

CAESARS ENTERTAINMENT CORPORATION

GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER (Effective as of December 6, 2018)

Purpose

The Governance and Corporate Responsibility Committee (the “Committee”) is appointed by and acts on behalf of the Board of Directors (the “Board”) of Caesars Entertainment Corporation (the “Company”). The purpose of the Committee is to:

- identify individuals qualified to become Board members consistent with criteria approved by the Board, recommend to the Board the slate of nominees to be recommended by the Board for election at applicable meetings of stockholders and recommend to the Board the composition of the Board and its several committees;
- develop and recommend to the Board, review and, as appropriate, from time to time recommend to the Board revisions to Corporate Governance Guidelines applicable to the Company; and
- provide strategic oversight of the company’s social and environmental responsibility goals and performance as well as emergent environmental, social and governance-related risks; and
- oversee the evaluation of the Board and its committees.

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority to (i) retain independent legal counsel, search firms used to identify Director candidates and other consultants, experts or advisers to advise the Committee, (ii) approve the compensation and other retention terms of the same and (iii) terminate the same.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisers or search firms employed by the Committee and other expenses of the Committee that are necessary or appropriate in carrying out its duties.

Composition

The Committee shall be composed of at least two Directors, as determined by the Board. The Board appoints the members of the Committee annually, considering the recommendation of the Committee. The Board has the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the new member(s) satisfying the requirements described in this Charter.

Each member of the Committee shall be “independent” as determined under the applicable rules of the Nasdaq Stock Market.

Each member of the Committee shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation, retirement or removal by the Board.

Procedures

The Committee holds regular meetings, at least two times annually and additionally as often as the Committee deems appropriate.

Except as expressly provided in this Charter, the by-laws of the Company or any Corporate Governance Guidelines of the Company, or as otherwise provided by law or the rules of the Nasdaq Stock Market, the Committee may fix its own rules of procedure. The presence in person or by telephone of a majority of the members of the Committee shall constitute a quorum. Meetings may be held at any time, any place and in any manner permitted by applicable law and the by-laws of the Company. To the extent practical and appropriate, the meeting agenda, draft minutes from the prior meeting and supporting materials will be distributed to Committee members sufficiently in advance of the meeting to allow time for review.

The Committee may delegate any of its responsibilities to any member or members of the Committee, or to any other committee of the Board, in each case unless prohibited by law, regulation or Nasdaq Stock Market listing standard.

Principal Duties and Responsibilities

The Committee shall:

1. Develop, and recommend to the Board for its approval, the appropriate criteria for evaluating Director candidates, and review these criteria with the Board on an annual basis.
2. Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders at any annual or special meeting.
3. Evaluate candidates for nomination to the Board, including those recommended by any of the Company's senior executive officers, Directors or stockholders. The Committee shall adopt procedures for the submission of recommendations of candidates for Director by stockholders as it deems appropriate.
4. Consult with the Compensation and Management Development Committee in its periodic reviews of the compensation and reimbursement policies for non-employee Directors.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for Director.
6. Evaluate and recommend to the Board the structure of the Board and its committees and recommend to the Board for its approval Directors to serve as members of each committee and as committee chairs. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

7. Develop and recommend to the Board for its approval a set of Corporate Governance Guidelines, and review such guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
8. Monitor the functions of the Board and its committees, as set forth in their respective charters, and coordinate and oversee annual self-assessments of the Board's and each committee of the Board's performance and procedures, which self-assessment may solicit feedback from the directors about overall effectiveness, Board composition and structure, culture, focus and information and resources.
9. Make recommendations to the Board with respect to determinations of Director independence.
10. Formulate procedures for appropriate communications between stockholders and non-employee Directors and other members of the Board.
11. Given the Company's responsibility to the communities in which it operates, as well as to its stockholders, and to allow appropriate Board oversight and input, evaluate the emergent environmental, social and governance-related risks and the Company's social and environmental goals, including the policies and programs instrumental in achieving short- and long-term targets, a review of which management shall prepare and present to the Committee periodically. The Committee shall review a report by management, to be prepared at least annually, that summarizes management's corporate social responsibility activities, including diversity and inclusion efforts and the sustainability results thereof.
12. Advise and make recommendations to the Board regarding proposals made by stockholders for inclusion in the Company's annual proxy statement or for consideration at any meeting of stockholders.
13. Review and assess any Director who: (a) retired, (b) changes from the principal occupation or principal background association held when such Director was originally invited to join the Board, (c) joins any new board of directors of a public company or private company or (d) joins a governmental commission, and in each case determine whether it believes that such Director's change in circumstances represents a conflict of interest or otherwise inhibits such Director's ability to serve the best interest of the Company and its stockholders (also taking into consideration applicable provisions of the Company's Code of Business Conduct and Ethics) and make a recommendation to the Board regarding the continued service of such Director.
14. Oversee the development and administration of orientation and continuing education programs for Directors.

15. Perform an annual review of the charters of all committees of the Board, taking into consideration any changes suggested by such committees, and make recommendations to the Board regarding proposed revisions of such charters.
16. Advise and make recommendations to the Board regarding corporate governance matters and practices, to the extent these matters are not the responsibility of any other committee of the Board.
17. Perform any other activities consistent with this Charter or as the Committee or the Board deems necessary or appropriate.

Records, Reports and Review

The Committee shall maintain minutes of its meetings and report regularly to the Board. The Committee shall evaluate its own performance on an annual basis in such manner as it deems appropriate. The Committee shall review and assess the adequacy of this Charter at least annually and submit any recommended changes to the Board for its consideration.