

## **REGAL ENTERTAINMENT GROUP**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purposes**

The primary purposes of the Nominating and Corporate Governance Committee of the Board of Directors of Regal Entertainment Group shall be to:

- identify individuals qualified to become Board members;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
- oversee the annual evaluation of the Board and Company management.

#### **Committee Membership**

The Committee shall consist of two or more members of the Board. Members of the Committee shall be appointed and may be removed by a majority vote of the Board, and the members of the Committee may, if desired, appoint one of their number as the Chairman.

#### **Meetings**

The Committee shall meet no less frequently than semi-annually, and shall meet more frequently as circumstances dictate. The Committee shall report to the Board at the Board's next regularly scheduled meeting all actions taken and matters considered by the Committee during its meetings held subsequent to its last report to the Board. If the Committee appoints a Chairman, the Chairman shall be responsible for leadership of the Committee, including preparing an agenda, presiding over the meetings, making Committee assignments and reporting for the Committee to the Board.

#### **Committee Authority and Responsibilities**

1. The Committee shall identify individuals qualified to become Board members consistent with criteria approved by the Board, and shall recommend to the Board qualified individuals (i) for nomination to the Board in connection with each annual meeting of the Company's stockholders, and (ii) to fill any vacancies that may occur from time to time on the Board. This responsibility includes working with the Board to establish the criteria for Board membership, making recommendations to the Board concerning the size and composition of the Board, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their re-nomination, and making recommendations to the Board with respect to these matters and with respect to the removal of a director. Notwithstanding any other provision to the contrary contained herein, in the event that the Company is legally required, by contract or otherwise, to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the processes set forth herein.

2. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other directors and nominees to the Board, in collectively serving the long-term interests of the Company and its stockholders. In selecting director nominees, the Committee shall assess each nominee's skills, knowledge, perspective, broad business judgment and leadership, relevant industry knowledge, business creativity and vision, experience, age and diversity, all in the context of the perceived needs of the Board at that time.
3. The Committee may review the Board's committee structure and composition periodically and may recommend to the Board for its approval, in the Board's sole discretion, directors to serve as members of each committee (including the Committee), including directors to fill vacancies on committees as needed.
4. The Committee shall develop and recommend to the Board for its approval a set of corporate governance guidelines applicable to the Company. The Committee shall review the guidelines annually, or more frequently if appropriate, and recommend changes to the Board as deemed appropriate or necessary.
5. The Committee shall be responsible for making recommendations to the Board about succession planning for the Company's Chief Executive Officer or Officers.
6. The Committee may delegate its authority to one or more of its members as the Committee deems appropriate; provided that any actions taken by the delegate shall be reported to the Committee at its next regularly scheduled meeting.
7. 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 the search firm's fees and other retention terms. The Committee also shall have the authority to obtain advice and assistance from internal or outside legal or other advisors as it determines necessary to carry out its duties. The Company shall provide the Committee appropriate funding for the payment of compensation to any such search firm or advisor engaged by the Committee.
8. The Committee shall conduct and present to the Board an annual evaluation of the Committee's performance as compared to the requirements of its charter, and the Committee shall oversee the annual evaluation process for the Board and Company management.
9. The Committee shall review and reassess the adequacy of its charter annually and recommend any proposed changes to the Board for its approval.

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Adopted by the Board on March 26, 2004.