivery, or a form substantially equivalent hereto, must be used to accept the Offer (as defined below) if you want to tender your Class A Shares but:

- your certificates for the Class A Shares are not immediately available or cannot be delivered to the Depository by the Expiration Date;
- you cannot comply with the procedure for book-entry transfer by the Expiration Date; or
- your other required documents cannot be delivered to the Depository by the Expiration Date,

in which case, you can still tender your Class A Shares if you comply with the guaranteed delivery procedure described in Section 3 of the Offer to Purchase dated September 16, 2020 (as it may be amended or supplemented from time to time, the “Offer to Purchase”).

This Notice of Guaranteed Delivery, properly completed and duly executed, may be delivered to the Depository by mail, overnight courier or by facsimile transmission (for eligible institutions only) prior to the Expiration Date. See Section 3 of the Offer to Purchase.

Deliver to:



Equiniti Trust Company
the Depository for the Offer

By Mail:

BY 5:00 P.M. New York City time on Expiration
Date

Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
P.O. Box 64858
St. Paul, Minnesota 55164-0858

By Facsimile Transmission:

Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
(800) 468-9716 (phone)
(866) 734-9952 (fax)

By Hand or Overnight Courier:

BY 5:00 P.M. New York City time on Expiration
Date

Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
1110 Centre Pointe Curve, Suite 101
Mendota Heights, Minnesota 55120

For this notice to be validly delivered, it must be received by the Depository at the address listed above prior to the Expiration Date. Delivery of this instrument to an address other than as set forth above will not constitute a valid delivery. Deliveries to AMC Networks Inc., BofA Securities, Inc. and Citigroup Global Markets Inc., the Joint Dealer Managers, or D.F. King & Co., Inc., the Information Agent, will not be forwarded to the Depository and therefore will not constitute valid delivery. Deliveries to The Depository Trust Company will not constitute valid delivery to the Depository.

This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If a signature on the Letter of Transmittal is required to be guaranteed by an Eligible Institution (as defined in the Offer to Purchase) under the instructions to the Letter of Transmittal, the signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to AMC Networks Inc., a Delaware corporation (“AMC Networks”), upon the terms and subject to the conditions set forth in its Offer to Purchase dated September 16, 2020 and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “Offer”), receipt of which is hereby acknowledged, the number of shares of Class A common stock of AMC Networks, \$0.01 par value per share (the “Class A Shares”), listed below, pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase.

Number of Class A Shares to be tendered: _____ Class A Shares.

NOTE: SIGNATURES MUST BE PROVIDED WHERE INDICATED BELOW

PRICE (IN DOLLARS) PER CLASS A SHARE AT WHICH CLASS A SHARES ARE BEING TENDERED
(See Instruction 5 to the Letter of Transmittal)

THE UNDERSIGNED IS TENDERING CLASS A SHARES AS FOLLOWS (CHECK ONLY ONE BOX UNDER (1) OR (2) BELOW):

(1) CLASS A SHARES TENDERED AT PRICE DETERMINED UNDER THE OFFER

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Class A Shares Tendered At Price Determined By Stockholder,” the undersigned hereby tenders Class A Shares at the purchase price as shall be determined by AMC Networks in accordance with the terms of the Offer.

- The undersigned wants to maximize the chance that AMC Networks will accept for payment all of the Class A Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes below, the undersigned hereby tenders Class A Shares at, and is willing to accept, the purchase price determined by AMC Networks in accordance with the terms of the Offer. The undersigned understands that this action will result in the undersigned’s Class A Shares being deemed to be tendered at the minimum price of \$22.50 per Class A Share for purposes of determining the Final Purchase Price (as defined in the Offer to Purchase). This may effectively lower the Final Purchase Price and could result in the undersigned receiving a price as low as \$22.50 per Class A Share.

(2) CLASS A SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the following boxes INSTEAD OF THE BOX UNDER “Class A Shares Tendered At Price Determined Under The Offer,” the undersigned hereby tenders Class A Shares at the price checked. The undersigned understands that this action could result in AMC Networks purchasing none of the Class A Shares tendered hereby if the purchase price determined by AMC Networks for the Class A Shares is less than the price checked below.

| | | | | | |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> \$22.50 | <input type="checkbox"/> \$22.60 | <input type="checkbox"/> \$22.70 | <input type="checkbox"/> \$22.80 | <input type="checkbox"/> \$22.90 | <input type="checkbox"/> \$23.00 |
| <input type="checkbox"/> \$23.10 | <input type="checkbox"/> \$23.20 | <input type="checkbox"/> \$23.30 | <input type="checkbox"/> \$23.40 | <input type="checkbox"/> \$23.50 | <input type="checkbox"/> \$23.60 |
| <input type="checkbox"/> \$23.70 | <input type="checkbox"/> \$23.80 | <input type="checkbox"/> \$23.90 | <input type="checkbox"/> \$24.00 | <input type="checkbox"/> \$24.10 | <input type="checkbox"/> \$24.20 |
| <input type="checkbox"/> \$24.30 | <input type="checkbox"/> \$24.40 | <input type="checkbox"/> \$24.50 | <input type="checkbox"/> \$24.60 | <input type="checkbox"/> \$24.70 | <input type="checkbox"/> \$24.80 |
| <input type="checkbox"/> \$24.90 | <input type="checkbox"/> \$25.00 | <input type="checkbox"/> \$25.10 | <input type="checkbox"/> \$25.20 | <input type="checkbox"/> \$25.30 | <input type="checkbox"/> \$25.40 |
| <input type="checkbox"/> \$25.50 | <input type="checkbox"/> \$25.60 | <input type="checkbox"/> \$25.70 | <input type="checkbox"/> \$25.80 | <input type="checkbox"/> \$25.90 | <input type="checkbox"/> \$26.00 |
| <input type="checkbox"/> \$26.10 | <input type="checkbox"/> \$26.20 | <input type="checkbox"/> \$26.30 | <input type="checkbox"/> \$26.40 | <input type="checkbox"/> \$26.50 | |

CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, THERE IS NO VALID TENDER OF CLASS A SHARES.

A STOCKHOLDER DESIRING TO TENDER CLASS A SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE NOTICE OF GUARANTEED DELIVERY FOR EACH PRICE AT WHICH CLASS A SHARES ARE TENDERED. THE SAME CLASS A SHARES CANNOT BE TENDERED, UNLESS PREVIOUSLY PROPERLY WITHDRAWN AS PROVIDED IN SECTION 4 OF THE OFFER TO PURCHASE, AT MORE THAN ONE PRICE.

ODD LOTS

(See Instruction 14 to the Letter of Transmittal)

Under certain conditions, stockholders holding a total of fewer than 100 Class A Shares may have their Class A Shares accepted for payment before any proration of other tendered Class A Shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more Class A Shares, even if such holders have separate accounts or certificates representing fewer than 100 Class A Shares.

Accordingly, this section is to be completed ONLY if Class A Shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 Class A Shares. The undersigned either (check one box):

- is the beneficial or record owner of an aggregate of fewer than 100 Class A Shares, all of which are being tendered; or
- is broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) Class A Shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 Class A Shares and is tendering all such Class A Shares.

CONDITIONAL TENDER

(See Instruction 15 to the Letter of Transmittal)

A stockholder may tender Class A Shares subject to the condition that a specified minimum number of the stockholder's Class A Shares tendered pursuant to the Letter of Transmittal must be purchased if any Class A Shares tendered are purchased, all as described in the Offer to Purchase, particularly in Section 6 thereof. Unless at least that minimum number of Class A Shares indicated below is purchased by AMC Networks pursuant to the terms of the Offer, none of the Class A Shares tendered will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Class A Shares that must be purchased if any are purchased, and AMC Networks urges stockholders to consult their own financial or tax advisors before completing this section. Unless this box has been checked *and* a minimum specified, the tender will be deemed unconditional.

- The minimum number of Class A Shares that must be purchased, if any are purchased, is: _____ Class A Shares.

If, because of proration, the minimum number of Class A Shares designated will not be purchased, AMC Networks may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Class A Shares and checked this box:

- The tendered Class A Shares represent all Class A Shares held by the undersigned.

PLEASE SIGN ON THIS PAGE

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

Signature(s): _____

Address(es) _____
(Include Zip Code)

Area code and telephone number: _____

If delivery will be by book-entry transfer, check this box.

Name of tendering institution: _____

Account number: _____

PLACE MEDALLION GUARANTEE STAMP BELOW

**GUARANTEE
(NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Association Medallion Signature Guarantee Program, or an "eligible guarantor institution," (as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), hereby guarantees (i) that the above-named person(s) has a net long position in the Class A Shares being tendered within the meaning of Rule 14e-4 promulgated under the Exchange Act, (ii) that such tender of Class A Shares complies with Rule 14e-4 and (iii) to deliver to the Depository at one of its addresses set forth above certificate(s) for the Class A Shares tendered hereby, in proper form for transfer, or a confirmation of the book-entry transfer of the Class A Shares into the Depository's account at The Depository Trust Company, together with a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof) and any other required documents, by 5:00 p.m., New York City time, within two trading days (as defined in the Letter of Transmittal) following the Expiration Date.

The eligible guarantor institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal to the Depository within the time period stated herein. Failure to do so could result in financial loss to such eligible guarantor institution.

Name of Eligible Institution Guaranteeing Delivery

Authorized Signature

Address

Name (Print Name)

Zip Code

Title

(Area Code) Telephone No.

Dated: , 2020

This form is not to be used to guarantee signatures. If a signature on a Letter of Transmittal is required to be guaranteed by an Eligible Institution under the Instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

NOTE: DO NOT SEND CLASS A SHARE CERTIFICATES WITH THIS FORM. YOUR CLASS A SHARE CERTIFICATES MUST BE SENT WITH THE LETTER OF TRANSMITTAL.

Offer to Purchase for Cash
by
AMC Networks Inc.
of
Up to \$250 Million in Value of Shares of Its Class A Common Stock
At a Purchase Price Not Greater than \$26.50 per Class A Share
Nor Less than \$22.50 per Class A Share

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF WEDNESDAY, OCTOBER 14, 2020, UNLESS THE OFFER IS EXTENDED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE “EXPIRATION DATE”).

September 16, 2020

To Our Clients:

Enclosed for your consideration are the Offer to Purchase, dated September 16, 2020 (the “Offer to Purchase”), and related Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the “Offer”) in connection with the offer by AMC Networks Inc., a Delaware corporation (“AMC Networks”), to purchase for cash up to \$250 million in value of shares of its Class A common stock, \$0.01 par value per share (the “Class A Shares”), at a price not greater than \$26.50 nor less than \$22.50 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions of the Offer. Capitalized terms used herein and not defined herein shall have the meanings given to them in the Offer to Purchase. The description of the Offer in this letter is only a summary and is qualified by all of the terms and conditions of the Offer set forth in the Offer to Purchase and Letter of Transmittal.

AMC Networks will, upon the terms and subject to the conditions of the Offer, determine a single per Class A Share price that it will pay for Class A Shares properly tendered and not properly withdrawn from the Offer, taking into account the number of Class A Shares so tendered and the prices specified, or deemed specified, by tendering stockholders. AMC Networks will select the single lowest purchase price, not greater than \$26.50 nor less than \$22.50 per Class A Share, that will allow it to purchase \$250 million in value of Class A Shares, or a lower amount depending on the number of Class A Shares properly tendered and not properly withdrawn. Upon the terms and subject to the conditions of the Offer, if, based on the Final Purchase Price (defined below), Class A Shares having an aggregate value of less than \$250 million are properly tendered and not properly withdrawn, AMC Networks will buy all Class A Shares properly tendered and not properly withdrawn. The price AMC Networks will select is sometimes referred to as the “Final Purchase Price.” Only Class A Shares properly tendered prior to the Expiration Date at prices at or below the Final Purchase Price and not properly withdrawn will be purchased in the Offer at the Final Purchase Price, upon the terms and subject to the conditions of the Offer, including the “odd lot” priority, proration and conditional tender provisions described in the Offer to Purchase. Under no circumstances will interest be paid on the purchase price for the Class A Shares, regardless of any delay in making such payment. All Class A Shares acquired in the Offer will be acquired at the Final Purchase Price. AMC Networks reserves the right, in its sole discretion, to change the per Class A Share purchase price range and to increase or decrease the value of Class A Shares sought in the Offer, subject to applicable law. In accordance with the rules of the Securities and Exchange Commission, AMC Networks may increase the number of Class A Shares accepted for payment in the Offer by no more than 2% of the outstanding Class A Shares without amending or extending the Offer.

AMC Networks reserves the right, in its sole discretion, to terminate the Offer upon the occurrence of certain conditions more specifically described in Section 7 of the Offer to Purchase, or to amend the Offer in any respect, subject to applicable law.

Upon the terms and subject to the conditions of the Offer, if, based on the Final Purchase Price, Class A Shares having an aggregate value in excess of \$250 million, or such greater amount as AMC Networks may elect to pay, subject to applicable law, have been validly tendered, and not properly withdrawn before the Expiration Date, at prices at or below the Final Purchase Price, AMC Networks will accept the Class A Shares to be purchased in the following order of priority:

- (i) from all odd lots of less than 100 Class A Shares at the Final Purchase Price from stockholders who validly tender all of their Class A Shares at or below the Final Purchase Price and who do not validly withdraw them before the Expiration Date (tenders of less than all of the Class A Shares owned, beneficially or of record, by such Odd Lot Holder will not qualify for this preference);
- (ii) after purchasing all the odd lots that were validly tendered at or below the Final Purchase Price, subject to the conditional tender provisions, from all stockholders who properly tender Class A Shares at or below the Final Purchase Price, on a *pro rata* basis, subject to the conditional tender provisions described in the Offer to Purchase and with appropriate adjustment to avoid purchases of fractional Class A Shares; and
- (iii) only if necessary to permit AMC Networks to purchase \$250 million in value of Class A Shares (or such greater amount as AMC Networks may elect to pay, subject to applicable law), from holders who have tendered Class A Shares at or below the Final Purchase Price subject to the condition that a specified minimum number of the holder's Class A Shares be purchased if any Class A Shares are purchased in the Offer as described in the Offer to Purchase (for which the condition was not initially satisfied) by random lot, to the extent feasible.

To be eligible for purchase by random lot, stockholders whose Class A Shares are conditionally tendered must have tendered all of their Class A Shares. Therefore, it is possible that AMC Networks will not purchase all of the Class A Shares that you tender even if you tender them at or below the Final Purchase Price. Class A Shares tendered at prices greater than the Final Purchase Price and Class A Shares not purchased because of proration provisions will be returned to the tendering stockholders at AMC Networks' expense promptly after the Expiration Date. See Section 1, Section 3 and Section 5 of the Offer to Purchase.

The Offer is not conditioned on the receipt of financing or any minimum number of Class A Shares being tendered. The Offer is, however, subject to certain other conditions. See Section 7 of the Offer to Purchase.

We are the owner of record of Class A Shares held for your account. As such, we are the only ones who can tender your Class A Shares, and then only pursuant to your instructions. **WE ARE SENDING YOU THE LETTER OF TRANSMITTAL FOR YOUR INFORMATION ONLY; YOU CANNOT USE IT TO TENDER CLASS A SHARES WE HOLD FOR YOUR ACCOUNT.**

Please instruct us as to whether you wish us to tender any or all of the Class A Shares we hold for your account on the terms and subject to the conditions of the Offer.

Please note the following:

1. You may tender your Class A Shares at prices not greater than \$26.50 nor less than \$22.50 per Class A Share, as indicated in the attached Instruction Form, to you in cash, less any applicable withholding taxes and without interest.
2. You should consult with your broker or other financial or tax advisors on the possibility of designating the priority in which your Class A Shares will be purchased in the event of proration.
3. The Offer, proration period and withdrawal rights will expire at 12:00 Midnight, New York City time, at the end of Wednesday, October 14, 2020, unless AMC Networks extends the Offer.
4. The Offer is for up to \$250 million in value of Class A Shares. At the maximum Final Purchase Price of \$26.50 per Class A Share, AMC Networks could purchase 9,433,962 Class A Shares if the Offer is fully

subscribed (representing approximately 23.3% of the Class A Shares outstanding as of September 11, 2020). At the minimum Final Purchase Price of \$22.50 per Class A Share, AMC Networks could purchase 11,111,111 Class A Shares if the Offer is fully subscribed (representing approximately 27.4% of the Class A Shares outstanding as of September 11, 2020).

5. Tendering stockholders who are tendering Class A Shares held in their name or who tender their Class A Shares directly to the Depository will not be obligated to pay any brokerage commissions or fees to AMC Networks or to the Joint Dealer Managers, or, except as set forth in the Offer to Purchase and the Letter of Transmittal, stock transfer taxes on AMC Networks' purchase of Class A Shares under the Offer.
6. If AMC Networks is to purchase fewer than all Class A Shares tendered before the Expiration Date and not properly withdrawn, the Class A Shares purchased first will consist of all odd lots of less than 100 Class A Shares from stockholders who validly tender all of their Class A Shares at or below the Final Purchase Price and who do not validly withdraw them before the Expiration Date (tenders of less than all of the Class A Shares owned, beneficially or of record, by such Odd Lot Holder will not qualify for this preference). This preference will not be available unless the section captioned "Odd Lots" in this Letter of Transmittal is completed.
7. If you wish to condition your tender upon the purchase of all Class A Shares tendered or upon AMC Networks' purchase of a specified minimum number of the Class A Shares which you tender, you may elect to do so and thereby avoid possible proration of your tender. AMC Networks' purchase of Class A Shares from all tenders at or below the Final Purchase Price that are so conditioned will be determined by random lot. To elect such a condition complete the box entitled "Conditional Tender" in the attached Instruction Form.
8. If you wish to tender portions of your Class A Shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your Class A Shares. We must submit separate Letters of Transmittal on your behalf for each price you will accept for each portion tendered.

YOUR PROMPT ACTION IS REQUESTED. YOUR INSTRUCTION FORM SHOULD BE FORWARDED TO US IN AMPLE TIME TO PERMIT US TO SUBMIT A TENDER ON YOUR BEHALF BEFORE THE EXPIRATION DATE. PLEASE NOTE THAT THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF WEDNESDAY, OCTOBER 14, 2020, UNLESS THE OFFER IS EXTENDED.

If you wish to have us tender any or all of your Class A Shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. If you authorize us to tender your Class A Shares, we will tender all such Class A Shares unless you specify otherwise on the attached Instruction Form.

The Offer is being made solely under the Offer to Purchase and the related Letter of Transmittal and is being made to all record holders of Class A Shares of AMC Networks. We are not making the Offer to, and will not accept any tendered Class A Shares from, stockholders in any jurisdiction or in any circumstances where it would be illegal to do so, provided that we will comply with the requirements of Rule 13e-4(f)(8) promulgated under the Securities Exchange Act of 1934, as amended. However, we may, at our discretion, take any actions necessary for us to make the Offer to stockholders in any such jurisdiction. In any jurisdiction where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer is being made on our behalf by the Joint Dealer Managers or one or more registered brokers or dealers, which are licensed under the laws of such jurisdiction.

INSTRUCTION FORM

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase, dated September 16, 2020 (the "Offer to Purchase"), and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the "Offer"), in connection with the offer by AMC Networks Inc., a Delaware corporation ("AMC Networks"), to purchase for cash up to \$250 million in value of shares of its Class A common stock, \$0.01 par value per share (the "Class A Shares"), at a price not greater than \$26.50 nor less than \$22.50 per Class A Share, to the seller in cash, less any applicable withholding taxes and without interest.

The undersigned hereby instruct(s) you to tender to AMC Networks the number of Class A Shares indicated below or, if no number is specified, all Class A Shares you hold for the account of the undersigned, at the price per Class A Share indicated below, upon the terms and subject to the conditions of the Offer.

**Aggregate Number Of Class A Shares To Be Tendered
By You For The Account Of The Undersigned:** _____ **Class A Shares.**

**PRICE (IN DOLLARS) PER CLASS A SHARE AT WHICH CLASS A SHARES ARE BEING
TENDERED
(See Instruction 5 to the Letter of Transmittal)**

THE UNDERSIGNED IS TENDERING CLASS A SHARES AS FOLLOWS (CHECK ONLY ONE BOX UNDER (1) OR (2) BELOW):

(1) CLASS A SHARES TENDERED AT PRICE DETERMINED UNDER THE OFFER

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER "Class A Shares Tendered At Price Determined By Stockholder," the undersigned hereby tenders Class A Shares at the purchase price as shall be determined by AMC Networks in accordance with the terms of the Offer.

- The undersigned wants to maximize the chance that AMC Networks will accept for payment all of the Class A Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes below, the undersigned hereby tenders Class A Shares at, and is willing to accept, the purchase price determined by AMC Networks in accordance with the terms of the Offer. The undersigned understands that this action will result in the undersigned's Class A Shares being deemed to be tendered at the minimum price of \$22.50 per Class A Share for purposes of determining the Final Purchase Price (as defined in the Offer to Purchase). This may effectively lower the Final Purchase Price and could result in the undersigned receiving a price as low as \$22.50 per Class A Share.

(2) CLASS A SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the following boxes INSTEAD OF THE BOX UNDER "Class Shares Tendered At Price Determined Under The Offer," the undersigned hereby tenders Class A Shares at the price checked. The undersigned understands that this action could result in AMC Networks purchasing none of the Class A Shares tendered hereby if the purchase price determined by AMC Networks for the Class A Shares is less than the price checked below.

| | | | | | |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> \$22.50 | <input type="checkbox"/> \$22.60 | <input type="checkbox"/> \$22.70 | <input type="checkbox"/> \$22.80 | <input type="checkbox"/> \$22.90 | <input type="checkbox"/> \$23.00 |
| <input type="checkbox"/> \$23.10 | <input type="checkbox"/> \$23.20 | <input type="checkbox"/> \$23.30 | <input type="checkbox"/> \$23.40 | <input type="checkbox"/> \$23.50 | <input type="checkbox"/> \$23.60 |
| <input type="checkbox"/> \$23.70 | <input type="checkbox"/> \$23.80 | <input type="checkbox"/> \$23.90 | <input type="checkbox"/> \$24.00 | <input type="checkbox"/> \$24.10 | <input type="checkbox"/> \$24.20 |
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| <input type="checkbox"/> \$24.90 | <input type="checkbox"/> \$25.00 | <input type="checkbox"/> \$25.10 | <input type="checkbox"/> \$25.20 | <input type="checkbox"/> \$25.30 | <input type="checkbox"/> \$25.40 |
| <input type="checkbox"/> \$25.50 | <input type="checkbox"/> \$25.60 | <input type="checkbox"/> \$25.70 | <input type="checkbox"/> \$25.80 | <input type="checkbox"/> \$25.90 | <input type="checkbox"/> \$26.00 |
| <input type="checkbox"/> \$26.10 | <input type="checkbox"/> \$26.20 | <input type="checkbox"/> \$26.30 | <input type="checkbox"/> \$26.40 | <input type="checkbox"/> \$26.50 | |

CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, THERE IS NO VALID TENDER OF CLASS A SHARES.

A STOCKHOLDER DESIRING TO TENDER CLASS A SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE INSTRUCTION FORM FOR EACH PRICE AT WHICH CLASS A SHARES ARE TENDERED. THE SAME CLASS A SHARES CANNOT BE TENDERED, UNLESS PREVIOUSLY PROPERLY WITHDRAWN AS PROVIDED IN SECTION 4 OF THE OFFER TO PURCHASE, AT MORE THAN ONE PRICE.

ODD LOTS

(See Instruction 14 to the Letter of Transmittal)

As described in Section 1 of the Offer to Purchase, under certain conditions, stockholders holding a total of fewer than 100 Class A Shares may have their Class A Shares accepted for payment before any proration of other tendered Class A Shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more Class A Shares, even if such holders have separate accounts or certificates representing fewer than 100 Class A Shares.

Accordingly, this section is to be completed **ONLY** if Class A Shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 Class A Shares. The undersigned either (check one box):

- is the beneficial or record owner of an aggregate of fewer than 100 Class A Shares, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner(s) Class A Shares with respect to which it is the record holder and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 Class A Shares and is tendering all such Class A Shares.

CONDITIONAL TENDER

(See Instruction 15 to the Letter of Transmittal)

A stockholder may tender Class A Shares subject to the condition that a specified minimum number of the stockholder's Class A Shares tendered pursuant to the Letter of Transmittal must be purchased if any Class A Shares tendered are purchased, all as described in the Offer to Purchase, particularly in Section 6 thereof. Unless at least that minimum number of Class A Shares indicated below is purchased by AMC Networks pursuant to the terms of the Offer, none of the Class A Shares tendered will be purchased. It is the tendering stockholder's responsibility to calculate that minimum number of Class A Shares that must be purchased if any are purchased, and AMC Networks urges stockholders to consult their own financial or tax advisors before completing this section. Unless this box has been checked *and* a minimum specified, the tender will be deemed unconditional.

The minimum number of Class A Shares that must be purchased, if any are purchased, is: _____ Class A Shares.

If, because of proration, the minimum number of Class A Shares designated will not be purchased, AMC Networks may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Class A Shares and checked this box:

- The tendered Class A Shares represent all Class A Shares held by the undersigned.

The method of delivery of this document, is at the election and risk of the tendering stockholder. If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.

AMC Networks' Board of Directors has authorized AMC Networks to make the Offer. However, none of AMC Networks, any of the members of its Board of Directors, the Joint Dealer Managers, the Information Agent or the Depositary makes any recommendation to stockholders as to whether they should tender or refrain from tendering their Class A Shares or as to the purchase price or purchase prices at which any stockholder may choose to tender Class A Shares. None of AMC Networks, nor any of the members of its Board of Directors, the Joint Dealer Managers, the Information Agent or the Depositary has authorized any person to make any recommendation with respect to the Offer. Stockholders should carefully evaluate all information in the Offer to Purchase, consult their own financial and tax advisors and make their own decisions about whether to tender Class A Shares and, if so, how many Class A Shares to tender and the purchase price or purchase prices at which to tender.

SIGNATURE

Signature(s) _____
(Please Print)

Name(s) _____
(Please Print)

Taxpayer Identification or Social Security No.: _____

Address(es) _____
(Include Zip Code)

Phone Number (including Area Code) _____

Date: _____

IMMEDIATE ATTENTION REQUIRED**Re: AMC Networks Inc. Tender Offer**

Dear Participant in the AMC Networks 401(k) Savings Plan:

The enclosed tender offer materials and Direction Form require your immediate attention. Our records reflect that, as a participant in the AMC Networks 401(k) Savings Plan (the "Plan"), all or a portion of your individual account is invested in the AMC Networks Inc. Stock Fund (the "Stock Fund"). The tender offer materials describe an offer by AMC Networks Inc. ("AMC") to purchase up to \$250 million in value of shares of its Class A common stock, par value \$0.01 per share (the "Shares"), at a purchase price of not greater than \$26.50 nor less than \$22.50 per Share (the "Offer"). As described below, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as trustee of the Plan, concerning whether to tender Shares related to your individual account under the Plan. **If you wish to instruct Fidelity on this matter, you will need to complete the enclosed Direction Form and return it to Fidelity's tabulator in the enclosed return envelope (or provide directions via the Internet) so that it is RECEIVED by 5:00 p.m., New York City Time, on October 8, 2020, unless the Offer is extended, in which case the deadline for receipt of instructions will, to the extent feasible, be four business days prior to the expiration date of the Offer. If you do not provide directions to Fidelity's tabulator on a timely basis, you will be deemed to have elected not to participate in the Offer and no Shares related to your individual account under the Plan will be tendered.**

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for providing your directions to Fidelity. You should also review the more detailed explanation provided in the Offer to Purchase, dated September 16, 2020 (as may be amended from time to time, the "Offer to Purchase"), enclosed with this letter.

BACKGROUND

AMC has made an offer to purchase up to \$250 million in value of its Shares from its stockholders at a price not greater than \$26.50 nor less than \$22.50 per Share, upon the terms and subject to the conditions set forth in the enclosed Offer to Purchase. AMC will select the lowest purchase price (in increments of \$0.10) that will allow it to purchase up to \$250 million in value of its Shares. Subject to the terms and conditions of the Offer as set forth in the Offer to Purchase, if the total value of Shares tendered is less than or equal to \$250 million, AMC will purchase all Shares that are properly tendered and not withdrawn. All Shares acquired in the Offer will be acquired at the same purchase price regardless of whether the stockholder tendered at a lower price.

The enclosed Offer to Purchase sets forth the terms and conditions of the Offer and is being provided to all AMC stockholders. To understand the Offer fully and for a more complete description of the terms and conditions of the Offer, you should carefully read the entire Offer to Purchase.

The Offer extends to the Shares held by the Plan. As of September 14, 2020, the Plan held approximately 30,535 Shares. Only Fidelity, as trustee of the Plan, can tender these Shares in the Offer. Nonetheless, as a participant under the Plan, you have the right to direct Fidelity whether or not to tender some or all of the Shares credited to your individual account under the Plan, and at what price or prices. Unless otherwise required by applicable law, Fidelity will tender Shares credited to participant accounts in accordance with participant instructions and Fidelity will not tender Shares credited to participant accounts for which it does not receive timely instructions. **If you do not complete the enclosed Direction Form and return it to Fidelity's tabulator on a timely basis, or do not provide timely directions via the Internet, you will be deemed to have elected not to participate in the Offer and no Shares credited to your Plan account will be tendered.**

LIMITATIONS ON FOLLOWING YOUR DIRECTION

The enclosed Direction Form, and Fidelity's tabulator's website, allows you to specify the percentage of the Shares credited to your account that you wish to tender and the price or prices at which you want to tender Shares credited to your account. As detailed below, when Fidelity tenders Shares on behalf of the Plan, it may be required to tender Shares on terms different than those set forth on your Direction Form and on Fidelity's tabulator's website.

The Employee Retirement Income Security Act of 1974, as amended (“ERISA”), prohibits the sale of Shares to AMC for less than “adequate consideration,” which is defined by ERISA for a publicly-traded security as the prevailing market price on a national securities exchange. Fidelity will determine “adequate consideration,” based on the prevailing or closing market price of the Shares on the NASDAQ Stock Market, on or about the date the Shares are tendered by Fidelity (the “prevailing market price”). Accordingly, depending on the prevailing market price of the Shares on such date, Fidelity may be unable to follow participant directions to tender Shares to AMC at certain prices within the offered range. Fidelity will tender or not tender Shares as follows:

- If the prevailing market price is greater than the maximum tender price offered by AMC (\$26.50 per Share), notwithstanding your direction to tender Shares in the Offer, the Shares will not be tendered.
- If the prevailing market price is lower than the price at which you direct Shares be tendered, Fidelity will follow your direction both as to percentage of Shares to tender and as to the price at which such Shares are tendered.
- If the prevailing market price is greater than the price at which you direct the Shares be tendered but within the range of \$22.50 to \$26.50, Fidelity will follow your direction regarding the percentage of Shares to be tendered, but will increase the price at which such Shares are to be tendered to the lowest tender price that is not less than the prevailing market price.
- If the prevailing market price is within the range of \$22.50 to \$26.50, for all Shares directed to be tendered at the “per Share purchase price to be determined pursuant to the tender offer,” Fidelity will tender such Shares at the lowest tender price that is not less than the prevailing market price.

Unless otherwise required by applicable law, Fidelity will not tender Shares credited to participant accounts for which it has not received a completed Direction Form, directions via the Internet or for which it has received a direction not to tender pursuant to the Direction Form. Fidelity makes no recommendation as to whether to direct the tender of Shares or whether to refrain from directing the tender of Shares. EACH PARTICIPANT OR BENEFICIARY MUST MAKE HIS OR HER OWN DECISIONS.

CONFIDENTIALITY

To assure the confidentiality of your decision, Fidelity and their affiliates or agents will tabulate participant directions. Neither Fidelity nor their affiliates or agents will make your individual direction to Fidelity available to AMC or Rainbow Media Holdings, LLC, the sponsor of the Plan.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Direction Form which should be completed and returned to Fidelity’s tabulator. You may also utilize the Internet to provide your directions. Please note that the Direction Form indicates the number of Shares credited to your individual account as of September 14, 2020. However, for purposes of the final tabulation, Fidelity will apply your instructions to the number of Shares credited to your account as of October 9, 2020, or as of a later date if the Offer is extended. If you do not provide timely and proper directions, such Shares will be considered NOT TENDERED.

To properly complete your Direction Form, you must do the following:

- (1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX (if more than one box is checked, you will be deemed to have not tendered):
 - CHECK BOX 1 if you do not want the Shares credited to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Shares.

- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (between 1% and 100% in whole numbers) of Shares credited to your individual account that you want to tender at each price indicated.

You may direct the tender of Shares credited to your account at different prices. To do so, you must state the percentage (between 1% and 100% in whole numbers) of Shares to be sold at each price by filling in the percentage of such Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the Offer, which will result in receiving a price per Share as low as \$22.50 or as high as \$26.50. You should understand that an election to accept the per Share price to be determined pursuant to the Offer may cause the purchase price to be lower and could result in the tendered Shares being purchased at the minimum price of \$22.50 per Share. Leave a given line blank if you want no Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Shares credited to your individual account.

- (2) Date and sign the Direction Form in the space provided.
- (3) Return the Direction Form in the enclosed return envelope so that it is received by Fidelity's tabulator at the address on the return envelope (Broadridge, Attn: Re-Organization Dept., P.O. Box 9116, Farmingdale, NY 11735) not later than 5:00 P.M., New York City Time, on October 8, 2020, unless the Offer is extended, in which case, to the extent feasible, the participant deadline shall be four business days prior to the expiration date of the Offer. If you wish to return the form by overnight courier, please send it to Fidelity's tabulator at Broadridge, Attn: BCIS-VP 401K Plan Processing, 51 Mercedes Way, Edgewood, NY 11717. Direction Forms will not be accepted via facsimile.

You may also use the Internet to provide directions to the trustee. If you wish to use the Internet to provide your directions to the trustee, please go to www.proxyvote.com/tender. You will be asked to enter the 16-digit control number from your Trustee Direction Form into the box directly under "Enter Control Number" and click on the Submit button. You will then be able to provide your direction to the trustee on the following screen. Please note that you are not allowed to elect more than 100% between the various price choices; you will get an error message if you do so and be asked to make a new election. You may, however, choose to elect less than 100% between the various price choices; in such event the remaining percentage of the Shares credited to your account will be considered undirected. The website will be available 24 hours per day through 5:00 p.m., New York City Time, on October 8, 2020.

Your direction will be deemed irrevocable unless withdrawn by 5:00 p.m., New York City Time, on October 8, 2020, unless the Offer is extended by AMC. In order to make an effective withdrawal, you must submit a new Direction Form which may be obtained by calling Fidelity at 1-800-835-5095. Upon receipt of a new Direction Form from you, your previous direction will be deemed cancelled. Additionally, you may change or redirect the tendering of any Shares credited to your individual account by obtaining an additional Direction Form from Fidelity, or by providing new directions via the Internet, and repeating the previous instructions for directing your tender as set forth in this letter.

After the deadline above for returning tender directions to Fidelity's tabulator, Fidelity and their affiliates or agents will complete the tabulation of all directions. Fidelity will tender the appropriate number of Shares, at the appropriate price(s), on behalf of the Plan.

Subject to the satisfaction of the conditions described in the Offer to Purchase, AMC will purchase up to \$250 million in value of its Shares that are properly tendered through the Offer. As described in the Offer to Purchase, if the Offer is oversubscribed, the Shares tendered pursuant to the Offer may be subject to proration. Any Shares credited to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

The conditional tender of Shares described in the Offer to Purchase will not apply to participants in the Plan. Additionally, the odd-lot provisions of the Offer will not apply to Plan participants.

EFFECT OF TENDER ON YOUR ACCOUNT

If you direct Fidelity to tender some or all of the Shares credited to your Plan account, as of 4:00 p.m., New York City Time, on October 9, 2020, certain transactions involving Shares held within the Stock Fund credited to your account, including all exchanges out, loans, withdrawals and distributions, will be prohibited until all processing related to the Offer has been completed, unless the Offer is terminated or the expiration date is extended. We currently anticipate that this freeze on transactions will last until approximately the week of October 26, 2020. This freeze on transactions will apply to ALL Shares credited to your Plan account, even if you elect to tender less than 100% of the Shares credited to your Plan account. All loans and withdrawals will not be allowed for participants that have a balance in the stock fund throughout the freeze.

In the event that the Offer is extended, the freeze on transactions involving the Stock Fund will, if feasible, be temporarily lifted until three days prior to the new expiration date of the Offer, as extended, at which time a new freeze on these transactions involving the Stock Fund will commence. You can call Fidelity at 1-800-835-5095 to obtain updated information on expiration dates, deadlines and Stock Fund freezes.

If you directed Fidelity NOT to tender any of the Shares credited to your account or you did not provide directions in a timely manner, you will continue to have access to all transactions normally available to the Stock Fund, subject to Plan rules.

INVESTMENT OF PROCEEDS

For any Shares in the Plan that are tendered and purchased by AMC, AMC will pay cash to the Plan. INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN

Fidelity will invest proceeds received with respect to Shares credited to your account in the Vanguard Treasury Money Market Fund Investor Shares as soon as administratively possible after receipt of proceeds. Fidelity anticipates that the processing of participant accounts will be completed five to seven business days after receipt of these proceeds. You may call Fidelity at 1-800-835-5095 or log on to www.netbenefits.com after the reinvestment is complete to learn the effect of the tender on your account or to have the proceeds invested in other investment options offered under the Plan.

SHARES OUTSIDE THE PLAN

If you hold Shares outside of the Plan, you will receive, under separate cover, Offer materials to be used to tender those Shares. **Those Offer materials may not be used to direct Fidelity to tender or not tender the Shares credited to your individual account under the Plan.** Likewise, the tender of Shares credited to your individual account under the Plan will not be effective with respect to Shares you hold outside of the Plan. The direction to tender or not tender Shares credited to your individual account under the Plan may only be made in accordance with the procedures in this letter. Similarly, the enclosed Direction Form may not be used to tender Shares held outside of the Plan.

TAX CONSEQUENCES

While you will not recognize any immediate tax gain or loss as a result of the tender and sale of any Shares credited to your account in the Plan, the tax treatment of future distributions from the Plan may be impacted.

Tender offer proceeds will be subject to all applicable taxes at the time you receive a distribution from the Plan. We encourage you to consult your tax advisor concerning your decision to participate in the Offer and possible tax ramifications.

FURTHER INFORMATION

If you require additional information concerning the procedure to tender Shares credited to your individual account under the Plan, please contact Fidelity at 1-800-835-5095. If you require additional information concerning the terms and conditions of the Offer, please call D.F. King & Co., Inc., the information agent of the Offer, toll free at 1-877-478-5043.

Sincerely,

Fidelity Management Trust Company

BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.
 ATTN: REORGANIZATION DEPARTMENT
 P.O. BOX 9116
 FARMINGDALE, NY 11735-9547

VOTE BY INTERNET - www.proxyvote.com/tender

If you wish to use the Internet to provide your directions regarding participation in the Offer, please go to the website www.proxyvote.com/tender, enter the 16-digit control number from your Trustee Direction Form (located in the box below next to the arrow) and click on the Submit button. You will then be able to provide your direction regarding participation in the Offer on the following screen.

BY HAND OR OVERNIGHT DELIVERY

Broadridge, Attn: BCIS-VP 401K Plan Processing, 51 Mercedes Way, Edgewood, NY 11717

VOTE BY MAIL

Broadridge, Attn: Re-Organization Dept., P.O. Box 9116, Farmingdale, NY 11735-9547

D24282-TBD

As of September 14, 2020, the number of shares of the AMC Networks Stock Fund credited to your account in the Plan is shown above the control number. In connection with the Offer to Purchase made by AMC Networks Inc. ("AMC") dated September 16, 2020, you hereby instruct Fidelity to tender the AMC shares credited to your account under the Plan as of October 9, 2020, unless a later deadline is announced, as follows (check only one box and complete):

**PLEASE MAKE YOUR SELECTION
 (CHECK BOX ONE OR TWO)**

Box 1 Please refrain from tendering and continue to HOLD all shares credited to my individual account under the Plan.

Box 2 Please TENDER shares credited to my individual account under the Plan in the indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no shares credited to my account are to be tendered at that price.

FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.

Percentage of Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed the Plan Trustees NOT to tender the remaining percentage.)

| | | | | |
|--------------------|--------------------|--------------------|--------------------|--------------------|
| _____ % at \$22.50 | _____ % at \$23.40 | _____ % at \$24.30 | _____ % at \$25.20 | _____ % at \$26.10 |
| _____ % at \$22.60 | _____ % at \$23.50 | _____ % at \$24.40 | _____ % at \$25.30 | _____ % at \$26.20 |
| _____ % at \$22.70 | _____ % at \$23.60 | _____ % at \$24.50 | _____ % at \$25.40 | _____ % at \$26.30 |
| _____ % at \$22.80 | _____ % at \$23.70 | _____ % at \$24.60 | _____ % at \$25.50 | _____ % at \$26.40 |
| _____ % at \$22.90 | _____ % at \$23.80 | _____ % at \$24.70 | _____ % at \$25.60 | _____ % at \$26.50 |
| _____ % at \$23.00 | _____ % at \$23.90 | _____ % at \$24.80 | _____ % at \$25.70 | _____ % at TBD |
| _____ % at \$23.10 | _____ % at \$24.00 | _____ % at \$24.90 | _____ % at \$25.80 | |
| _____ % at \$23.20 | _____ % at \$24.10 | _____ % at \$25.00 | _____ % at \$25.90 | |
| _____ % at \$23.30 | _____ % at \$24.20 | _____ % at \$25.10 | _____ % at \$26.00 | |

** By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of shares elected. This could result in receiving a price per Share as low as \$22.50 or as high as \$26.50 per Share.

Please sign exactly as your name appears hereon.

| | |
|--|--|
| | |
|--|--|

Signature [PLEASE SIGN WITHIN BOX]

Date

**TRUSTEE DIRECTION FORM
AMC NETWORKS INC.
AMC NETWORKS 401(K) SAVINGS PLAN
BEFORE COMPLETING THIS FORM,
PLEASE READ CAREFULLY ENCLOSED MATERIALS**

PLEASE NOTE THAT IF YOUR TRUSTEE DIRECTION FORM IS NOT RECEIVED BY FIDELITY'S TABULATION AGENT, PROPERLY COMPLETED AND SIGNED OR DIRECTIONS ARE NOT RECEIVED VIA THE INTERNET, BY 5:00 P.M., NEW YORK CITY TIME ON OCTOBER 8, 2020, UNLESS THE TENDER OFFER DEADLINE IS EXTENDED, FIDELITY WILL NOT TENDER ANY SHARES CREDITED TO YOUR PLAN ACCOUNT, UNLESS OTHERWISE REQUIRED BY LAW.

Fidelity Management Trust Company ("Fidelity") makes no recommendation to any participant in the AMC Networks 401(k) Savings Plan (the "Plan") with regard to the tender offer.

This Trustee Direction Form, if properly signed, completed and received by Fidelity's tabulation agent in a timely manner, will supersede any previous Trustee Direction Form with respect to the tender offer.

PLEASE SIGN AND DATE ON THE REVERSE SIDE.

Dear AMC Networks Inc. Stockholder:

Enclosed please find a replacement Letter of Transmittal and Notice of Guaranteed Delivery in connection with the offer by AMC Networks Inc. to purchase up to \$250 million in value of shares of its Class A common stock, par value \$0.01 per share (the "Shares"), at a purchase price of not greater than \$26.50 nor less than \$22.50 per Share (the "Offer"). Please refer to the Offer to Purchase, dated September 16, 2020, as may be amended from time to time, for a more detailed explanation of the Offer.

The Letter of Transmittal and Notice of Guaranteed Delivery previously sent to you inadvertently incorrectly listed \$26.90 instead of \$25.90 in Section 2 on page 4 of the Letter of Transmittal and Section 2 on page 2 of the Notice of Guaranteed Delivery. The enclosed Letter of Transmittal and Notice of Guaranteed Delivery reflect the correct price of \$25.90.

If you have already mailed us your Letter of Transmittal or Notice of Guaranteed Delivery, you do not need to send it again and can keep this update for your records. If you have not yet returned your Letter of Transmittal or Notice of Guaranteed Delivery, you may complete and mail back the enclosed Letter of Transmittal or Notice of Guaranteed Delivery to:

By Mail:

BY 5:00 P.M. New York City time on
Expiration Date
Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
P.O. Box 64858
St. Paul, Minnesota 55164-0858

By Hand or Overnight Courier:

BY 5:00 P.M. New York City time on
Expiration Date
Equiniti Trust Company
Shareowner Services
Voluntary Corporate Actions
1110 Centre Pointe Curve, Suite 101
Mendota Heights, Minnesota 55120

We apologize for any confusion this may have caused.

Thank you,

Sean S. Sullivan
Executive Vice President and Chief
Financial Officer

(Enclosures)