

**SIX FLAGS ENTERTAINMENT CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

I. STATEMENT OF PURPOSE

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Six Flags Entertainment Corporation (the “*Company*”) to: (a) identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of stockholders or to fill vacancies; (b) develop, recommend to the Board and review the Company’s Corporate Governance Guidelines; (c) coordinate and oversee the annual self-evaluation of the Board and its committees; (d) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate; (e) review and advise on the Company’s plans and programs relating to sustainability and environmental, social and governance (“*ESG*”) matters; and (f) oversee the Company’s safety procedures.

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 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*”) and 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.

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 director search or recruitment consultant, legal counsel or other advisor to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser 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 advisor.

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.

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. Nominating and Governance Oversight

- 1. Board Nominated Director Candidates.** The Committee shall recommend to the Board criteria for selecting Board candidates. The Committee shall identify, screen for qualification and recommend to the Board director candidates for election or re-election consistent with criteria approved by the Board.
- 2. Stockholder Director Candidates.** The Committee shall oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders.
- 3. Director Nomination Process and Governance Disclosure.** The Committee shall periodically review and recommend to the Board for approval or modification (as appropriate), and review disclosure concerning: (a) the Company's policies and procedures for identifying and screening Board nominee candidates; (b) the criteria used to evaluate Board membership and director independence; and (c) any policies with regard to diversity on the Board.
- 4. Management Succession Planning.** The Committee shall periodically review management

- development and succession plans with respect to senior management positions, and engage the Chief Executive Officer (the “*CEO*”) in such discussions as appropriate. The Committee shall consider from time to time as appropriate potential successors to the CEO in the event of a resignation, retirement, or disability, as well as an emergency succession. The Committee will be primarily responsible for structuring and leading the Board’s review of CEO and senior management succession. The CEO should make available to the Committee recommendations and evaluations of potential successors for senior management positions, along with a review of any development plans recommended for such individuals.
5. **Director Independence.** The Committee shall review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as “independent” pursuant to the Company’s Corporate Governance Guidelines, applicable rules of the NYSE and any other applicable regulation.
 6. **Director Changes.** The Committee shall assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director’s principal occupation or business association from the position such director held when originally invited to join the Board, and other events that could reasonably be perceived to be relevant to consideration about ongoing independence including affiliations with private companies and not-for-profit entities.
 7. **Board Size and Composition.** The Committee shall assess periodically the size and composition and competencies of the Board as a whole and recommend any appropriate changes to the Board.
 8. **Board Leadership.** The Committee shall (a) review the Board’s leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (b) discuss in coordination with the Audit and Finance Committee the effect on the Board’s leadership structure of the Board’s role in the risk oversight of the Company; and (c) review and approve Company disclosures relating to Board leadership.
 9. **Committee Structure.** The Committee shall review periodically the committee structure of the Board and recommend to the Board for approval the appointment or rotation of directors to Board committees and assignment of committee chairs. Evaluate whether the necessary and appropriate committees exist to support the work of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees as appropriate.
 10. **Corporate Governance.** The Committee shall develop and recommend to the Board, and periodically review and recommend modifications to, the Corporate Governance Guidelines and other governance policies of the Company. The Committee shall oversee compliance with the Corporate Governance Guidelines, and monitor developments in corporate governance.
 11. **Emerging Practices.** The Committee shall review, and report on or make recommendations to the Board about, when considered appropriate, significant emerging corporate governance issues and practices.
 12. **Director Orientation and Education.** The Committee shall develop, oversee and coordinate with management on appropriate director orientation programs. The Committee shall oversee compliance with the Company’s continuing education requirements, if any, and make recommendations in connection with identifying, developing, and making available continuing education opportunities for directors.

13. **Code of Conduct and Ethics.** The Committee shall review the Code of Conduct and Ethics and propose modifications to the Board as appropriate.
14. **Related Persons Transactions and Conflicts of Interest.** The Committee shall review and, if appropriate, approve or ratify any related person transactions and other significant conflicts of interest, in each case in accordance with the Company's Related Person Transaction Policy.
15. **Stockholder Engagement and Proposals.** The Committee shall review on a periodic basis, and as necessary when specific issues arise, stockholder engagement efforts, if any, and relations with the Company's stockholders generally, including by reviewing and making recommendations to address stockholder proposals.
16. **ESG.** The Committee shall periodically review and discuss with management ESG matters affecting the Company, including related policies and programs developed by management and in coordination with the Board and other committees of the Board as appropriate.

B. Evaluations, Reporting and Other

17. **Board and Committee Evaluations.** The Committee, in conjunction with the Lead Independent Director, as applicable, shall recommend to the Board and its committees the methodology for and coordinate and oversee the annual self-evaluation of the role and performance of the Board and its committees.
18. **Self-Evaluation.** The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter in any matter it deems appropriate and report the results of the evaluation to the entire Board.
19. **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.
20. **Reporting.** The Committee shall report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
21. **Coordination with Other Committees.** Coordinate with other committees of the Board in instances where there is overlap with their responsibilities and related activities.
22. **Other.** The Committee shall undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.