



AUDIT AND FINANCE COMMITTEE CHARTER

I. STATEMENT OF PURPOSE

The Audit and Finance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Six Flags Entertainment Corporation (the “*Company*”) to assist the Board in its oversight of the accounting and financial reporting processes of the Company and the Company’s compliance with legal and regulatory requirements. To assist the Board in fulfilling its responsibilities, the Committee shall oversee: (i) audits of the financial statements of the Company; (ii) the integrity of the Company’s financial statements; (iii) the Company’s processes relating to risk management and the conduct and systems of internal control over financial reporting and disclosure controls and procedures; (iv) the qualifications, engagement, compensation, independence and performance of the Company’s independent auditor, and the auditor’s conduct of the annual audit of the Company’s financial statements and any other services provided to the Company; and (v) the performance of the Company’s internal audit function. The Committee will also produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (the “*SEC*”).

II. COMMITTEE MEMBERSHIP

Composition. The Committee shall consist of at least four members of the Board. Committee members shall be appointed by the Board annually. Any member may be removed from the Committee by the Board, with or without cause, at any time.

Chair. The Chair of the Committee shall be appointed annually by the Board from among the Committee members and shall serve at the pleasure of the Board. Nominations or recommendations for Committee Chair shall be made by the Nominating and Corporate Governance Committee for the Board’s consideration, taking into account the requirements of the Committee charter, the Company’s Corporate Governance Guidelines, continuity and such other factors as the Board deems appropriate. The Chair shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee.

Independence. Each member of the Committee shall be an “independent” director in accordance with applicable listing standards of the New York Stock Exchange (the “*NYSE*”) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), as well as the Company’s Corporate Governance Guidelines. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Financial Literacy. Each member of the Committee shall in the judgment of the Board have the ability to read and understand fundamental financial statements and otherwise meet the financial literacy requirements of the NYSE. At least one member shall be an “audit committee financial expert” as such term is defined under applicable SEC rules.

Service on Multiple Audit Committees. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

III. AUTHORITY AND ADVISORS

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee shall have authority to retain, direct and oversee the activities of, and to terminate the engagement of, the Company's independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services and any legal counsel, accounting or other advisor or consultant hired to assist the Committee, all of whom shall be accountable to the Committee.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of (a) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any independent counsel or other advisors retained by the Committee in carrying out its duties; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. COMMITTEE MEETINGS AND VOTE

The Committee shall meet on a regularly scheduled basis with such frequency and at such intervals as the Board or Committee Chair deem necessary to carry out the duties and responsibilities of the Committee and additionally as circumstances dictate. The Committee may act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held in person, telephonically or by means of conference telephone, video conference or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. For the avoidance of doubt, if the Committee consists of an even number of members, a majority shall be one more than half. The affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet in executive session separately with each of the independent auditor, the internal auditor (including, as applicable, any outside firm providing internal audit services), and senior management, at least quarterly. The Committee will meet in executive session as it deems necessary.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the NYSE.

VI. KEY RESPONSIBILITIES

In carrying out its responsibilities, the Committee shall perform the following functions related to the purposes of the Committee outlined in Section I of this Charter and shall have such other authority and responsibilities as may be assigned to it from time to time by the Board. The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate.

A. Oversight of the Independent Auditor

1. **Independent Auditor Retention.** The Committee is solely and directly responsible for the appointment, evaluation, compensation, retention and, if appropriate, replacement of the independent auditor. The Committee may, in its discretion, seek stockholder ratification of the public accounting firm selected to be the Company's independent auditor.
2. **Independence.** The Committee shall assess at least annually the independent auditor's independence. In connection with this assessment, the Committee shall ensure the receipt of and review formal written statements from the independent auditor delineating all relationships between the auditor and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") regarding the independent auditor's communications with the Committee concerning independence. The Committee shall engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that may impact the objectivity and independence of the auditor and take, or recommend that the Board take, appropriate action to oversee and ensure the independence of the auditor.
3. **Quality and Performance.** The Committee shall evaluate at least annually the qualifications and performance of the independent auditor, including the lead partner. The evaluation will include obtaining a written report from the independent auditor describing the firm's internal quality control procedures; any material issues raised by the most recent internal quality control review, PCAOB inspection, or other PCAOB review of the firm, by a peer review of the firm or by any inquiry or investigation by governmental or professional authorities within the past five (5) years, concerning an independent audit or audits carried out by the firm, and any steps taken to address any such issues.
4. **General Oversight.** The independent auditor reports directly to the Committee. The Committee is responsible for oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting. In connection with its oversight responsibility, the Committee shall consider the independent auditor's communications regarding, among other things, critical accounting policies and practices, all alternative accounting treatments within U.S. generally accepted accounting principles ("GAAP") related to items material to the financial statements that have been discussed with management, including the ramifications of the alternative treatments and the treatment preferred by the independent auditor, and matters required to be communicated to the Committee pursuant to PCAOB standards, and all material written communications between the independent auditor and management, and shall review the effect or potential effect of any regulatory regime, accounting initiatives or off-balance sheet structures on the Company's financial statements.
5. **Audit Oversight.** The Committee shall establish with the independent auditor an understanding of the terms of the audit engagement, the role of the auditor with respect to the Company's financial statements and coordination of audit efforts to ensure completeness of

coverage, reduction of redundant efforts, the effective use of audit resources, and the use of accounting firms other than the appointed auditors of the Company. The Committee shall review the scope of the annual audit or interim review (including the level of involvement with unaudited quarterly or other interim-period information), and discuss the results, including, without limitation, the independent auditor's report and all matters required to be communicated to the Committee by the independent auditor in accordance with applicable auditing standards.

The Committee shall discuss with the independent auditor, before the issuance of the audit report, the overall audit strategy, including the timing of the audit, significant risks the auditor identified and significant changes to the planned audit strategy or identified risks. The Committee shall review with the independent auditor any audit problems or difficulties encountered during the course of the audit work and management's response, including any restrictions on the scope of the independent auditor's activities or access to required records, data and information, any difficult or contentious matters for which the auditor consulted outside the engagement team (for example, the audit firm's national office), any critical audit matters ("CAMs") and related CAM disclosure arising from the current period audit, any significant disagreements with management, and any other matters arising from the audit that are significant to the oversight of the Company's financial reporting process.

6. **Auditor Rotation.** The Committee may consider from time to time whether, in addition to assuring the regular rotation of the lead audit partner, as required by law, in the interest of continuing independence of an independent auditor, the Company should rotate the firm appointed as the Company's independent auditor.
7. **Pre-Approval of Auditor Services.** The Committee is exclusively authorized and directed to consider and, in its discretion, approve in advance any services (including the fees and material terms thereof) proposed to be carried out for the Company by the independent auditor or by any other firm proposed to be engaged by the Company as its independent auditor. In its discretion, the Committee may delegate to the Audit Committee Chair the authority to pre-approve non-audit engagements, other than prohibited non-audit services promulgated under the rules and regulations of the SEC (subject to the inadvertent *de minimis* exceptions set forth in the Sarbanes-Oxley Act of 2002 and SEC rules and regulations), provided any such pre-approval is presented to the Committee at its next scheduled meeting. In connection with approval of any permissible tax services and services related to internal control over financial reporting, the Committee shall discuss with the independent auditor the potential effects of such services on the independence of the auditor.

B. Financial Statements and Other Financial Disclosures

8. **Quality and Integrity of Financial Statements.** The Committee shall review and discuss with management, the head of the internal audit function, as applicable, and the independent auditor: the critical accounting policies and practices used by the Company, and any significant changes in the selection or application of the Company's accounting and auditing principles and practices as suggested by the Company's independent auditor, internal auditors, as applicable, or management; the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business; other policies and procedures adopted by the Company to fulfill its responsibilities regarding the presentation of financial statements in accordance with GAAP and applicable rules and regulations of the SEC, including the proper explanation and reconciliation of any non-GAAP measures presented; any issues that arise with respect to the quality or integrity of the Company's financial statements; and such other matters for which discussion shall be required

by applicable auditing and related PCAOB standards.

9. **Annual and Quarterly Financial Statements.** The Committee shall review and discuss with management and the independent auditor the audited and unaudited financial statements and related notes and the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” proposed to be included in the Company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as applicable. The Committee shall also make a recommendation to the Board as to whether the Company’s audited financial statements should be included in the Company’s Annual Report on Form 10-K.
10. **Audit Committee Report.** The Committee shall submit an Annual Audit Committee report for inclusion where necessary in the proxy statement relating to the annual meeting of stockholders and/or annual report of the Company.
11. **Earnings Releases and Other Financial Information.** The Committee shall discuss with management and the independent auditor and review the Company’s earnings releases, including the financial information, use of any “pro forma” or “adjusted” non-GAAP information, and earnings guidance (if any) to be disclosed in such releases. The Committee shall also discuss with management other significant financial information to be provided to analysts or rating agencies.
12. **Restatements.** The Committee shall review and discuss with management, and the independent auditor, as appropriate, financial statement errors and make, or recommend to the Board, any conclusions regarding whether any previously issued financial statements, covering one or more years or interim periods for which the Company is required to provide financial statements under applicable rules should no longer be relied upon because of such error. The Committee shall also review and approve related disclosures required by applicable rules and regulations of the SEC.
13. **Capital and Operating Financial Plans.** The Committee shall review the Company’s capital and operating financial plans and make recommendations to the Board. The Committee shall review analysis of the performance of historical capital investments against projections and make recommendations to the Board.

C. Controls and Procedures

14. **Oversight.** The Committee shall provide oversight of management’s design and maintenance of the Company’s internal control over financial reporting and disclosure controls and procedures. Prior to the filing of the Company’s Annual Report on Form 10-K, the Committee shall review with the independent auditor, management and the head of the internal audit function, as applicable, the Company’s annual assessment and report and the independent auditor’s report on the effectiveness of the Company’s internal control over financial reporting, in each case, as and when required by applicable law; any “material weakness” or “significant deficiency” in the design or operation of internal control over financial reporting, any steps taken to resolve any such control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and any related significant findings and recommendations of the independent auditor or internal audit function, together with management’s responses (including, in the case of the independent auditor, any concerns regarding matters within the scope of, and compliance with, Section 10A of the Exchange Act).
15. **Certifications.** Prior to the filing of the Company’s Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, the Committee shall review and discuss with management

and the independent auditor the certifications and any related disclosures made by the Company's Chief Executive Officer and Chief Financial Officer in the Company's periodic reports about the results of their evaluation of the effectiveness of disclosure controls and procedures and any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

16. **Internal Audit Function.** As applicable, the Committee shall review with the independent auditor the responsibilities, budget, staffing, effectiveness, and performance of the internal audit function, including the structure, qualification and activities of the internal audit function and the scope of internal audit responsibilities in relation to the independent auditor's duties. The internal auditor, including any outside firm providing internal audit services, reports directly to the Chief Financial Officer with dotted-line reporting to the Committee. The Committee shall review and assess the annual internal audit plan, the process used to develop the plan, and the status of activities, significant findings, recommendations, and management's response. The Committee shall recommend for Board approval matters related to responsibilities, budget and staffing of the internal audit function and the head of the internal audit function.
17. **Hiring Policies.** The Committee shall maintain clear policies regarding the hiring of employees and former employees of the Company's independent auditor.

D. Risk Management, Compliance and Ethics

18. **Risk Management.** The Committee shall review and discuss with management, the head of the internal audit function, as applicable, and the independent auditor any significant risks or exposures and the Company's policies and processes with respect to risk assessment and risk management, and shall assess the steps management has taken to monitor and control such risks, except with respect to those risks for which oversight has been assigned to other Board Committees or retained by the Board. The Committee shall review the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company.
19. **Cybersecurity.** The Committee shall review and discuss with management, and oversee the Company's privacy, information technology, and cybersecurity risk exposures, including (1) the potential impact of such exposures on the Company's business, financial results, and reputation, (2) steps to monitor and mitigate such exposures, (3) the Company's information governance policies and programs, and (4) major legislative and regulatory developments that could materially impact that Company's privacy and cybersecurity risk exposures.
20. **Legal and Regulatory Compliance.** The Committee shall: (a) review periodically legal and regulatory matters that may have a material impact on the Company's financial statements; (b) monitor compliance of the Company's Code of Conduct and Ethics (the "*Code*"); and (c) review and discuss requests for waivers of the Code involving directors and executive officers and make recommendations to the Board as to whether it should approve any such request.
21. **Procedures for Complaints.** The Committee shall establish "whistleblowing" procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters. The Committee shall review any such significant complaints or concerns.

22. **ESG.** The Committee shall review and discuss with management and the internal audit function the controls, procedures and processes that the Company has in place to ensure the accuracy of its material disclosures and reporting relating to sustainability and environmental, social and governance matters.
23. **Safety Oversight.** The Committee shall review, on an annual basis, a report addressed to the Committee from the person or persons designated by management as the executive in charge of safety matters (the “*Safety Manager(s)*”) concerning the appropriateness of the Company’s existing safety procedures, their implementation and any proposals of the Safety Manager(s) or management concerning changes therein. In the event of any vacancy in the position of Safety Manager, the Committee (or designated members thereof) shall meet with any person whom management proposes to be selected as the successor Safety Manager prior to the effectiveness of such selection. The Committee shall instruct management to develop procedures so that any park-level safety manager is able to report directly to the Safety Manager(s) any safety concerns relating to such park.
24. **Safety Procedures.** Review, on an annual basis, a report from the Company’s Chief Legal Officer regarding the appropriateness of the safety procedures under existing law and including a discussion of new legislation and legal trends. The Committee Chair or such other member or members designated by the Committee will act as special liaison between the Committee and the Safety Manager(s) and will be available to discuss with the Safety Manager(s), either by phone or in person, any safety issues that the Safety Manager(s) believe require Committee attention prior to the next scheduled Committee meeting. Without limiting the generality of the foregoing, in the event of any material dispute between the Safety Manager(s) and senior management of the Company with regard to safety matters, the Safety Manager(s) shall bring such situation to the attention of the Chair or such designated member or members of the Committee.

E. Information Technology

25. **Chief Information Officer Reporting.** The Committee shall review on at least an annual basis a report addressed to the Committee from the person designated by management as the executive in charge of Information Technology matters (the “*Chief Information Officer*”) concerning the appropriateness of the Company’s various procedures related to the security of the Company’s network and data (including, but not limited to, guest information, credit card information and company proprietary information), their implementation and any proposals of the Chief Information Officer or management concerning changes therein. The Committee will also receive a report addressed to the Committee from the Chief Information Officer, in conjunction with the internal auditor, concerning the evaluation of new technology, a review of existing technology for continued effectiveness and an understanding of technological priorities involved in meeting the Company’s business objectives.

F. Evaluations, Reporting and Other

26. **Self-Evaluation.** The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.
27. **Charter Review.** The Committee shall review and assess the adequacy of this charter on an annual basis and recommend to the Board such amendments of this charter as the Committee deems appropriate.
28. **Reporting.** The Committee shall report regularly to the Board on Committee findings and

recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

29. **Coordination with Other Committees.** Coordinate with other Board Committees in instances where there is overlap with their responsibilities and related activities.
30. **Other.** The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.