

**CARMIKE CINEMAS, INC.**

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**(As adopted by the Board of Directors on February 2, 2005)**

The Board of Directors of Carmike Cinemas, Inc. (the “Company”) has constituted and established a Corporate Governance Committee (the “Committee”) with the authority, responsibility and specific duties as described herein.

**I. Purpose**

The primary purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities relating to ensuring that the Company’s corporate governance policies, procedures and practices continue to effectively and efficiently promote the best interests of the Company’s stockholders.

**II. Composition**

The Committee shall be comprised of not less than three members of the Board of Directors as determined by the Board of Directors. Each member of the Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors and shall serve until his or her successor shall be duly elected and qualified, unless otherwise removed by the Board of Directors. Any vacancies on the Committee occurring prior to the annual organizational meeting shall be filled by the Board of Directors. Unless a Chairperson is elected by the full Board of Directors, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

**III. Meetings**

The Committee shall hold such meetings as may be called by the Chairperson of the Committee or at the request of the Board of Directors. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

**IV. Responsibilities and Duties**

The Board of Directors has authorized and directed the Committee to assume each of the following responsibilities, and any other responsibilities the Board of Directors specifically delegates to the Committee, in each case subject to the limitations on the Board of Directors or any committee thereof contained in the Company’s Certificate of Incorporation or Bylaws or the Delaware General Corporation Law, as each is in effect from time to time:

## **A. Governance**

- Review any questions regarding the independence of directors.
- Assist the Board of Directors in developing and evaluating candidates for executive positions, including the CEO, and oversee the development of executive succession plans.
- Advise and make recommendations to the Board of Directors on matters concerning corporate governance and directorship practices.

## **B. General**

- Report periodically to the Board of Directors.
- Periodically review the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- Obtain, as deemed necessary or appropriate, advice and assistance from legal, accounting or other advisors. The Committee shall have sole authority to select such advisors and approve the fees and other retention terms.
- Ensure that the independent members of the Board of Directors meet in regularly scheduled executive sessions at which only independent directors are present.