

Compensation Committee

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Six Flags Entertainment Corporation (the “*Company*”) assists the Board of Directors in fulfilling its oversight responsibilities relating to officer and director compensation. Specifically, the Committee is authorized to review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of these goals and objectives and, subject to contractual commitments, determine and approve the CEO’s compensation.

Compensation Committee Charter

I. PURPOSE

The Committee’s role is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and directors, the adoption of policies that govern the Company’s compensation and benefit programs, and to fulfill the responsibilities set forth in this Charter.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of two or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange. The members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time.

The Board may appoint one member to be the Chairman. If the Board fails to appoint a Chairman, the members of the Committee shall elect a Chairman by majority vote of all members. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

III. COMMITTEE MEETINGS; ACTION BY THE COMMITTEE

The Committee shall have regular meetings on an annual basis, or more frequently as the members deem appropriate and as circumstances dictate. Any member of the Committee may call a special meeting of the Committee. Notice of meetings shall be given at least 48 hours in advance, provided that, if exigencies of the circumstances pertaining to the matters to be addressed warrant, any lesser notice reasonable under the circumstances shall be sufficient. Notice may be waived by any member as permitted by law. Meetings of the Committee may be held telephonically or by other means of communication, provided that each member present may hear and communicate with each other member present. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. The Committee shall act by vote of a majority of the members of the Committee present (assuming a quorum is present).

The Committee shall also meet separately, on at least an annual basis, with the CEO and any other corporate officers as the Committee deems appropriate to discuss and review the performance criteria and compensation levels of key executives. Such meetings with management shall be in addition to the regular meetings of the Committee.

The Committee is authorized to establish a Stock Incentive Committee consisting of two or more members of the Committee selected by the Committee. If the Stock Incentive Committee is established, the Committee will approve a charter governing its operations and it will be authorized to take all action specified herein with respect to the Company's equity-based plans. No director may serve on the Stock Incentive Committee unless he or she (i) is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

In addition, the Committee may form and delegate any of its other responsibilities to a subcommittee so long as such subcommittee is solely comprised of members of the Committee and a charter of such subcommittee is approved by the Committee. The requirements for action by any subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.

The Committee may also form and delegate authority to one or more designated members of the Board or to one or more designated Company officers on such terms and subject to such limitations as the Committee may determine in accordance with applicable laws and the rules of the New York Stock Exchange.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND AUTHORITY

In fulfilling its responsibilities, the Committee is empowered to investigate any matter brought to its attention. The Committee has the power to retain compensation or benefits consultants, outside counsel or other advisors ("*Compensation Advisors*") as set forth in Section V. Without limiting the foregoing, the Committee has the power to retain Compensation Advisors to assist in the Committee's evaluation of director, CEO or executive officer compensation. The Committee shall have the direct responsibility for the appointment, termination, compensation and oversight of Compensation Advisors and shall have sole authority to negotiate and approve such Compensation Advisors' fees and terms of engagement.

In order to carry out its purpose, the Committee has been delegated by the Board, and shall have, authority and power over, and shall be responsible for, the following

specific matters and shall carry out the following specific functions, subject, however, to any further action that may be taken by the Board:

Compensation Arrangements

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to the CEO's and other executive officers' compensation, including annual performance objectives.
3. Evaluate the CEO's and other executive officers' performance against those corporate goals and objectives, and determine and approve the compensation level for each such person based on this evaluation.
4. Consider, in determining the long-term incentive component of the CEO's compensation, the Company's performance and shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
5. Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s) and recommend any appropriate modifications.
6. Review and recommend to the Board for approval executive compensation programs including, without limitation, equity-based compensation plans and incentive compensation plans.
7. Oversee the Company's incentive compensation and equity-based compensation plans.
8. Review and recommend to the Board, or approve, grants of equity-based awards to executive officers and key employees.
9. Review and recommend to the Board for approval any material changes in the Company's defined benefit pension plan, and review broadly employee salary levels and ranges and employee benefits.
10. In consultation with the Nominating and Corporate Governance Committee, review annually the compensation plans and fees for non-employee directors and make recommendations to the Board with respect thereto.
11. Review employment, consulting, retirement and severance arrangements for executive officers.

12. In consultation with the Nominating and Corporate Governance Committee of the Board, review annually the compensation plans and fees for non-employee directors and make recommendations to the Board with respect thereto.
13. Discuss the results of the shareholder advisory vote on “say-on-pay,” if any, with regard to the named executive officers.
14. Periodically evaluate with management whether risks arising from the Company's compensation programs are reasonably likely to have a material adverse effect on the Company.

Reports

15. Review the Compensation Discussion and Analysis (“CD&A”) required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K; and based on such review, recommend to the Board that the CD&A be included in the Company’s annual proxy statement or annual report.
16. Prepare the Compensation Committee Report required to be included in the Company’s annual proxy statement or annual report on Form 10-K as required by applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange.
17. Report regularly to the Board following each meeting, which reports shall include any recommendations the Committee deems appropriate and any other matters that are relevant to the fulfillment of the Committee’s responsibilities. The report to the Board may be an oral report and may be made at any meeting of the Board.
18. Maintain minutes or other records of meetings and activities of the Committee.

General

19. Carry out any other responsibilities assigned to the Committee by the Board from time to time.

V. COMPENSATION ADVISORS

The Committee has the authority, in its sole discretion, to retain and terminate (or obtain the advice of) Compensation Advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for

appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor engaged by the Committee.

The Committee may select a Compensation Advisor only after taking into consideration all factors relevant to that person's independence from management, including the following:

1. The provision of other services to the Company by the person that employs the Compensation Advisor.
2. The amount of fees received from the Company by the person that employs the Compensation Advisor, as a percentage of the total revenue of the person that employs the Compensation Advisor.
3. The policies and procedures of the person that employs the Compensation Advisor that are designed to prevent conflicts of interest.
4. Any business or personal relationship of the Compensation Advisor with a member of the Committee.
5. Any stock of the Company owned by the Compensation Advisor.
6. Any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisor with any Executive Officer.

After considering the independence factors outlined above, the Committee may select, or receive advice from, any Compensation Advisors it prefers, including ones that are not independent.

VI. ANNUAL SELF-EVALUATION

In addition, the Committee shall conduct an annual self-evaluation of the performance of the Committee, including the effectiveness and compliance with this Charter. In addition, the Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.