

# **CENTURY CASINOS, INC.**

## **COMPENSATION COMMITTEE CHARTER**

As Amended as of June 15, 2015

### **Purpose**

There shall be a Compensation Committee ("Committee") of the Board of Directors (the "Board") of Century Casinos, Inc. (the "Company"). The purposes of the Committee shall be to assist the Board in discharging its responsibilities with respect to the compensation of the Company's executive officers, to review and discuss with management the Company's annual Compensation Discussion and Analysis report, if required, and to recommend to the Board the inclusion of said Compensation Discussion and Analysis report, if required, in the Company's annual proxy statement.

### **Organization**

The Committee shall consist of at least two directors. The members of the Committee shall be appointed by the Board. Each member of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market, Inc. ("Nasdaq"). The Board shall have sole authority to remove and replace members of the Committee. In addition, no director may serve unless he or she (i) is a "nonemployee 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 of 1986, as amended.

Compliance with the foregoing requirements shall be determined by the Board in its business judgment and in accordance with applicable laws, rules and regulations in effect from time to time.

### **Responsibilities**

The Committee's responsibilities shall be to:

- a) Develop guidelines and review the compensation and performance of executive officers of the Company, review and approve corporate goals relevant to the compensation of executive officers in light of the Company's goals and objectives;
- b) Determine or recommend to the Board for determination, the compensation of the Co Chief Executive Officers and other executive officers based on this evaluation; provided that Co Chief Executive Officers may not be present during voting or deliberations on their compensation;
- c) Review and discuss with management the Company's annual Compensation Discussion and Analysis;
- d) Recommend to the Board the inclusion of the Compensation Discussion and Analysis in the Company's annual proxy statement;
- e) Make recommendations to the Equity Incentive Plan Committee with respect to incentive-compensation plans and equity-based plans;
- f) Develop plans for management succession of the Company;
- g) Review major organizational and staffing matters;

- h) Review independent director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board;
- i) Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- j) Annually review the Committee's own performance; and
- k) Perform any other activities consistent with this Charter, the Company's Bylaws and applicable laws, rules and regulations as the Committee or the Board deem appropriate.

### **General**

The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. In performing these responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- a) One or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- b) Counsel, independent auditors, compensation consultants or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; and
- c) Other committees of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

### **Meetings**

The Committee shall meet as often as it determines necessary or appropriate in its judgment. The Committee shall report to the Board through presentations or by submission of Committee minutes to the Board at the Board's next successive meeting. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees or to one of its members as the Committee may deem appropriate in its sole discretion, to the extent permitted by law, Nasdaq rules and other rules and regulations.