

**CENTURY CASINOS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(As of November 5, 2009)**

Role of the Board of Directors (the “Board”)

Stockholders elect the Board to oversee management and to assure that the stockholders’ long-term interests are served. Through oversight, review, and counsel, the Board establishes and promotes the Company’s business and organizational objectives. The Board, directly or through one or more of its committees, oversees the Company’s business affairs and integrity, works with management to determine the Company’s mission and long-term strategy, determines the annual compensation of our chief executive officer or co-chief executive officers (“Chief Executive Officer”), oversees Chief Executive Officer succession planning, establishes internal control over financial reporting, and assesses company risks and strategies for risk mitigation.

The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, customers, suppliers, government, and the public.

Selection and Composition of the Board

**1) Board Membership Criteria**

The Governance and Nominating Committee is responsible for reviewing with the Board, on a periodic basis, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. This assessment should include issues of judgment, diversity, age, skills such as understanding of relevant technologies, international background, etc., all in the context of an assessment of the perceived needs of the Board at that point in time.

**2) Selection and Orientation of New Directors**

The Board itself should be responsible, in fact as well as procedure, for selecting its own members and in recommending them for election by the stockholders. The Board delegates the screening process involved to the Governance and Nominating Committee with the direct input from the Chief Executive Officer.

The Governance and Nominating Committee is responsible for (a) establishing procedures for stockholders to submit potential candidates for election to the Board, consistent with any procedural standards set forth in the Company’s bylaws, (b) establishing procedures for the identification and evaluation of candidates for the Board, including any candidates recommended by stockholders, (c) reviewing and evaluating potential candidates for election to the Board, including incumbent directors and director candidates properly submitted by stockholders, and (d) complying with any requirements of the Securities and Exchange Commission (the “SEC”) and with any requirements of any other stock exchange the company’s shares are, or may be, listed at, in considering such candidates. These procedures and considerations are required to be publicly disclosed by the SEC proxy rules.

The Company has an orientation process for new directors that includes background material, meetings with senior management. All new directors must participate in the orientation process, which should be conducted within three months of the annual meeting at which new directors are elected or within three months of the time the new director otherwise joins the Board. This orientation will include presentations by the Chief Executive Officer to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics, its principal officers, and its internal and independent auditors. All continuing directors are also invited to attend the orientation program.

### **3) Extending the Invitation to a Potential Director to Join the Board**

The invitation to join the Board should be extended by the Board itself, by the Chairman of the Governance and Nominating Committee and the Chairman of the Board.

#### Board Leadership

### **4) Counterbalancing Governance Structure to the Combined Chairman/CEO Role**

One of the independent directors should be appointed a "lead director", representing the interests of the independent directors.

### **5) Board Vacancies**

Vacancies should be filled by adding Directors to the Board to fill vacancies at the next annual meeting.

### **6) Chairman of the Governance and Nominating Committee**

The Chairman of the Governance and Nominating Committee will be an independent director responsible for chairing the regular sessions of the independent directors. The Chairman of the Committee, together with the members of that Committee, will develop the agendas for those regular sessions and periodically review the Board's governance procedures (guidelines).

#### Board Composition and Performance

### **7) Size of the Board**

The Board believes three to five members is an appropriate size based on the Company's present circumstances. The Board should periodically evaluate whether a larger or smaller number of directors would be preferable.

### **8) Mix of Management and Independent Directors**

The Board believes that as a matter of policy, there should be a majority of independent directors on the Board. The Board believes that management should encourage senior managers to understand that Board membership is not necessary or a prerequisite to any higher management position in the Company. Managers other than the Chief Executive Officer currently attend Board meetings on a case-by-case basis even though they are not members of the Board.

On matters of corporate governance, the Board assumes decisions will be made by the independent directors.

#### **9) Board Definition of What Constitutes Independence for Directors**

The Board believes that a director's independence is determined by the Board concluding that there is no current relationship between such director and the Company or members of the Company's management that would be construed in any way to compromise any Board member being designated independent. In reaching its conclusion, the Board should also review information necessary to assure itself that such members satisfy the definition under the listing standards of the the Nasdaq Stock Market, and applicable laws and regulations. The Board will consider all relevant facts and circumstances bearing on independence.

#### **10) Former Chief Executive Officer's Board Membership**

The Board believes this is a matter to be decided in each individual instance. It is assumed that when a Chief Executive Officer resigns from that position, he/she should submit his/her resignation from the Board at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board.

#### **11) Directors Who Change Their Present Job Responsibility**

It is the sense of the Board that when a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, the director should tender a letter of resignation to the Governance and Nominating Committee. Such Committee will review whether the new occupation, or retirement, of the director is consistent with the specific rationale for originally selecting that individual and the guidelines for board membership. The Committee will recommend action to be taken regarding the resignation based on the circumstances of retirement, if that is the case, or in the case of a new position, the responsibility and type of position, and industry involved.

Independent directors are encouraged to limit the number of other boards (excluding non-profits) on which they serve, taking into account potential board attendance, participation and effectiveness on these boards. Independent directors may not serve on more than three other boards (excluding non-profits and governmental). Independent directors should also advise the Chairman of the Board and the Chairman of the Governance and Nominating Committee in advance of accepting an invitation to serve on another board.

#### **12) Term Limits**

The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

As an alternative to term limits, the Governance and Nominating Committee, in conjunction with the Chief Executive Officer, will review each director's continuation on the Board every five

years. This will also allow each director the opportunity to conveniently confirm his/her desire to continue as a member of the Board.

### **13) Board Compensation**

It is appropriate for management of the Company to report once a year to the Compensation Committee the status of the Board's compensation. As part of a director's total compensation and to create a direct linkage with corporate performance, the Board believes that a portion of a director's compensation should be provided and held in common stock.

Changes in Board compensation, if any, should come at the recommendation of the Compensation Committee, but with full discussion and approval by the Board. The Compensation Committee will consider that the directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

### **14) Director and Officer Stock Ownership Requirements**

The Board expects all directors and executive officers to display confidence in the Company by ownership of a predetermined minimum amount of the Company's stock. Accordingly, the Board has set minimum stock ownership requirements for directors and the Chief Executive Officer as follows: (i) after one year of service as a director, the value of the shares of stock and/or stock options of any director should equal at least one third of that director's annual cash compensation, calculated over a 12 month period, and (ii) when assuming his/her position, the value of the shares of stock and/or stock options of the Chief Executive Officer should equal at least 100% of the Chief Executive Officer's annual cash compensation, calculated over a 12 month period. The Board should periodically assess the guidelines and directors' and officers' ownership relative to these guidelines.

### **15) Executive Sessions of Independent Directors**

The independent directors of the Board will meet periodically in executive session, at least four times each fiscal year. Any independent director is able to request an executive session at any meeting. Executive sessions of the independent directors will be called and chaired by the Chairman of the Board, if the Chairman is an independent director, or otherwise by the Chairman of the Governance and Nominating Committee. The Board may determine at each executive session if it would like to have discussions with the Chief Executive Officer or any other member of management at such occasion. The independent directors are encouraged to hold regular meetings, either in person or by telephone conference, with the Chief Executive Officer.

### **16) Assessing Board and Committee Performance**

The Governance and Nominating Committee is responsible for conducting a periodic evaluation of the performance of the Board and each of the directors. In addition, each committee of the Board is responsible for conducting a periodic performance evaluation. Evaluation results are reported to the Board. The Governance and Nominating Committee's report should generally

include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance. Each committee's report generally should include an assessment of the committee's compliance with the principles set forth in these guidelines, the committee's charter, and identification of areas in which the committee could improve its performance.

#### **17) Board's Interaction with Institutional Investors, Press, Customers, Etc.**

The Board believes that the management speaks for the Company. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman.

#### Board Relationship to Senior Management

#### **18) Regular Attendance of Non-Directors at Board Meetings**

The Board welcomes the attendance at Board meetings of non-Board members who are in the most senior management positions of the Company.

Should the Chief Executive Officer want to add additional people as attendees, it is expected that this suggestion would be made to the Board for its concurrence.

#### **19) Board Access to Senior Management**

Board members have complete access to the Company's senior management.

It is assumed that Board members will use judgment to be sure that this contact is not distracting to the business operation of the Company and that such contact, if in writing, be copied to the Chief Executive Officer.

Furthermore, the Board encourages the senior management to, from time to time, bring senior managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

#### Meeting Procedures

#### **20) Selection of Agenda Items for Board Meetings**

The Chairman of the Board and Chief Executive Officer will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda.

#### **21) Board Materials Distributed in Advance**

Information and data that is important to the Board's understanding of the business should be distributed in writing to the Board sufficiently in advance of Board meetings to encourage adequate preparation. Each director is expected to review this information in advance of the

meeting to facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

## **22) Board Presentations**

As a general rule, presentations on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions in which the subject matter is too sensitive to put on paper, the presentation will be discussed at the meeting.

### Committee Matters

## **23) Number, Structure and Independence of Committees**

From time to time, the Board should review the committee structure and determine whether it is appropriate to form a new committee or disband a current committee depending upon the circumstances. In addition, the Board should review the division of responsibilities between among the Board and each of the committees and determine whether changes need to be made in the division of responsibilities.

Each committee will have its own charter that will be made available on the Company's website. The charters will set forth the purposes, goals and responsibilities of the committees as well as certain specific qualifications for committee membership and procedures for committee member appointment; in addition, the charters will address committee reporting to the Board. The charters will also provide that each committee will periodically evaluate its performance.

## **24) Assignment and Rotation of Committee Members**

The Governance and Nominating Committee is responsible, after consultation with the Chairman of the Board and with consideration of the desires of individual Board members, for the assignment of Board members to various committees, subject to approval by the Board.

It is the sense of the Board that consideration should be given to rotating Committee members periodically, but the Board does not feel that such a rotation should be mandated as a policy since there may be reasons at a given point in time to maintain an individual director's committee membership for a longer period.

## **25) Frequency and Length of Committee Meetings**

The chairman of a committee, in consultation with committee members, will determine the frequency and length of the meetings of the committee, subject to the provisions of the respective committee charter.

## **26) Committee Agenda**

The chairman of a committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

### Leadership Development

## **27) Evaluation of the Chief Executive Officer**

The full Board (independent directors) should annually discuss with the Compensation Committee the compensation and evaluation of the Chief Executive Officer. The compensation and evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc.

## **28) Succession Planning**

The Board should work with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted. The current concept of two Co CEOs addresses many succession planning questions and issues and is welcome by the Board.

### General

## **29) Basic Responsibilities**

The basic responsibility of the directors is to exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Company. In discharging that obligation, directors are entitled to rely on the honesty and integrity of their fellow directors and the Company's senior executives and outside advisors and auditors. The directors are also entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Company's certificate of incorporation.

## **30) Access to Advisors**

The Board and each committee have the power to hire at the reasonable expense of the Company independent legal, financial or other advisors as they may deem reasonably necessary, without consulting or obtaining the approval of any officer of the Company in advance.

## **31) Review of Governance Guidelines.**

The policies and practices memorialized in these guidelines have developed over a period of years. The Board expects to review these guidelines as appropriate.