

CENTURY CASINOS, INC.

COMPENSATION COMMITTEE CHARTER

As Amended as of January 22, 2021

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, among other things, 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, if required, and to recommend to the Board the inclusion of said Compensation Discussion and Analysis, if required, in the Company's annual proxy statement.

Organization

The Committee shall consist of at least two directors. The Board shall appoint the members of the Committee and designate one member of the Committee to serve as Chairman of the Committee. 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 is a "nonemployee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, 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 annually review the compensation and performance of executive officers of the Company;
- b) Annually review and approve corporate goals relevant to the compensation of executive officers in light of the Company's goals and objectives;
- c) 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;
- d) Review and discuss with management the Company's annual Compensation Discussion and Analysis, if required;
- e) Recommend to the Board the inclusion of the Compensation Discussion and Analysis in the Company's annual proxy statement, if required, and prepare the Compensation Committee Report for inclusion in the Company's annual proxy statement, if required;
- f) Make recommendations with respect to incentive compensation plans and equity-based plans;
- g) Develop plans for management succession of the Company;
- h) Review major organizational and staffing matters;

- i) Review the compensation and performance policies of the Company in the context of appropriate risk management;
- j) Review independent director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board;
- k) Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- l) Review and monitor any retirement plans of the Company;
- m) Review and approve any employment agreements and any severance and change-in-control arrangements;
- n) Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes;
- o) Annually review the Committee's own performance; and
- p) 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) and in accordance with applicable laws, rules and regulations in effect from time to time, including any SEC and Nasdaq requirements. 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 their 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.