

## **SIX FLAGS, INC.**

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## **Six Flags, Inc.**

### **Corporate Governance Introduction**

Since its inception, Six Flags, Inc. has been committed to conducting its business in a responsible, honest and ethical manner. For us, good corporate governance means going beyond compliance. It means instituting and maintaining practices that represent strong business ethics and ensuring we communicate consistently with our shareholders, customers and other stakeholders.

Six Flags believes that good governance requires not only an effective set of specific practices but also a culture of responsibility throughout the Company. We also believe that good governance ultimately depends on the quality of our leadership, and are committed to recruiting and retaining directors and officers of proven leadership and personal integrity.

Since 2002, the Company has further enhanced its board composition and practices, with emphasis on independence and corporate governance. The Company is committed to continually evolving and adopting appropriate corporate governance best practices.

## Six Flags, Inc.

### Corporate Governance Principles

The following principles have been approved by the Nominating and Corporate Governance Committee of the Board of Directors of Six Flags and, along with the committee charters, provide the framework for the governance of the Company. The Company recognizes that there is an on-going and energetic debate about corporate governance, and it will review these principles and other aspects of Six Flags governance annually or more often if deemed necessary.

1. **Role of Board and Management.** Six Flags' business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (CEO) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders, consistent with good corporate citizenship. The Board of Directors is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served. Both the Board of Directors and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers, the communities in which Six Flags conducts business, government officials and the public at large.

2. **Functions of Board.** The Board of Directors has four (4) regularly scheduled meetings a year at which it reviews and discusses reports by senior management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to attend all scheduled board and committee meetings. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- a. selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
- b. providing counsel and oversight on the selection, evaluation, development and compensation of other members of senior management;
- c. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- d. assessing major risks facing the Company---and reviewing options for their mitigation; and
- e. ensuring processes are in place for maintaining the integrity of the Company---the integrity of the financial statements, the integrity of

compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders.

**3. Qualifications.** Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. We endeavor to have a board representing diverse experience at policy-making levels in both the private and public sector.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Directors must be willing to offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities.

In general, directors who also serve as CEOs or in equivalent positions should not serve on more than two (2) boards of public companies in addition to the Six Flags board, and other directors should not serve on more than six (6) other boards of public companies in addition to the Six Flags board, unless the Board determines that doing so would not impair the director's service on the Six Flags board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Six Flags board.

The Board does not believe that arbitrary term limits on directors' service are appropriate, nor does it believe that directors should expect to be routinely renominated annually. The Board self-evaluation process described below will be an important determinant for board tenure. The Board also has not adopted an arbitrary mandatory retirement age.

**4. Independence of Directors.** Under the New York Stock Exchange (NYSE) rules. The Board has determined that, following the 2004 Annual Meeting of Stockholders, four (4) of Six Flags' seven (7) directors will be independent.

The Board's intention is that all future non-employee directors will be independent.

To be considered independent under the NYSE rules, the Board must determine that a director does not have any direct or indirect material relationship with Six Flags. The Board has established the following guidelines to assist it in determining director independence in accordance with that rule:

- a. A director will not be independent if, within the preceding three years: (i) the director or an immediate family member of the director was employed by Six Flags as an executive officer; (ii) the director or an immediate family member of the director received

\$100,000 or more per year in direct compensation from Six Flags (other than director and committee fees); (iii) the director or an immediate family member of the director was affiliated with or employed by Six Flags' independent auditor; (iv) the director or an immediate family member of the director is employed as an executive officer of another company in which any other Six Flags director served on that company's compensation committee; or (v) the director was an employee or executive officer, or immediate family member of the director was an executive officer, of a company that makes payments to, or receives payments from, Six Flags for property or services in an amount which, in any single year, exceeded the greater of \$1 million or two percent of such company's consolidated gross revenues.

- b. The following charitable relationship will not be considered to be material relationships that would impair a director's independence: if a Six Flags director serves as an officer, director or trustee of a charitable organization, and Six Flags' discretionary charitable contributions to the organization are less than the greater of \$1 million or two percent of that organization's total annual charitable receipts

The Board will annually review all commercial and charitable relationships of directors. Whether directors meet these categorical independence tests will be reviewed and will be made public annually prior to their standing for re-election to the Board.

- c. The following 4 directors are independent under the foregoing guidelines: Paul A. Biddelman, Michael E. Gellert, Francois Letaconnoux and Robert J. McGuire. One director, Stanley S. Shuman ceased to be independent under these guidelines in April 2004 by virtue of the financial advisory fee paid by the Company to Allen & Company LLP, of which Mr. Shuman is a Managing Director.
- d. For relationships not covered by the guidelines in subsection (a) above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the independence guidelines set forth in subsections (a) and (b) above. For example, if a director is the CEO of a company that purchases products and services from Six Flags that are less than the greater of \$1 million or two percent of that company's annual revenues, the independent directors could determine, after considering all of the relevant circumstances, whether such a relationship was material or immaterial, and whether the director would therefore be considered independent under the NYSE rules.

The Company will not make any personal loans or extensions of credit to directors or executive officers.

5. **Size of Board and Selection Process.** The directors are elected each year by the shareholders at the annual meeting of shareholders. Shareholders may propose nominees for consideration by the nominating and corporate governance committee by submitting the names and supporting information to: Secretary, Six Flags, Inc., 11501 Northeast Expressway, Oklahoma City, OK 73131. The Nominating and Corporate Governance Committee proposes a slate of nominees to the Board, and the Board proposes a slate of nominees to the shareholders for election to the Board. The Board also determines the number of directors on the Board provided that there are at least seven (7). Between annual shareholder meetings, the Board may elect directors to serve until the next annual meeting. The Board believes that, given the size and breadth of Six Flags and the need for diversity of board views, the size of the Board should be in the range of seven (7) to ten (10) directors.

6. **Board Committees.** The Board has established the following committees to assist the Board in discharging its responsibilities: (i) audit; (ii) compensation; (iii) nominating and corporate governance. The current charters of these committees are published on the Six Flags website, and will be mailed to shareholders on written request. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees. The committees will occasionally hold meetings in conjunction with the full Board. The Company also has an executive committee that is authorized to take actions on behalf of the Board, but is not authorized to act on behalf of the other committees.

7. **Independence of Committee Members.** In addition to the requirement that a majority of the Board satisfy the independence standards discussed in section 4 above, members of the Audit Committee must also satisfy an additional NYSE independence requirement. Specifically, they may not directly or indirectly receive any compensation from the Company other than their directors' compensation.

8. **Meetings of Independent Directors.** The Board will have at least four (4) regularly scheduled meetings a year for the independent directors without management present. The directors have determined that Michael E. Gellert, the chairman of the Audit Committee will preside at such meetings, and will serve as the Presiding Director in performing such other functions as the Board may direct, including advising on the selection of committee chairs and advising management on the agenda for board meetings. The independent directors may meet without management present at such other times as determined by the presiding director.

9. **Self-Evaluation.** The Board and each of the committees will perform an annual self-evaluation. Each year, the directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments will be organized and summarized by the general counsel with assistance of outside counsel for discussion with the Board and the committees.

10. **Setting Board Agenda.** The Board shall be responsible for its agenda. Prior to each Board meeting, the CEO will discuss the specific agenda items for the meeting with the presiding director. The CEO and the presiding director, or committee chair as appropriate, shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled board or committee meeting. Directors may make suggestions for agenda items, or additional pre-meeting materials, to the CEO, the presiding director, or appropriate committee chair at any time.

11. **Ethics and Conflicts of Interest.** The Board expects Six Flags directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising Six Flags' Code of Business Conduct set forth on the Company's website. The Board will generally not permit any waiver of any ethics policy for any director or executive officer and, if any such waiver is granted, the waiver and circumstances involved will be disclosed by the Company. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the CEO and the presiding director. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving the CEO and the CEO shall resolve any conflict of interest issue involving any other officer of the Company.

12. **Reporting of Concerns to Non-Employee Directors or the Audit Committee.** Anyone who has a concern about Six Flags' conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the general counsel, the Chairman of the Audit Committee (who also services as Presiding Director) or to any other non-employee director. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported by phone to the Company addresses and/or phone numbers that are published on the Company's website. Concerns relating to accounting, internal controls, auditing or officer conduct shall be sent immediately to the general counsel and to the chair of the Audit Committee and will be simultaneously reviewed. The status of all outstanding concerns will be reported to the chair of the Audit Committee on at least a quarterly basis. The Audit Committee chair may direct that certain matters be presented to the audit committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern

addressed to them. The Company's Code of Business Conduct and employee manual prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

**13. Compensation of Board.** The Nominating and Corporate Governance committee shall have the responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of Six Flags' size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand. At the end of each year, the Nominating and Corporate Governance Committee shall review non-employee director compensation and benefits.

**14. Succession Plan.** The Board shall approve and maintain a succession plan for the CEO and senior executives, based upon recommendations from the Compensation Committee.

**15. Annual Compensation Review of Senior Management.** The Compensation Committee shall annually approve the goals and objectives for compensating the CEO. Subject to any contractual commitment to the CEO, that committee shall evaluate the CEO's performance in light of these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The committee shall also annually approve the compensation structure for the Company's executive officers, subject to any contractual commitments, and shall evaluate the performance of the Company's senior executive officers before approving their salary, bonus and other incentive and equity compensation.

**16. Access to Senior Management.** Non-employee directors are encouraged to contact senior managers of the Company without senior corporate management present.

**17. Access to Independent Advisors.** The board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

**18. Director Orientation.** The general counsel and the Chief Financial Officer shall be responsible for providing an orientation for new directors, and for

periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.

## **Six Flags, Inc.**

### **Our Independent Directors**

#### **Paul A. Biddelman, 57**

Mr. Biddelman has served as a Director of the Company since 1997. Since December 1997, Mr. Biddelman has been president of Hanseatic Corporation, a private investment company. Prior to that, he was treasurer of Hanseatic for more than five years. Mr. Biddelman also serves as a director of Insituform Technologies, Inc., Celadon Group, Inc., SystemOne Technologies, Inc. and Star Gas Partners, L.P.

#### **Michael E. Gellert, 72**

Mr. Gellert has served as a Director of the Company since March 1989. He previously served as a Director and Trustee of Tierco, a Massachusetts business trust and the predecessor of the Company, from 1979 to 1986. From June 1989 through June 1994, he also served as the Chairman of the Board of the Company. Mr. Gellert is a general partner of Windcrest Partners, a private investment partnership. Mr. Gellert also serves as a director of Devon Energy Corp., Humana Inc., Seacor Smit Inc., Smith Barney World Funds, Inc. and Travelers Series Fund Inc.

#### **Francois Letaconnoux, 52**

Mr. Letaconnoux has served as a Director of the Company since June 2000. Since June 1993, Mr. Letaconnoux has been President and Chief Executive Officer of Lepercq, de Neuflyze & Co., Incorporated, an investment banking firm. He also serves as a trustee to Asia Pacific Venture II, which is an investment company, and as a director of Pathé, S.A., a French entertainment company.

#### **Robert J. McGuire, 66**

Mr. McGuire has served as a Director of the Company since June 2003. Since January 1998, Mr. McGuire has served as counsel to Morvillo, Abramowitz, Grand, Iason & Silberberg, P.C., a New York law firm. Prior thereto, he served as Police Commissioner of The City of New York, Chairman and Chief Executive Officer of Pinkerton's Inc. and President of Kroll Associates, Inc. Mr. McGuire also serves as a director of Mutual of America Investment Corp., Brazilian Equity Fund, GAM Funds, Inc., GAM Avalon Multi Funds and Trump Hotels and Casino Resorts and is President of the Police Athletic League.

### **Our Additional Non-Employee Director**

#### **Stanley S. Shuman, 68**

Mr. Shuman has served as a Director of the Company since June 2000. Mr. Shuman is Managing Director of Allen & Company LLC, a New York based investment banking firm. Mr. Shuman also serves as a director of News Corporation Limited. Prior to April

2004, Mr. Shuman had also been an independent director. He ceased to be independent at that time due to fees paid to Allen & Company LLC for acting as financial advisor to the Company in connection with its sale of its European Division.

**Six Flags, Inc.**  
**Board Committees and Charters**

As of the June 1, 2004 Annual Meeting of Shareholders, our Board of Directors will have seven members – four of whom are independent under NYSE rules. We require 100 percent membership independence on our three principal committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The Board also has an Executive Committee that is authorized to take action on behalf of the Board but is not authorized to act on behalf of the other committees.

Below is a summary of our current board committee structure and membership information.

	Audit Committee	Compensation Committee	Nominating & Corporate Governance Committee	Executive Committee
<b>Independent:</b>				
Paul A. Biddelman	X	X		X
Michael E. Gellert	X	X	X	X
Francois Letaconnoux	X		X	
Robert J. McGuire			X	
<b>Non-Independent:</b>				
Kieran E. Burke				X
James F. Dannhauser				
Stanley S. Shuman				

## **Audit Committee**

The Audit Committee of the Board of Directors assists the Board in fulfilling its oversight responsibilities relating to the integrity of the financial statements, compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, the performance of internal audit function and the performance of the independent auditor, and such other duties as directed by the Board of Directors. The Audit Committee also monitors the Company's safety programs.

### **Audit Committee Charter**

#### **I. PURPOSE**

The primary purpose of the Audit Committee (the "Committee") shall be to assist the Board of Directors (the "Board") in fulfilling its responsibility for the integrity of the company's financial reports. To carry out this purpose, the Committee shall oversee: (A) management's conduct of the Company's financial reporting process, including the integrity of the financial statements and other financial information provided by the Company to governmental and regulatory bodies, to shareholders and other securityholders, or to other users of such information, (B) the Company's compliance with legal and regulatory requirements, (C) the appointment, qualifications (including independence) and performance of the Company's independent auditor and the quality of the annual independent audit of the Company's financial statements, and (D) the performance of the Company's internal audit function and management's establishment and application of the Company's systems of internal accounting and financial controls and disclosure controls. The Committee shall also monitor the Company's safety programs as described below. The Committee shall also carry out such other functions as shall from time to time be assigned to it by the Board of Directors.

In carrying out its purpose, the goal of the Committee shall be to serve as an independent and objective monitor of the Company's financial reporting process and internal control systems, including the activities of the Company's independent auditor and internal audit function, and to provide an open avenue of communication with the Board of Directors for, and among, the independent auditor and financial and executive management.

For purposes of this charter, reference to the business or affairs of the Company shall include the business or affairs of any subsidiary of the Company whose results of operations are consolidated with those of the Company for financial reporting purposes. The Committee's oversight shall also extend to any company controlled by the Company, even though its results of operations are not so consolidated, to the extent that the Committee shall consider appropriate.

#### **II. COMMITTEE MEMBERSHIP; CHAIR**

The Committee shall be comprised of three or more members of the Board of Directors, selected by the Board, each of whom has been determined by the Board of

Directors to be “independent” in accordance with the criteria established by the U.S. Securities and Exchange Commission (“SEC”) under Section 301 of the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) and the listing standards of the New York Stock Exchange. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board of Directors has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination shall be disclosed in the annual proxy statement.

All members of the Committee must be familiar with basic finance and accounting practices and be able to read and understand financial statements and be familiar with the Company’s financial statements and at least one member must be a “financial expert” under the requirements of the Sarbanes-Oxley Act.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified. Any member may be removed, with or without cause, by the Board of Directors at any time.

The Board of Directors may appoint one member to be the chairman of the Committee. If the Board fails to appoint a chairman, the members of the Committee shall elect a chairman by majority vote of all members. In the absence of the chairman, the members present at a meeting may elect a chairman for the meeting. The chairman will preside at meetings of the Committee and, subject to action by the entire Committee, set the agenda for Committee meetings.

### **III. COMMITTEE MEETINGS; ACTION BY THE COMMITTEE**

The Committee shall establish a regular meeting schedule, shall regularly meet at least quarterly, and shall meet more frequently as the members deem appropriate and as circumstances dictate. Any member of the Committee may call a special meeting of the Committee by notice given to all members. 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. No notice of a regularly scheduled meeting shall be required. 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 (assuming no vacancies).

The Committee may form and delegate authority to subcommittees consisting of one or more members whenever it considers appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that the decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting and all other actions taken by a subcommittee shall be reported to

the Committee on a regular basis. The chairman of the Committee is delegated authority to act for the committee as a subcommittee thereof in respect of any matter on which the Committee may act whenever the exigencies of the circumstances pertaining to such matter make such action appropriate, except with respect to the retention or dismissal of the Company's independent auditor. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.

The Committee shall meet regularly, which shall be not less often than once annually, in separate executive sessions with each of (i) the Company's senior executive and financial officers and (ii) the Company's independent auditor to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Committee should meet with the independent auditors and management quarterly to review the company's quarterly financial statements.

All non-management directors who are not members of the Committee may attend regularly scheduled meetings of the Committee (but may not vote in respect of Committee matters), except as the Committee may otherwise provide. 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 person not a member, as it deems appropriate in order to carry out its responsibilities.

#### **IV. RESPONSIBILITIES AND AUTHORITY – FINANCIAL MATTERS**

The Committee shall carry out its responsibility for the integrity of the company's financial reporting by performing the activities specified by this charter and such other activities as the Committee shall from time to time consider appropriate. The Committee shall also carry out any other responsibilities assigned to it by the Board of Directors from time to time.

It is recognized that the Company's management is responsible for establishing the Company's internal accounting controls and preparing the Company's financial statements and that the independent auditors are responsible for auditing those financial statements. It is further recognized that the Company's financial management, as well as the outside auditors, have more time, information concerning the Company and expertise in financial reporting matters pertaining to the Company than do Committee members and that, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

In fulfilling its responsibilities, the Committee shall have full access to the Company's book, records, facilities and personnel and the power and authority to investigate any matter brought to its attention. The Committee shall have authority to require any officer of the Company to render to it any report it considers appropriate to carry out these responsibilities. All employees of the Company shall be required to cooperate with the Committee and any person authorized to act on its behalf in any inquiry being conducted by the Committee. In connection with any inquiry or

investigation of the Committee, or as the Committee may otherwise consider appropriate to the carry out its responsibilities, the Committee shall be entitled to retain outside legal, accounting, financial or other experts and advisors and shall be provided funding from the Company sufficient to engage such persons. The Committee shall have the authority to determine the compensation to be paid and the other terms of such engagement. The Company shall provide adequate funding for the operation of the Committee and the appropriate officers of the Corporation are hereby authorized to expend the funds necessary for the conduct of the Committee's business upon direction of the Committee or the Chairman thereof, without further authorization of the Board of Directors.

In order to carry out its purpose, the Committee has been delegated by the Board of Directors, 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 of Directors:

#### Supervision of the Independent Audit of the Company's Financial Statements

1. the selection, appointment, termination, evaluation, compensation and oversight of the work of the Company's independent auditor, including approval of the terms and scope of its engagement to conduct an annual audit of the Company's financial statements, subject to approval of the appointment of the Company's independent auditor by the Company's shareholders; the Committee alone shall have authority on behalf of the Company to appoint or terminate the appointment of the Company's independent auditor and the independent auditor shall report directly to the Committee and in the conduct of the annual audit shall be subject to direction only by the Committee;
2. in connection with the selection of the Company's independent auditor, obtaining and reviewing annually a report by the independent auditor describing: (i) the auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company;
3. approval on behalf of the Company in advance of any audit services to be provided to the Company by the independent auditor and, to the extent permitted by law to be provided by the independent auditor, any non-audit services to be provided to the Company by it; provided, however, that the provision by the independent auditor of non-audit services shall be permissible without the prior approval of the Committee in cases where (i) the aggregate compensation for all such non-audit services constitutes

not more than 5% of the total compensation payable by the Company to the auditor for the fiscal year of the Company in which such non-audit services are provided, (ii) such non-audit services were not considered by the Committee as services that might be provided to the Company by the independent auditor at the time of its appointment, and (iii) the provision of such services by the independent auditor are promptly brought to the attention of the Committee and approved prior to completion of the audit for the year in which such services were provided (which approval may be provided by the Chairman of the Committee or any other member or members to whom the Committee delegates such approval authority);

4. reviewing and evaluating, at least annually, the qualifications, performance and independence of the Company's independent auditor and reporting to the Board on the conclusions of its review; in conducting its review and evaluation, the Committee should:
  - (a) determine whether the lead audit partner (having primary responsibility for the audit) or the audit partner responsible for reviewing the audit is required to rotate in compliance with applicable law, and
  - (b) take into account the opinions of management and the company's personnel responsible for the internal audit function.
5. establishing hiring policies for the Company in respect of employees and former employees of the independent auditor;
6. reviewing (i) any audit problems or difficulties encountered in the course of the work of the independent auditor, including any restrictions on the scope of activities or access to required information; (ii) any changes required in the planned scope of the audit plan; (iii) the annual budget for and staffing of the independent audit; and (iv) the coordination of audit efforts between the independent auditor and the Company's internal audit function in order to further completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
7. the resolution of any disagreement between management and the independent auditor regarding the presentation of the Company's financial position and results of operations in the Company's financial statements;

Overview of the Internal Audit Function, Internal Controls and Financial Reports

8. reviewing with the independent auditor and management: the adequacy of the Company's internal accounting and financial controls and procedures and disclosure controls and procedures, including computerized information system controls, procedures and security and including any report provided by the chief financial officer or chief executive officer regarding any material aspect of the Company's internal accounting and financial control system; and, in such regard, (i) management and the independent auditor shall brief the Committee on any of the following matters that come to their attention: (A) significant deficiencies in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data; (B) fraudulent activity, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and the related findings, and (C) the recommendations of the independent auditor for addressing any such matters, together with management's responses, and (ii) the Committee shall receive a report on and consider, at least annually, the implementation of any improvements to the Company's internal accounting controls and procedures undertaken as a result of any such review until such improvements have been fully implemented;
9. reviewing (i) any audit problems or difficulties encountered in the course of the conduct of the internal audit function, including any restrictions on the scope of activities or access to required information; (ii) any material changes required in the planned scope of the annual internal audit plan; and (iii) the coordination of audit efforts between the independent auditor and the Company's internal audit function in order to further completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
10. establishing and overseeing the maintenance of procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters;
11. reviewing and discussing quarterly reports from the independent auditors on: (i) all critical accounting policies and practices to be used in the preparation of the Company's financial statements; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with

management for use in the Company's financial statements, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management regarding the Company's financial reports, such as any management letter or schedule of unadjusted differences;

12. reviewing with the independent auditor (i) all of its significant findings during the year, including the status of previous audit recommendations, (ii) any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise), (iii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement and (iv) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company;
13. reviewing the Company's financial statements, including (i) prior to public release, reviewing with management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC, including (A) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," (B) any certifications regarding the financial statements or the Company's internal accounting and financial controls and procedures and disclosure controls or procedures filed with SEC by the Company's senior executive and financial officers and (C) discussing with the independent auditors the matters required to be discussed by Statement of Auditing Standards No. 61 or No. 71, (ii) with respect to the independent auditor's annual audit report and certification, before release of the annual audited financial statements, meeting separately with the independent auditor without any management member present and discussing the adequacy of the Company's system of internal accounting and financial controls and the appropriateness of the accounting principles used in and the judgments made in the preparation of the Company's audited financial statements and the quality of the Company's financial reports, (iii) making a recommendation to the Board of Directors regarding the inclusion of the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC and (iv) prior to submission to any governmental authority of any financial statements of the Company that differ from the financial statements filed by the Company with the SEC, reviewing such financial statements and any report, certification or opinion thereon provided by the independent auditor;

14. reviewing with management the Company's earnings press releases (including the use of any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies; it being understood, however, that the Committee need not discuss in advance each earnings press release or each instance in which the Company may provide earnings guidance;
15. reviewing with management and the independent auditor significant risks or exposures to the Company's business and assessing the steps management has taken to minimize such risks and the Company's underlying policies and guidelines with respect to risk assessment and risk management;
16. reviewing periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

#### Legal Compliance

17. reviewing periodically with the Company's General Counsel legal and regulatory matters that may have a material impact on the Company's financial statements;

#### General

18. reviewing and approving in advance all proposed transactions between the Company and any director, executive officer or holder of ten percent or more of the Company's voting stock, other than any transactions in the ordinary course between the Company and any such holder provided such holder is an institutional investor (i.e. an entity which files reports on Form 13-G under the Securities Exchange Act of 1934).
19. preparing all reports required to be included in the Company's proxy statement by the Company's audit committee, pursuant to and in accordance with applicable rules and regulations of the SEC.
20. reporting regularly to the Board of Directors following each meeting, which reports shall include any issues that arise with respect to the quality or integrity of the company's financial statements, the company's compliance with legal or regulatory requirements, the performance and independence of the company's independent auditors or the performance of the internal audit function and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and, in such regard, the Committee shall provide such recommendations as the Committee may deem appropriate; and

21. maintaining minutes or other records of meetings and actions of the Committee.

## **V. RESPONSIBILITIES AND DUTIES – SAFETY MATTERS**

The Committee shall have the additional role of specified oversight of the Company's safety policies and procedures as reflected in the Company's Safety Manual (the "Safety Procedures"); the Company's management is responsible for developing and implementing the Company's Safety Procedures and their adequacy. Additionally, it is recognized that the Company does employ and retain individuals with expertise and experience in the safe operation of the Company's amusement facilities and that these individuals, and not the Committee members, have the time, knowledge and information necessary to assess the adequacy of the Company's Safety Procedures for assuring adherence to those policies. Consequently, in carrying out its oversight responsibilities the Committee is not providing any expert or special assurance as to safety matters.

The following functions shall be the common recurring activities of the Committee in carrying out its safety oversight function. These functions are set forth as a guide with understanding that the Committee may diverge from this guide as appropriate given the circumstances.

The Committee's duties and responsibilities will include:

1. Review, on an annual basis, a report addressed to the Committee from the person designated by management as the executive in charge of safety matters (the "Safety Manager") concerning the appropriateness of the Company's existing Safety Procedures, their implementation and any proposals of the Safety Manager or management concerning changes therein.
2. Review, on an annual basis, a report from the Company's General Counsel regarding the appropriateness of the Safety Procedures under existing law and including a discussion of new legislation and legal trends.
3. The Chair or such other member or members designated by the Committee will act as special liaison between the Committee and the Safety Manager and will be available to discuss with the Safety Manager, either by phone or in person, any safety issues that the Safety Manager believes 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 and senior management of the Company with regard to safety matters, the Safety Manager shall bring such situation to the attention of the Chair or such designated member or members of the Committee.
4. In the event of any vacancy in the position of Safety Manager, the Committee (or designated members thereof) will meet with any

person whom management proposes to be selected as the successor Safety Manager prior to the effectiveness of such selection. In that case the Committee will make a recommendation to management regarding such selection.

5. The Committee shall instruct management to develop procedures so that any park-level Safety Manager is able to report directly to the Company's Safety Manager any safety concerns relating to such park.
6. Periodically report to the Board of Directors on significant results of the foregoing activities.

#### Annual Self-Evaluation

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

## **Compensation Committee**

The Compensation Committee of the Board of Directors assists the Board 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. The Committee also administers the Company's stock option plans.

### **Compensation Committee Charter**

#### **I. PURPOSE**

The Compensation Committee (the "Committee") shall discharge the responsibilities of the Board of Directors (the "Board") in (i) determining appropriate compensation levels for the Company's executive officers; (ii) evaluating officer and director compensation plans, policies and programs; (iii) reviewing benefit plans for officers and employees; and (iv) producing an annual report on executive compensation for inclusion in the proxy statement. In addition to other subcommittees as provided below, the Committee is authorized to establish a Stock Option Committee consisting of two or more members of the Committee. The Stock Option Committee will be authorized to take all action specified herein with respect to the Company's stock option and other equity based plans.

#### **II. COMMITTEE MEMBERSHIP**

The Committee shall be comprised of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be "independent" in accordance with the rules of the New York Stock Exchange, Inc. In addition, no director may serve on the Stock Option 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.

The members of the Committee shall be appointed by the Board of Directors and continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Members of the Stock Option Committee will be selected by the members of the Committee. Any member of the Committee may be removed, with or without cause, by the Board of Directors at any time.

The Board of Directors 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 circumstances dictate. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held telephonically. 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 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.

In addition to the Stock Option Committee, 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. 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.

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**

The responsibilities of the Committee are set forth below. The Committee shall also carry out any other responsibilities assigned to it by the Board of Directors from time to time.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter brought to its attention. The Committee has the power to retain outside counsel or other advisors for this purpose and will receive adequate funding from the Company to engage such advisors. The Committee shall have the direct responsibility for the appointment, termination, compensation and oversight of any compensation and benefit consultants retained by the Company in respect of executive compensation and shall have sole authority to negotiate and approve such consultant's fees and terms of engagement.

#### Compensation Arrangements

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to CEO 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 the compensation level for each such person based on this evaluation.

4. 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.

5. Review and recommend to the Board for approval new executive compensation programs.

6. Review and recommend to the Board for approval any changes in employee pension programs, and review broadly employee salary levels and ranges and employee fringe benefits.

7. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.

8. Review and recommend to the Board for approval any changes in incentive compensation plans and equity-based compensation plans.

9. Grant awards of shares or share options pursuant to the Company's equity-based plans.

### Reports

10. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulation of the NYSE, SEC and other applicable regulatory bodies.

11. The Committee should report regularly to the Board of Directors 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 of Directors may be an oral report and may be made at any meeting of the Board of Directors.

12. Maintain minutes or other records of meetings and activities of the Committee.

### 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 the Charter of the Committee. In addition, the Committee shall annually review and reassess

the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable.

## **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee of the Board of Directors is responsible for recommending qualified candidates to the Board for election as directors of the Company. The Committee also advises and makes recommendations to the Board on all matters concerning directorship practices, including compensation for non-employee directors, and recommendations concerning functions and duties of the committees of the Board. The Committee developed and recommended to the Board the corporate governance principles applicable to the Company and will review, on a regular basis, the overall corporate governance of the Company.

### **Nominating and Corporate Governance Committee Charter**

#### **I. PURPOSES**

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board of Directors” or the “Board”) in (i) identifying individuals qualified to serve as directors and recommending to the Board the director nominees for election at the next annual meeting of shareholders, (ii) developing and recommending to the Board a set of effective corporate governance guidelines and principles applicable to the Company and (iii) reviewing, on a regular basis, the overall corporate governance of the Company and recommending improvements when necessary.

#### **II. COMMITTEE MEMBERSHIP**

The Committee shall be comprised of three members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with the rules of the New York Stock Exchange, Inc.

The members of the Committee shall be appointed by the Board of Directors 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 of Directors at any time.

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

#### **III. COMMITTEE MEETINGS; ACTION BY THE COMMITTEE**

The Committee shall have regular meetings on a semi-annual basis, or more frequently as circumstances dictate. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held telephonically. A

majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

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

#### **IV. RESPONSIBILITIES AND AUTHORITY**

The responsibilities of the Committee are set forth below. The Committee shall also carry out any other responsibilities assigned to it by the Board of Directors from time to time.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter brought to its attention. The Committee has the power to retain outside counsel or other advisors for this purpose and will receive adequate funding from the Company to engage such advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee director search firms and recruitment consultants for use in identifying qualified candidates to serve on the Board.

1. Establish the standards, criteria and process for the selection of individuals to serve on the Board of Directors.
2. Identify individuals qualified to serve as directors and recommend to the Board of Directors the nominees for election at the next annual meeting of shareholders subject to any contractual or other commitments of the Company. The Committee should also review each current Director and recommend to the Board of Directors whether such Director should stand for re-election.
3. To review annually with the Board of Directors the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment and business specialization.
4. Review annually the compensation plans for non-employee directors and make recommendations to the Board with respect thereto.
5. Establish and recommend to the Board, and oversee the implementation of, a set of corporate governance guidelines and principles applicable to the Company.
6. Consider corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
7. Report regularly to the Board of Directors following each meeting, which reports shall include any recommendations the Committee deems appropriate. The report to the Board of Directors may be an oral report and may be made at any meeting of the Board of Directors.

8. Review and address conflicts of interest of Directors and executive officers.
9. Conduct an annual self-evaluation of the performance of the Committee, including compliance with this Charter.
10. Review and reassess the adequacy of this Charter at least annually and recommend to the Board of Directors any changes that the Committee considers necessary or valuable.

**Six Flags, Inc.**  
**Code of Business Conduct**

Throughout its history Six Flags has been committed to the principle of conducting business in a responsible, honest and ethical manner. Today, we remain committed to meeting the highest standards of business conduct. Nothing less will do.

We make this commitment to our shareholders, customers, neighbors and each other not only out of legal obligation, but because it's the right thing to do. Ultimately, our continued success depends on a reputation for integrity and quality in everything we do.

**Kieran E. Burke**  
Chairman and Chief Executive Officer

## **About the Code of Business Conduct**

### **PURPOSE**

The Code of Business Conduct (“Code”) is designed to promote a responsible and ethical work environment for all employees and members of the board of directors of Six Flags, Inc. and its subsidiaries (collectively, the “Company” or “Six Flags”). The Code contains guidelines on proper behavior in the workplace and whom you should contact if you have specific questions or concerns. The Code applies to all Six Flags employees (full time and seasonal) and board members.

### **YOUR RESPONSIBILITIES**

In doing your job, you are responsible for abiding by Six Flags policies and all local and national laws in all countries in which the Company does business. You are responsible for knowing and following the laws and policies that relate to your job, including the policies in this Code and all other Company policies, including but not limited to the Six Flags Employee Policy and Procedure Manual (“Manual”) and other applicable employee, safety and risk management handbooks, manuals, policies and procedures. Violating this Code or any of these other policies may result in corrective action up to and including termination of employment, recovery of damages and filing of criminal charges. However, most problems can be easily avoided by simply using good judgment and seeking guidance when questions arise. It is your responsibility to raise questions, make appropriate disclosures and bring potential problems to the Company’s attention.

All full-time corporate and park-level management are responsible for reviewing the Code with their employees and responding to compliance problems through:

- Leading by example;
- Encouraging employees to raise questions and concerns;
- Providing counseling;
- Initiating periodic compliance reviews with employees; and
- Taking prompt and effective action where appropriate.

### **RESOURCES AND CONTACTS/REPORTING VIOLATIONS**

The General Counsel of the Company (**James Coughlin, 122 E. 42<sup>nd</sup> Street, 49<sup>th</sup> Floor, New York, New York 10168; 212-599-4690; [jcoughli@sftp.com](mailto:jcoughli@sftp.com)**) and your immediate supervisor are available to any employee who wishes to request information and/or clarification with respect to the Code. It is important for you to report all violations or suspected violations of the Code. If you wish to report any violation you should contact Mr. Coughlin or you can directly report violations to the Chairman of the Audit Committee of the Company's Board of Directors (**Michael. E. Gellert, 122 E. 42<sup>nd</sup> Street, 47<sup>th</sup> Floor, New York, New York 10169; 212-599-3630; [mgellert@chelseacap.com](mailto:mgellert@chelseacap.com)**).

Without limiting this general reporting obligation, it is particularly important if you have any concerns about the Company's financial controls, accounting, financial reporting or auditing, that you immediately contact the General Counsel or the Chairman of the Audit Committee. See "Company Information and Assets – Accuracy of Company Records and Integrity in Reports and Communications." The Audit Committee of the Board of Directors has instructed the General Counsel, or if the Committee so elects, outside counsel designated by the Committee to investigate all such reports.

**Reports of possible violations may be made anonymously.** Confidentiality for those who report will be maintained to the maximum extent possible. Neither your supervisor nor the Company will take any action against you for reporting suspected misconduct in good faith.

**To report possible violations or concerns anonymously, call or otherwise contact Mr. Coughlin or Mr. Gellert.**

## **NO RETALIATION**

It is against Company policy for any officer, board member, supervisor or any other employee of the Company to take any action against another employee, board member, vendor or agent of the Company for reporting or threatening to report a violation of this Code or cooperating in investigations relating to such violations, provided that the person has acted in good faith and with a reasonable belief that the information provided is true. It is also against Company policy to take any action against any employee, board member, vendor or agent of the Company for (1) lawfully providing information or assisting in an investigation of activities which he or she reasonably believes violates applicable law or (2) for providing truthful information to the government, a government agency or law enforcement officers relating to the commission of a legal offense.

**If you believe that you have been the subject of impermissible retaliation, immediately contact Mr. Coughlin or Mr. Gellert.**

## **POLICY CHANGES**

Over time, new policies will need to be written, and old ones revised are eliminated. While we reserve the right to make these changes without notice, we will try to let you know about any changes affecting your employment as soon as possible.

## **WAIVERS**

The provisions of this Code may only be waived by the Company's General Counsel, and, in the case of executive officers, board members, and any financial officers, by the Audit Committee of the Board of Directors. Any waiver or implied waiver of this Code for an executive officer, board member or other financial officer will be promptly disclosed as required by law or stock exchange regulation.

## **APPLICABLE LAWS**

If the Code or the Company requires you to take an action or prohibits you from taking action that you believe is in violation of a law, or if you believe there is a conflict between the applicable laws of two or more jurisdictions, please contact the General Counsel.

The Company acknowledges that there are differences in local laws and practices between countries. In some instances, the Code establishes policies and/or requirements that would not otherwise be required in some countries. In keeping with the Company's commitment to meet the highest standards of business conduct wherever we do business, all employees must comply with all aspects of the Code, even if it is not required by local laws. Conversely, there may be laws in certain countries which may not specifically apply outside of those countries, and therefore, not specifically addressed in the Code. Such laws would be addressed in Company documents such as the Manual, and other employee handbooks, policies and procedures. You are responsible for knowing and following all such laws and policies that relate to your job.

Throughout this Code, references to "applicable laws" includes any law, rule or regulation applicable to the Company or its employees or directors.

## **LEGAL COMPLIANCE**

You, Six Flags other employees and board members are required to comply with all applicable laws where we do business. Any instance of non-compliance with applicable law(s) may subject the employee to corrective action up to and including termination of employment, recovery of damages, and filing of criminal charges.

## **ZERO MEANS ZERO: NO DISCRIMINATION OR HARASSMENT**

Six Flags has adopted a policy of zero tolerance for discrimination or harassment. All employment decisions are to be made without regard to race, color, age, gender, sexual orientation, religion, marital status, pregnancy, national origin/ancestry, citizenship, physical/mental disability, military status or any other basis prohibited by law, including but not limited to family status in Canada. This policy applies to our directors, employees, applicants, customers and business partners (including independent contractors, vendors and suppliers). Details of this policy and related complaint procedures as they relate to our employees and directors are set forth in the Manual. Six Flags holds all applicants, customers and business partners (including independent contractors, vendors and suppliers) to the same standard and failure of any to comply with the policy can result in the termination of the relationship between such person or entity and Six Flags.

## **ACCOMMODATIONS FOR DISABILITIES**

It is Six Flags policy to regard all people, with or without disabilities, as individuals – to look at each person's skills and abilities. The Company will provide a reasonable accommodation to any qualified employee who has a physical and/or mental

disability. If you believe you need an accommodation, contact your supervisor or your Human Resources representative.

## **HEALTH AND SAFETY**

All Company activities must fully comply with applicable laws and policies relating to health and safety. The safety of our employees and guests remains Six Flags highest priority. You are responsible for knowing the laws and policies that relate to your job. For more information regarding health and safety issues, see the Manual and the Company's safety policies and procedures.

## **WORKPLACE VIOLENCE**

Six Flags has zero tolerance for workplace violence. Details of this policy are set forth in the Manual.

Acts or threats of violence include conduct that is sufficiently severe, offensive, or intimidating to alter the employment conditions at Six Flags to create a hostile, abusive, or intimidating work environment for one or several Six Flags employees.

## **LABOR LAWS AND RECORDKEEPING**

The Manual contains extensive policies regarding issues of employment law, including, without limitation, equal opportunity, employee benefits, employee records, family and medical leave and employment of minors.

## **ALCOHOL AND DRUGS**

The Company's Substance Abuse Policy is set forth in the Manual.

## **COMPLAINTS TO GOVERNMENT AGENCIES**

Occasionally, an applicant, customer, or current or former employee may file - or threaten to file - a complaint against the Company with the government. If you are notified about such a complaint, immediately contact the Legal Department. Neither your immediate supervisor nor the Company are permitted to take any action against you for either making or reporting such a complaint.

## **GOVERNMENT PROCEEDINGS AND REQUESTS FOR INFORMATION**

It is Company policy to cooperate with appropriate government requests or investigations. If you are asked to provide information (either written or verbally) for a government investigation or if a government representative appears at your workplace, contact the General Counsel before providing any information. All information provided should be truthful and accurate and must not obstruct, influence or impede the request for information. Employees must not alter, falsify, mutilate, cover up or destroy any documents or records related to a government request or investigation or legal proceeding.

## **INTERNATIONAL TRADE REGULATIONS**

Employees involved with importing or exporting goods among various countries must be knowledgeable about and comply with relevant legal requirements. Employees who have questions about such requirements or other international trade issues are responsible for consulting with the Legal Department to prevent committing any potentially unlawful acts.

## **ANTIBOYCOTT POLICY**

By law, Six Flags employees and agents may not support or cooperate with an unsanctioned boycott of another country that is “friendly” to the United States. The Company must report to the U.S. government any information (about which it has knowledge) or any request to support a boycott. A company could make such a request in a bid invitation, purchase contract, letter of credit or verbally. If you learn of a boycott of another country that is “friendly” to the United States, call the General Counsel.

## **BRIBES AND IMPROPER PAYMENTS**

Employees or agents of the Company must never directly or indirectly offer, promise to pay or authorize the payment of money, products, services or anything of value to any government official or agent in any country in order to influence acts or decisions of government officials, to receive special treatment for the Company or for personal gain. While certain minor payments to certain non-U.S. government officials made to expedite or secure the performance of certain routine governmental actions may not violate the law, you must consult with the General Counsel prior to making or authorizing any payment of this type. All Six Flags employees worldwide must abide by the United States Foreign Corrupt Practices Act in addition to local laws. Employees working with government officials should request further guidance from the General Counsel.

## **ANTITRUST LAWS**

Six Flags employees are required to comply with the antitrust and competition laws of the countries where we do business. In general, Six Flags employees should avoid agreements, understandings or plans with competitors that limit or restrict competition, including price fixing. If you have a question about this policy, call the General Counsel.

## **FAIR DEALING**

You should always deal fairly and honestly with the Company’s customers, suppliers, vendors, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, falsification, misrepresentation of material facts or any other intentional unfair dealing practice.

## **RESPECTING INTELLECTUAL PROPERTY RIGHTS**

As we expect others to recognize the legal rights we have in our brands and designs, we respect the legal rights others have in their brands, designs, software, articles and other legally protected materials. You should never make unauthorized copies of material from copyrighted books, magazines, newspapers, videotapes or computer programs.

## **THE ENVIRONMENT**

Six Flags is committed to minimizing any negative impact of our business activities on the environment. If you have a question or need help with an environmental concern, call the General Counsel.

## **COMPANY INFORMATION AND ASSETS**

### **CONFIDENTIALITY**

As a Six Flags employee or board member, you may have access to information about our Company that people outside the Company never see. All information relating to our business or strategy is strictly confidential. You must not give confidential information to anyone, internally or outside the Company, unless specifically authorized to do so.

Confidential information includes information that is not generally known to the public and is used by the Company in its business. Some examples of confidential information include personal employee information (for example, personal health information, salary or performance history), unannounced designs or marketing information, financial information, organizational charts and information in Company telephone directories. You can find other examples in the confidentiality acknowledgement new employees are generally required to sign.

Confidential information should be used only as necessary to do your job, and never for your own benefit. You are responsible for the safekeeping of any confidential information, whether verbal, written or electronic, and for limiting access to those who have a need to know in order to do their jobs. That means you should avoid discussing confidential information in common areas in our buildings or in elevators, restaurants, airplanes or other public areas.

In addition, you must make sure that all third parties who will receive confidential or proprietary Company information agree to abide by this policy and enter into a non-disclosure agreement first. A standard form non-disclosure agreement is available.

If you leave Six Flags, all confidential information and materials (manuals, documents, software, etc.) must be returned on or before your last day of employment. The obligation to preserve confidential information continues even after employment ends. You may not divulge or use confidential information (or documents containing

confidential information) that you may have learned about or received during your employment.

## **INSIDER TRADING**

As a Six Flags employee or board member, you are not allowed to trade or to tip others to trade our securities or securities of other companies with which we conduct or intend to conduct business when you are aware of material information that has not been made available to the public. Material information is any information that could be considered important by a person in deciding whether to trade in a company's stock. Examples include: information relating to attendance, sales, inventory, margins, earnings, significant proposed acquisitions, planned stock splits or other recapitalization and other information that has the potential to affect the stock price of Six Flags or another company. As a general rule, if the information makes you think of buying or selling the stock of Six Flags or another company, it probably would have the same effect on others and probably is material information.

Trading on inside information can have severe consequences. The United States' Securities and Exchange Commission and similar agencies are authorized to bring a civil lawsuit against anyone who trades on inside information (or who provides another person with inside information) and also against the Company. Insider trading is also a crime subject to criminal penalties, including jail terms.

In order to reduce the risk of inside trading of our securities, you may only purchase or sell Six Flags securities in the four designated "window" periods following our earnings announcements. Even during those periods, any purchase or sale requires the prior consent of the General Counsel.

## **MEDIA INQUIRIES**

Unless you are specifically authorized to do so by the Vice President of Public Relations or senior management of the Company, you must not speak to reporters or other members of the media on behalf of the Company or with respect to Company business or affairs. Individuals who talk directly to media personnel without going through the proper channels risk providing incorrect information or revealing proprietary strategies. Please direct members of the media with inquiries to the Vice President of Public Relations or your park's public relations representative.

## **ACCURACY OF COMPANY RECORDS AND INTEGRITY IN REPORTS AND COMMUNICATIONS**

Accurate records are essential to the successful operation of Six Flags. Employees are responsible for ensuring the accuracy of all Company records, information, and accounts. For example, claims on an expense report or time record, payments and other transactions must be correctly recorded and accounted for, and properly authorized in accordance with Company policies.

All business records should be clear, truthful and accurate. Keep in mind that business records and communications may become subject to public disclosure through government investigations, litigation or the media. Business records are Company assets and must be retained or destroyed in compliance with the applicable records retention schedules in the Company's Records Retention Policy. In accordance with that policy, in the event of litigation or a government investigation, relevant records must be retained and preserved. You can obtain a copy of the Records Retention Policy from the Legal Department.

As a public company, Six Flags is required to file periodic reports and make certain public communications. Employees must act to ensure full, fair, accurate, timely, and understandable disclosure and reporting of Company information, including the Company's financial results and financial condition.

All employees must comply with Company policies, procedures and controls. Accounting and financial reporting must accurately reflect actual transactions and must follow the Company's accounting and internal control policies as well as all applicable generally accepted accounting principles and laws.

**General Counsel or the Chairman of the Board** If you have any concerns about the Company's financial controls, accounting, financial reporting or auditing, immediately contact the Audit Committee.

## **NO IMPROPER INFLUENCE ON AUDITS**

You are expected to cooperate fully with our finance department and external auditors. You must not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public accountant engaged in the performance of an audit or review of Six Flags financial statements.

## **COMPANY PROPERTY; LOSS PREVENTION**

Company property (for example, merchandise, supplies and equipment) should be used only for business purposes and is not for personal use. Taking or using Company property of any value for personal purposes without permission is stealing. Six Flags property may never be used for illegal purposes. You are prohibited from doing anything that involves fraud, theft, embezzlement or misappropriation of Company property. If you suspect that activities in a retail store, distribution center, or other facility are resulting in financial losses to the Company (for example, stealing), contact the Loss Prevention department or the General Counsel.

If you suspect that activities in a park, or other facility are resulting in financial losses to the Company (for example, stealing) immediately contact the Loss Prevention department.

## **CORPORATE OPPORTUNITIES**

Employees, officers and board members of the Company are prohibited from (a) taking for themselves personally (either directly or indirectly), opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company. Employees, officers and board members of the Company owe a duty to the Company to advance its legitimate interests whenever the opportunity to do so arises.

## **CONFLICTS OF INTEREST**

### **GENERAL**

All business decisions should be made solely in the best interests of the Company, not for personal benefit. Therefore, you should avoid any action that creates - or appears to create - a conflict of interest with the Company. Questions about potential conflicts of interest and disclosure of these situations as they arise should be directed to the Legal Department.

You may not have an improper financial interest in any supplier, vendor, distributor, landlord or competitor of the Company without first getting written approval from the General Counsel. An improper financial interest is one that creates or appears to create a conflict of interest with the Company. In addition, employees may not receive any form of compensation from anyone other than the Company for doing your job. For example, you may not receive compensation for speaking engagements in which you are associated in any way with the Company. If you have a question about what constitutes an improper financial interest, call the General Counsel.

### **DOING BUSINESS WITH SPOUSES, RELATIVES OR FRIENDS**

See the Manual for a discussion of the Company's anti-nepotism policy relating to employment. In addition, no employee may use personal influence to get the Company to do business with an entity in which family members or friends have an interest.

### **FRATERNIZATION**

See the Manual for a discussion of the Company's fraternization policy.

### **GIFTS AND ENTERTAINMENT**

Employees should never accept anything of value from anyone, including a current or prospective supplier, vendor, distributor, landlord or competitor of the Company when doing so would likely compromise - or would appear to likely compromise - the objectivity of your business decisions. This includes, for example, trips to a vendor's facility, gift certificates and tickets to events. If someone tries to give you such a gift, and you are unsure whether you are permitted to accept it, contact the General Counsel or your immediate supervisor.

Generally, reasonable business-related entertainment is allowed. You may also accept holiday gifts within reason. In addition, certain vendor-paid trainings may be appropriate, but only with the approval of the General Counsel.

### **GIFTS GIVEN BY SIX FLAGS**

Some business situations call for giving gifts. Gifts must be legal, reasonable, and approved by park or corporate management. Our employees never pay bribes. We understand that gift-giving practices vary among cultures. Local gift policies and guidelines will address this. Neither the Company nor any employee may provide any gift if it is prohibited by law or the policy of the recipient's organization.

### **OUTSIDE EMPLOYMENT**

Except as described below, employees may not work for or receive compensation for personal services from any supplier, vendor, distributor, landlord or competitor of the Company, or any business entity that does or seeks to do business with the Company.

Employees must get the approval of their immediate supervisor or Human Resources before accepting another job elsewhere and must also get the written approval of the General Counsel before working for any supplier, vendor, distributor or landlord of the Company.

### **OUTSIDE SERVICE AS A DIRECTOR OR OFFICER**

Employees must obtain approval from the Chief Executive Officer or General Counsel before serving on the board of directors of another public company. Employees may serve as a director, trustee or officer of a non-profit organization in your individual capacity and on your own time, but must get prior permission from the General Counsel to do so as a representative of the Company. If you have a question about this policy, call the General Counsel.

## **POLITICAL CONTRIBUTIONS AND ACTIVITIES**

### **COMPANY CONTRIBUTIONS**

While Six Flags encourages employees and directors to get involved in issues of importance to our business and community, political activity is strictly regulated by the laws of the United States and other countries. As a result, it is important to use careful judgment in your political participation. All contributions to political candidates or causes made on behalf of the Company must first be approved by the General Counsel.

### **PERSONAL COMMUNITY ACTIVITIES**

You are of course free to support community, charity and political organizations and causes of your choice, as long as you make it clear that your views and actions are not those of Six Flags. We must ensure that our outside activities do not interfere with

our job performance. No employee may pressure another to express a view that is contrary to personal belief, or to contribute to or support political, religious or charitable causes.

## **LOBBYING**

Lobbying is strictly governed by the laws of the United States and other countries. Lobbying generally is contact with elected officials regarding legislative or regulatory issues impacting the Company. While the specific rules vary widely, the trend has been toward expanding significantly the definition of who is a lobbyist, who must register as a lobbyist, and what constitutes lobbying. In short, the Company is now required by law to disclose more lobbying-related information in far greater detail.

You should call the General Counsel in advance of any planned lobbying activities on behalf of the Company.

## SIX FLAGS, INC.

### Code of Ethics for Senior Financial Management

This Code of Ethics is applicable to all members of the senior financial management of Six Flags, Inc. (the “**Company**”), as further identified below.

The Company is in the process of adopting a Business Conduct Policy (“**Policy**”) which will apply to all officers and employees of the Company and its subsidiaries. Members of senior financial management are subject to the provisions of the Policy, in addition to this Code of Ethics.

#### Statement of Purpose; Guiding Principles

The Company, in adopting this Code of Ethics by action of its Board of Directors, has recognized the vital importance to the Company of conducting business in full compliance with all applicable laws and with integrity and honesty, dealing fairly with suppliers, customers, business partners and others.

The purpose of this Policy is to promote adherence to the following guiding principles and implementing procedures by the Company’s senior financial management in all of their dealings on behalf of or with the Company:

- ❖ honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and business or professional relationships;
- ❖ full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company or any Company Affiliate (as described below) files with, or submits to, the U.S. Securities and Exchange Commission (“**SEC**”) and in other public communications, whatever the medium;
- ❖ compliance with all other applicable governmental laws, rules and regulations (including, but not limited to those relating to reporting or disclosure to any governmental authority or to the public of affairs of the Company or any Company Affiliate);
- ❖ prompt internal reporting of violations of this Code of Ethics or of the Policy to the appropriate persons; and
- ❖ accountability with respect to compliance with and the interpretation and enforcement of this Code of Ethics.

In furtherance of this purpose and these principles, each member of the Company’s senior financial management is expected to maintain a high standard of business ethics in his or

her conduct of business on behalf of the Company and Company Affiliates and in any of his or her personal relationships that may, in any way, affect the Company's business or affairs. It is the Company's policy that in dealing with all parties on behalf of the Company all representatives of the Company should act with honest and in an "above board" manner at all times.

- In addition, to ensure that the Company maintains a corporate culture that fosters only ethical conduct, the Covered Officers are expected to take a leadership role by:
  - setting an example through their own behavior;
  - demonstrating to employees and others that compliance with the Policy and any other code of conduct or business conduct policy of the Company is as important as the Company's business and financial performance; and
  - encouraging other officers and employees, and others who advise or provide services to the Company, to adhere to the purpose and principles of the Company's codes of ethics and business conduct policies and to report any concerns or potential violations of these codes and policies as provided by their terms.

#### Officers Covered by this Code of Ethics

This Code of Ethics is applicable to the following officers of the Company: the chief executive officer, the chief operating officer, the chief financial officer, the Senior Vice President – Finance, all other Vice Presidents of Finance, the Corporate Controller and the general counsel (the "**Covered Officers**").

All references herein to dealings with, or actions of or transactions with, the Company refer also to dealings with, or actions of or transactions with, any subsidiary of the Company, any company controlled by the Company and any company in which the Company has any substantial investment ("Company Affiliates").

#### Implementing Policies and Procedures

In furtherance of the purpose and principles stated above, the Covered Officers must adhere to the following set of implementing policies and procedures:

(1) *Avoidance and Handling of Conflict of Interest Situations.*

Each Covered Officer is expected to avoid whenever practicable situations where his or her personal interest may conflict with, or be reasonably perceived to conflict with, the best interests of the Company and, where it is not practicable to avoid an actual or

apparent conflict of interest, to act in a manner expected to protect and advance the Company's interests. Accordingly, a Covered Officer:

- ❖ is not permitted to compete, either directly or indirectly, with or against the Company;
- ❖ should avoid making any personal investment, acquiring any personal financial interest or entering into any association that interferes, might interfere, or might reasonably be thought to interfere, with his or her independent exercise of judgment on behalf of the Company and in its best interest; and
- ❖ take or otherwise appropriate for his or her personal benefit or the benefit of any other person or enterprise any business opportunity or potential opportunity that arises or may arise in any line of business in which the Company or any Company Affiliate engages or is considering engaging.
  - To prevent even the appearance of a conflict of interest, no Covered Officer may engage in any transaction with the Company or avail himself or herself of any opportunity available to the Company without first notifying and obtaining the written approval of the General Counsel or his/her designee. The General Counsel of the Company shall decide, in accordance with such policies as the Board of Directors or an appropriate committee thereof, whether prior notice to and written approval from the Audit Committee of the Board of Directors or of the full Board of Directors must be sought in a given situation.
  - To protect and advance the interests of the Company in any situation where the interests of the Company and the interests of a Covered Officer may conflict or be perceived to conflict, it will generally be necessary for the Covered Officer to cease to be involved in dealing with the situation on behalf of the Company and for another officer or employee of the Company to act on the matter on behalf of the Company, for example in the negotiation of a transaction (in addition to any approval on behalf of the Company by another officer of the Company, the Audit Committee or the full Board of Directors).
  - There is no "bright-line" test for, or comprehensive definition of what constitutes, a conflict of interest, although at a minimum compliance by any such transaction with all applicable laws, this Code of Ethics, and, when adopted, the Policy is required. Accordingly, while not every situation that may give rise to a conflict of interest can be enumerated either in this Code of Ethics or the Policy, a Covered Officer must treat as a conflict of interest

any situation in which any Covered Officer, or any person with whom he or she has a personal relationship, including but not limited to a family member, in-law, business associate, or a person living in such Covered Officer's personal residence":

- solicits or accepts, directly or indirectly, from customers, suppliers or others dealing with the Company any kind of gift or other personal, unearned benefit as a result of his or her position with the Company (other than non-monetary items of nominal intrinsic value);
  - has any financial interest in any competitor, customer, supplier or other party dealing with the Company (other than ownership of publicly traded securities of such a company having in the aggregate a value of no more than \$250,000);
  - has a consulting, managerial or employment relationship in any capacity with a competitor, customer, supplier or other party dealing with the Company, including the provision of voluntary services; or
  - acquires, directly or indirectly, real property, leaseholds, patents or other property or rights in which the Company has, or the Covered Officer knows or has reason to believe at the time of acquisition that the Company is likely to have, an interest.
- A completed certificate attesting to the absence of any conflict of interest situation or disclosing any such situation will be obtained from all Covered Officers, and delivered to the Audit Committee, initially promptly after the approval of this Code of Ethics by the Board of Directors or an individual becoming a Covered Officer, as pertinent, and, thereafter, on an annual basis.

(2) Full, Fair and Timely Disclosure; Adequacy of Disclosure Controls

The Covered Officers are responsible for assuring accurate, full, fair, timely and understandable disclosure in all the Company's public communications, including any periodic report or other document filed with or submitted to the SEC or other governmental agency or entity, made by the Company that reports to the SEC. Accordingly, it is the responsibility of each of the Covered Officers promptly to bring to the attention of the General Counsel (or other appropriate Company official, as indicated below) any credible information of which he or she becomes aware that would place in doubt the accuracy and completeness in all material respects of any disclosures of which he or she is aware that have been made, or are to be made, directly or indirectly by the Company in any public SEC filing or submission or any other public communication,

whether oral or written (including but not limited to a press release, investor conference call or press conference). In addition, each Covered Officer is responsible for promptly bringing to the attention of the General Counsel (or other appropriate Company official, as indicated below) any credible information of which he or she becomes aware that indicates that the Company's system for preparing its financial reports or other public disclosures are inadequate in any material respect, even if a materially inaccurate or incomplete disclosure has not resulted or is not expected imminently to result from such inadequacy.

- The Company is required by law to keep books and records that accurately and fairly reflect its business operations, its acquisition and disposition of assets and its incurrence of liabilities, as part of a system of internal accounting controls that will ensure the reliability and adequacy of these books and records and that will ensure that access to Company assets is granted only as permitted by Company policies. Accordingly, the Covered Officers shall promptly bring to the attention of the General Counsel, acting on behalf of the Company's Disclosure Committee any credible information of which he or she is aware concerning:
  - significant deficiencies or material weaknesses in the design or operation of the Company's system of internal accounting controls that could adversely affect the Company's ability to record, process, summarize and report financial data or any significant deficiency or material weakness in the design or operation of the Company's system for collecting, assessing and reporting to the public in a timely manner other information required to be disclosed in accordance with SEC or New York Stock Exchange requirements;
  - any fraud, whether or not material, that involves management or other employees who have a role in the Company's financial reporting, disclosures or internal controls or otherwise could affect the accuracy and timeliness of the Company's financial reporting, e.g., persons involved in negotiating the terms of contracts with customers, suppliers or other vendors; or
  - any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and materials weaknesses
- In addition, the Company shall maintain the following procedures, established by the Audit Committee:

Any employee of the Company may file complaints regarding accounting, internal accounting controls, or auditing matters (including the use of questionable accounting treatment). Those complaints may be made in a confidential, anonymous manner to either the General Counsel or the Chairman of the Audit Committee. The General Counsel will design the procedures for the receipt, retention and investigation of such complaints, subject to Audit Committee approval.

The Covered Officers are expected to cooperate in the implementation of these procedures.

Unless a Covered Officer has raised the matter with the Disclosure Committee, the General Counsel shall notify the Disclosure Committee of any issue regarding the adequacy in all material respects of the Company's public disclosures and/or the Company's internal controls and procedures raised by information reported by a Covered Officer as provided by this Code of Ethics, and the Disclosure Committee shall determine how to address the matter, including but not limited notification of the Audit Committee in accordance with its charter and policies (and/or notification of the full Board of Directors) of disclosure or control deficiencies.

### 3. Compliance with and Administration of this Code of Ethics.

The Covered Officers shall promptly bring to the attention of the General Counsel (or such other person as may be designated by the Policy or otherwise designated by the Audit Committee, as pertinent under the circumstances) any credible information he or she may receive or become aware of indicating:

- ❖ that any violation of this Code of Ethics or, once adopted, the Policy has occurred or is imminent,
- ❖ that any violation of the U.S. federal securities laws or any rule or regulation thereunder by the Company or any officer, employee or other agent of the Company has occurred or is imminent, or
- ❖ that any violation by the Company or any officer, employee or other agent of the Company of any other law, rule or regulation applicable to the Company has occurred or is imminent.

In addition, each executive officer of the Company is expected to bring to the attention of the General Counsel (or such other person as may be otherwise designated by the Audit Committee, as pertinent under the circumstances) any credible information he or she may receive or become aware of indicating that any violation of this Code of Ethics or, once adopted, the Policy by any Covered Officer has occurred or is imminent.

The General Counsel or other designated Company official will promptly notify the Audit Committee of any report he or she has received of such a violation by a

Covered Officer and shall promptly notify the Disclosure Committee (other than any member who is the subject of a report) of any report he or she has received of any other such violation and shall also promptly notify the Audit Committee if such a violation may be material to the Company. The General Counsel or other designated Company official shall periodically report to the Audit Committee regarding the reporting of actual or imminent violations of this Code of Ethics, the Policy, the U.S. federal securities laws and other laws, rules or regulations received in accordance with this Code of Ethics or the Policy, even if they are not considered credible, meritorious or material.

In any circumstance where a Covered Officer or executive officer may consider it impracticable or contrary to the Company's best interest to make a report under this Code of Ethics to the person regularly designated to receive such report under this Code of Ethics, the report may instead be made to the Company's chief executive officer and/or the Chairman of the Audit Committee.

Except as may be otherwise provided by the action of the Board of Directors or the Audit Committee pursuant to authority delegated to it by the Board of Directors, the Audit Committee shall be responsible for determining how a report of a violation made to it under this Code of Ethics should be addressed, including, but not limited to, the manner in which the report shall be investigated and, if after investigation the Committee concludes the report has merit, the appropriate responsive action to be taken by the Company, including making recommendations to the Board of Directors of action to be taken to remedy or sanction any violation..

- The Audit Committee, in accordance with its charter, shall determine whether or not a violation of this Code of Ethics has occurred or may occur, after appropriate investigation of all relevant facts and circumstances, and shall make recommendations to the Board of Directors on the appropriate responsive action(s) to be taken. Such action(s), as ultimately determined by the Board of Directors, shall be reasonably designed to deter violations of this Code or other wrongdoing and to promote accountability for adherence to this Code, and shall include appropriate remedies and sanctions.

Only the Company's Board of Directors or a committee of the Board of Directors duly authorized by the Board of Directors to do so may grant waivers from compliance with this Code of Ethics. All waivers, including implicit waivers, shall be publicly disclosed as required by applicable SEC regulations and listing standards. For this purpose, a "waiver" means the approval by the Company's Board of Directors of a material departure from a provision of this Code of Ethics and an "implicit waiver" means the failure of the Company's Board of Directors to take action within a reasonable period of time regarding a material departure from a provision of this Code of Ethics after any executive officer of the Company has become aware of such material departure.

- If the Board of Directors, or a duly authorized committee of the Board of Directors, decides to grant a waiver from this Code:

- It shall ensure that, if circumstances warrant, the waiver is accompanied by appropriate controls designed to protect the Company from the risks of the transaction, or otherwise attendant on the circumstances, with respect to which the waiver is granted. The design and implementation of such controls shall be coordinated with the Audit Committee.
- The Disclosure Committee shall be advised of the waiver for the purposes of ensuring prompt disclosure to shareholders regarding the waiver (including the reasons for the waiver as required by applicable SEC rules and listing standards) and the Disclosure Committee's consideration of any supplement or modification of the Company's disclosure controls or procedures to be made in connection with or as a result of the waiver and any related disclosure that are appropriate regarding the Company's disclosure controls and procedures.

It is the Company's policy that any employee who in good faith brings information regarding a violation (or potential violation) of this Code of Ethics or the Policy to the attention of any of his or her supervisors, the Company's General Counsel, any officer designated by the Policy or the Audit Committee (or any other director or officer) shall not be disadvantaged or discriminated against in any term or condition of his or her employment (including the opportunity for promotion) by reason of the employee taking such action. Moreover, it is the Company's policy to protect against any such disadvantage or discrimination those supervisors, officers and directors who in good faith take appropriate action in response to any concerns or complaints received by them, including undertaking any investigation or reporting the matter to another authority within the Company.

At least once every three years the Board of Directors shall review the operation and adequacy of this Code of Ethics.

#### 4. Sanctions for Violations.

In the event of a violation of this Code or of the Policy by a Covered Officer, the Board of Directors or its designee shall determine the appropriate actions to be taken. Such actions shall be reasonably designed to –

- ❖ deter future violations of this Code or of the Policy or other wrongdoing,
- ❖ promote accountability for adherence to the policies of this Code and the Policy, and
- ❖ shall include –

- written notice to the individual(s) involved that the Board has determined that there has been a violation, and
- a censure by the Board, or demotion or re-assignment of the individual(s) involved, or the individual(s)' suspension from his or her position or employment by the Company with or without pay or benefits (as determined by the Board), and/or termination of his or her employment by the Company.

In determining the appropriate sanction in a particular case, the Board or its designee shall consider all relevant information, including –

- ❖ the nature and severity of the violation,
- ❖ whether the violation was a single occurrence or repeated occurrences,
- ❖ whether the violation appears to have been intentional or inadvertent,
- ❖ whether the individual(s) involved had been advised prior to the violation as to the proper course of action, and
- ❖ whether or not the individual in question had committed other violations in the past.