



PEOPLE, CULTURE & COMPENSATION COMMITTEE CHARTER

I. STATEMENT OF PURPOSE

The People, Culture & Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Six Flags Entertainment Corporation (the “*Company*”) to assist the Board in overseeing the Company’s employee compensation policies and practices, including evaluating, recommending and approving executive officer compensation arrangements, plans, policies and programs and administering Company-wide and executive bonuses plans or programs and equity-based compensation plans. 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 the applicable listing standards of the New York Stock Exchange (the “*NYSE*”), including standards specifically applicable to compensation committee members and the Company’s Corporate Governance Guidelines. In addition, in selecting the members of the Committee, the Board shall consider whether the director is a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). 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.

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 the sole discretion to retain or obtain advice from, oversee and terminate any compensation consultant, legal counsel or other advisor to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such advisor retained by the Committee, and the Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser.

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 at least annually with the CEO and any other officers the Committee deems appropriate to discuss and review the performance criteria and the compensation of key executives.

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.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans to the extent permitted by law and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that, consistent with the below, the Committee shall determine and approve the awards made under such plan to any executive officer and any other member of senior management as the Committee shall designate and shall at least annually review the awards made to such other members of senior management as the Committee shall designate.

The Committee may only delegate its responsibility for granting equity awards to the Company's directors and officers who are subject to Section 16 of the Exchange Act to a subcommittee of two or more "non-employee directors" within the meaning of Rule 16b-3 under the Exchange Act. Notwithstanding any responsibility to the contrary assigned to the Committee herein, at any time that the Committee is not comprised of at least two "nonemployee directors" within the meaning of Rule 16b-3 under the Exchange Act, equity awards to the Company's directors and officers who are subject to Section 16 of the Exchange Act shall be approved by either a subcommittee of the Committee comprised of at least two "non-employee" directors or the Board.

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. Compensation Oversight

1. **Compensation Philosophy.** The Committee shall establish and oversee the overall compensation philosophy and compensation programs for the Company, CEO, the Executive Chairman, if any, and other executive officers.
2. **Corporate Goals.** The Committee shall review and approve the corporate goals and objectives set by the Board relevant to the compensation of the CEO, the Executive Chairman, and other executive officers and set annual and long-term performance targets based on such goals and objectives.
3. **CEO & Executive Chairman Compensation.** The Committee, together with the Lead Independent Director, if any, shall evaluate at least annually the performance of the CEO and the Executive Chairman, if any, against the corporate goals and objectives relevant in assessing the performance of the CEO and the Executive Chairman and based on such other factors that Committee and Lead Independent Director, if any, deem appropriate in assessing the CEO and the Executive Chairman. The Committee and Lead Independent Director, if any, will report its recommendations to the Board, and the Chair of the Committee, together with the Lead Independent Director, if any, will communicate the conclusions of the evaluations to the CEO and the Executive Chairman, as applicable. Based on such evaluation of the CEO and the Executive Chairman, if any, the Committee shall review, and make recommendations to the Board for approval, of the compensation (including salary, any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) for the CEO and the Executive Chairman, as applicable. The CEO and the Executive Chairman, if any, may not be present during the voting or deliberations of their respective compensation.
4. **Other Executive Officer Compensation.** Together with the CEO, the Committee will evaluate at least annually the performance of other executive officers against the corporate goals and objectives relevant in assessing the executive officers' performance. Based on this evaluation and the recommendation of the CEO, the Committee shall make recommendations to the Board with respect to non-CEO executive officer compensation, and incentive-compensation plans that are subject to Board approval.
5. **Employment Agreements.** The Committee shall review and approve any employment, compensation, benefit or severance agreements with executive officers, other than such agreements with the CEO, the Executive Chairman, if any, which the Committee shall review and recommend to the independent members of the Board for its approval.
6. **Compensation Programs.** The Committee shall review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and review, approve and recommend to the Board any appropriate modifications or new plans, programs or policies.
7. **Equity Plans.** The Committee shall review and approve and recommend to the Board for approval the adoption of any equity-based compensation plan for employees of the Company and any modification of any such plan.

8. **Equity Plan Administration.** The Committee shall administer and interpret the Company's equity-based compensation plans for employees of the Company as provided by the terms of such plans, including authorizing all awards made pursuant to such plans, subject to the terms and conditions of such plans.
9. **Non-Equity Plans.** The Committee shall review and approve, and recommend to the Board for approval, the adoption of any non-equity-based incentive compensation plan for employees of the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans.
10. **Benefit Plans.** The Committee shall review, approve and recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plan, and any material modification of any such plan.
11. **Risk Assessment.** The Committee shall review at least annually (a) the Company's compensation policies and practices for executives, management employees and employees generally to assess whether such policies and practices could lead to excessive risk-taking behavior and (b) the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated and adjustments necessary to address changes in the Company's risk profile.
12. **Compensation Consultants.** With respect to any compensation consultant who has been engaged by the Committee to make determinations or recommendations on the amount or form of executive or director compensation: (a) annually, or from time to time as the Committee deems appropriate, the Committee shall assess whether the work of any such compensation consultant (whether retained by the Committee or management) has raised any conflicts of interest; and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all compensation provided to such consultant.
13. **Advisor Independence.** Prior to the retention of any advisors to the Committee, and annually, or from time to time as the Committee deems appropriate, the Committee shall assess the independence of compensation consultants, legal and other advisers to the Committee, taking into consideration the factors specified in the listing standards of NYSE.
14. **Say-on-Pay and Say-on-Pay Frequency.** The Committee shall review the results of the annual say-on-pay vote, and at least every six years (or more frequently as appropriate) make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote.
15. **Executive Compensation Disclosure.** The Committee shall review and discuss with management the "Compensation Discussion and Analysis" disclosure required by SEC regulations and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and any proxy statement for the election of directors; as part of this review, the Committee shall, to the extent applicable, consider the results of the most recent stockholder advisory vote on executive compensation ("say-on-pay" vote) required by Section 14A of the Exchange Act.
16. **Director Compensation.** The Committee shall review annually the compensation plans and fees for non-employee directors and shall recommend the same to the Board for approval. The Committee shall also review and recommend to the Board general principles for determining

the form and amount of director compensation, and, subject to such principles, shall evaluate annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

17. **Stock Ownership.** The Committee shall periodically review Company stock ownership of non-employee directors and executive officers and, if appropriate, establish and oversee stock ownership and/or retention guidelines for non-employee directors and/or executive officers.
18. **Human Capital.** The Committee will assist the Board in its oversight of the Company's strategies and policies related to human capital management and Company culture. The Committee will also ensure that, in addition to the "whistleblowing" procedures established by the Audit and Finance Committee, the Company also establishes procedures for the confidential and anonymous submission of employment and work environment concerns by employees.
19. **Recoupment Policies.** The Committee will oversee and monitor the Company's policies with respect to the recovery of compensation (i.e., clawback or recoupment policies).
20. **Stockholder Proposals; Engagement.** The Committee shall review and oversee Company and stockholder proposals relating to executive compensation matters and oversee the Company's engagement with stockholders regarding executive compensation matters, including reviewing and evaluating the results of advisory votes on executive compensation.

B. Evaluation, Reporting and Other

22. **Self-Evaluation.** The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.
23. **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.
24. **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.
25. **Coordination with Other Committees.** Coordinate with other Board Committees in instances where there is overlap with their responsibilities and related activities.
26. **Other.** The Committee shall undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.