

CEDAR FAIR MANAGEMENT, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Restated and Updated

October 30, 2014

I. Organization

The Nominating and Corporate Governance Committee shall be composed of at least three members who shall be appointed and removed by the Board of Directors of Cedar Fair Management, Inc. (the “Company”). Each member will have met the criteria for independence under the New York Stock Exchange listing standards and shall have been determined by the Board to be independent. The Board shall appoint the Chair of the Committee.

II. Statement of Purpose

The Nominating and Corporate Governance Committee will assist the Company by identifying qualified director nominees to enhance the Board, periodically review board composition to ensure optimal performance and skill sets, and by taking a leadership role in shaping the corporate governance of the Company. In so doing, the Committee shall identify individuals qualified to become directors and recommend to the Board the candidates for election by unitholders or appointment by the Board to fill a vacancy. The Committee will assist the Board by developing and recommending to the Board guidelines for effective corporate governance. The Committee will review annually the Board’s performance.

III. Meetings and Reports

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such matters that are within the Committee’s responsibilities, and (iii) with respect to such other matters as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report. The Committee shall maintain minutes or other records of meetings and activities of the Committee and shall make them available to the Board.

IV. Authority and Responsibilities

In carrying out its responsibilities, the Committee shall perform the following functions related to the purposes of the Committee outlined in Section II of this Charter.

A. Board Selection, Composition and Evaluation

1. Recommend to the Board guidelines for selecting Board candidates.

2. Identify individuals believed to be qualified as candidates to serve on the Board, conduct all necessary and appropriate inquiries into the backgrounds and qualifications of such candidates and recommend that the Board select the candidates for all directorships to be filled by the Board or by the unitholders from such identified individuals.
3. Review and make recommendations to the Board as to whether members of the Board should be nominated for re-election. As part of such review, the Committee will review annually each non-employee director against the independence criteria contained in the New York Stock Exchange listing standards, CFMI Corporate Governance Guidelines, and any other applicable regulations and recommend to the Board whether each director should be determined by the Board to be independent.

B. Committee Selection, Composition and Evaluation

1. Review the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate or the Committee otherwise deems appropriate, make any recommendations regarding periodic rotation of directors among the committees.
2. Evaluate whether the necessary and appropriate committees exist to support the work of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees as appropriate.

C. Corporate Governance

1. Oversee compliance with the Company's Corporate Governance Guidelines, monitor developments in corporate governance, review periodically the Company's Corporate Governance Guidelines and propose modifications to the Board as appropriate.
2. Periodically review the Code of Conduct and Ethics and propose modifications to the Board as appropriate.
3. Review and approve all related party transactions in accordance with applicable laws, regulations, and board policy.

4. Oversee compliance with Company's continuing education requirements and make recommendations in connection with identifying, developing, or making available continuing education opportunities for directors.
5. Review and make recommendations to the Board pertaining to succession planning related to an emergency or unexpected departure of the CEO.

D. Retention of Outside Advisors

1. The Committee shall have the authority to retain counsel, consultants or other outside advisors, with respect to any issue without consulting or obtaining the approval of any officer of the Company in advance.
2. The Committee shall have sole authority to retain and terminate any search firm to be used to assist in identifying Board candidates, including the sole authority to approve the search firm's fee and other retention terms.

E. Annual Evaluations

1. Lead the Board in an annual self-evaluation process to determine whether the Board and its committees are functioning effectively and to identify opportunities for improvement to enhance overall effectiveness.
2. Perform an annual review and evaluation of the Committee's performance, including a review of the Committee's compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the entire Board.
3. Perform on an annual basis a review of the Director Competency Matrix, a gap analysis of board composition and director level skills and competencies, and make recommendations regarding the composition and size (subject to the Company's Regulations) of the Board in order to ensure the Board has the requisite expertise and diversity.