

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Organization

There shall be a committee of the Board of Directors (the “Board”) of CEC Entertainment, Inc. (the “Company”) to be known as the Nominating/Corporate Governance Committee (the Committee”). Committee members shall be elected by the Board annually; members shall serve until their successors shall be duly elected and qualified or until their earlier resignation, removal or death. The Committee’s Chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate.

Statement of Policy

The Nominating/Corporate Governance Committee shall assist the Board by: (a) identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each annual meeting of the Company’s stockholders; (b) ensuring that the Audit, Compensation and Nominating/Corporate Governance Committees of the Board shall have the benefit of qualified and experienced “independent” directors; and (c) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

Composition

The Committee shall consist of three or more directors, each of whom shall satisfy the independence requirements of the New York Stock Exchange and any other regulatory requirements.

Meetings

The Chairperson of the Nominating/Corporate Governance Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting.

Responsibilities

The Nominating/Corporate Governance Committee shall:

- a. develop and recommend to the Board a set of corporate governance principles

applicable to the Company, including policies on the size and composition of the Board, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate;

- b. review possible candidates for Board membership consistent with the Board's criteria for selecting new directors;
- c. annually recommend for approval by the Board, including a majority of the independent directors, a slate of nominees with respect to nominations for the Board at the annual meeting of the Company's stockholders;
- d. in the event of a vacancy on the Board in between annual meetings of the Company's stockholders, recommend for approval by the Board, including a majority of the independent directors, nominees to fill such vacancy;
- e. in consultation with management, recommend directors to be selected for membership on Board committees;
- f. perform Board performance evaluations on an annual basis;
- g. develop management succession plans;
- h. review senior management organizational matters;
- i. maintain minutes of the Committee's meetings, provide periodic reports on the Committee's activities to the Board and circulate Committee minutes of meetings to all directors;
- j. annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- k. at least annually conduct a self-evaluation to assess the effectiveness of the Committee; and
- l. generally advise the Board (as a whole) on corporate governance matters and perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws, and governing laws as the Committee or the Board deems appropriate.

Committee Resources

The Nominating/Corporate Governance Committee shall have the authority to obtain advice and seek assistance from legal, accounting or other advisors. The Committee shall have the sole authority

to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.