

REGAL ENTERTAINMENT GROUP
COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee of the Board of Directors of Regal Entertainment Group shall discharge the Board's responsibilities relating to compensation of the Company's directors and executives and administer and implement the Company's incentive-compensation plans and equity-based plans. The Compensation Committee also shall be responsible for preparing an annual report on executive compensation for inclusion in the Company's annual meeting proxy statement.

Committee Membership

The Compensation Committee shall consist of no fewer than two directors, each of whom shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board, in each instance acting by majority vote. At least two members of the Compensation Committee shall meet the legal requirements relevant to the proper administration of the Company's compensation plans and programs under the federal securities laws and the Internal Revenue Code of 1986, as amended, and such members shall act as a subcommittee to the extent necessary to satisfy such legal requirements. If the Compensation Committee shall fail at any time to have two "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, then the full Board shall be responsible for approving all grants of equity compensation to directors and executive officers in accordance with such rule.

Committee Powers, Authority, Duties and Responsibilities

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of directors' and executive officers' compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Compensation Committee also shall have authority to obtain advice and assistance from the Company's executives, internal or outside legal, accounting or other advisors it determines necessary to carry out its duties. None of the Company's executives, however, shall be involved in the Compensation Committee's determination of their own compensation.
2. The Compensation Committee shall annually review and approve the corporate goals and objectives relevant to compensation of the Company's Chief Executive Officers, evaluate each Chief Executive Officer's performance in light of those goals and objectives, and have the sole authority to determine each Chief Executive Officer's compensation level based on this evaluation and in accordance with any applicable employment agreement. In determining the long-term incentive component of each Chief Executive Officer's compensation, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to each Chief Executive Officer in past years and such other matters as it deems relevant.
3. The Compensation Committee shall annually review and make recommendations to the Board to approve for all other executive officers of the Company, (a) the annual base salary amount, (b) the annual bonus payment, as calculated in accordance with each such executive's employment agreement, (c) any long-term incentive compensation, (d) any amendments to such executive's employment agreement, any proposed severance arrangements or change in control and similar

agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable, and (e) any perquisites, special or supplemental benefits, all in accordance with applicable law, rules and regulations, and to the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b-3 of the Securities Exchange Act of 1934, as amended, or Section 162(m) of the Internal Revenue Code of 1986, as amended. To the extent such compensation is set forth in employment agreements, such employment agreements shall be subject to the review and approval of the Compensation Committee.

4. The Compensation Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Compensation Committee may consider appropriate.
5. The Compensation Committee shall administer and implement the Company's incentive compensation plans and equity-based plans, including, but not limited to, (a) approving option grants and restricted stock or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Compensation Committee deems necessary or advisable.
6. The Compensation Committee shall annually assess the desirability of proposing and make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any increase in shares reserved for issuance under existing plans.
7. The Compensation Committee shall review and discuss the Compensation Discussion and Analysis required by Regulation S-K Item 402(b) with management and based on such review and discussions, shall recommend to the board of directors that the Compensation Discussion and Analysis be included in the Company's annual meeting proxy statement.
8. The Compensation Committee shall produce a report on executive compensation to be furnished in the Company's annual meeting proxy statement in accordance with applicable rules and regulations.
9. The Compensation Committee may delegate its authority to its members or to a subcommittee of its designation as the Compensation Committee deems appropriate; provided that any delegate or subcommittee shall report any actions taken by him, her or it to the whole Compensation Committee at the Compensation Committee's next regularly scheduled meeting.
10. The members of the Compensation Committee may appoint one of their number as the Chairman. If appointed, the Chairman shall be responsible for leadership of the Compensation Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Compensation Committee to the Board at its next regularly scheduled meeting following the meeting of the Compensation Committee. If no Chairman is appointed, the Compensation Committee shall delegate one of its members to report to the Board.
11. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. The Compensation Committee shall annually review its own performance as compared to the requirements of this Charter.

13. The Compensation Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Adopted by the Board of Directors on April 5, 2007.