

## CAESARS ENTERTAINMENT, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### **1. Introduction**

The primary purposes of the Nominating/Corporate Governance Committee (the “Committee”) of Caesars Entertainment, Inc. (the “Company”) are twofold. First, the Committee shall be charged with responsibility of identifying and vetting candidates for election to the Company’s Board of Directors. Secondly, the Committee, in consultation with the Chairman of the Board, shall be charged with reviewing the operational relationship of the various Committees of the Board of Directors as detailed in the Authorities and Responsibilities section below.

#### **2. Composition of the Committee**

The Committee shall be composed of no fewer than three independent directors. The composition of the Committee shall satisfy the independence requirements of The NASDAQ Stock Market (“NASDAQ”) within the time requirements established by NASDAQ, all as determined by the Board of Directors. A majority of the members of the Committee shall constitute a quorum. Members shall be appointed and removed only by the Board of Directors. The Committee may form and delegate authority to subcommittees or members when appropriate. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee.

#### **3. Meetings**

The Committee shall meet at least two times annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson. The Chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar, set the agenda for each meeting and preside at each meeting. Committee members may suggest the inclusion of matters for the agenda and the Chairman of the Committee, or a majority of its members, may call for a special meeting of the Committee. The Committee may form subcommittees consisting of no less than two independent members for purposes that fall within the Committee’s authority and responsibilities.

#### **4. Authority and Responsibilities of the Committee**

##### *A. Nominations*

The Committee shall have the following authority and responsibilities in regard to nominations:

- (a) Consider periodically, at the request of the Board, the desired composition of the Board of Directors, including such factors as expertise and diversity.
- (b) Establish qualifications and standards for director candidates in addition to those set forth in this Charter.

(c) At the request of the Board, identify candidates for election to the Board of Directors. The Committee may identify candidates for election to the Board of Directors, recommendations from shareholders, other members of the board, officers and employees of the Company, and other sources that the Committee deems appropriate and reputable, including the retention of a third-party search firm to assist in the identification of possible candidates for election to the Board of Directors.

(d) The Committee will evaluate all candidates for election to the Board of Directors. In considering the individual nominees, the Committee will take into account the qualifications of other Board members to ensure that a broad variety of skill sets and experience beneficial to the Company and its business needs are represented on the Board of Directors. In evaluating candidates, the Committee will ensure that the Board is composed of a sufficient number of independent directors to satisfy the NASDAQ listing requirements. Additionally, the Committee will seek to assure that at least one of its members qualifies as an “audit committee financial expert” as defined by the Securities and Exchange Commission (“SEC”) and that each member meets all other applicable requirements of the SEC and NASDAQ. At a minimum, the Committee shall evaluate nominees for the following:

- (i) Demonstrated business and industry experience that is relevant to the Company;
- (ii) The ability to meet the suitability requirements of all relevant regulatory agencies;
- (iii) Freedom from potential conflicts of interest with the Company and independence from management with respect to independent director nominees;
- (iv) The ability to represent the interest of shareholders;
- (v) The ability to demonstrate a reasonable level of financial literacy;
- (vi) The availability to work with the Company and dedicate sufficient time and energy to his or her board duties;
- (vii) An established reputation for good character, honesty, integrity, prudent business skills, leadership abilities as well as moral and ethical bearing; and
- (viii) The ability to work constructively with the Company’s other directors and management.

(e) The Committee shall conduct a background check of all potential candidates to confirm the qualifications and character of the candidate and to make such other determinations as the Committee may deem appropriate or necessary.

(f) Upon completing its nominations, the Committee may:

- (i) Nominate a candidate for consideration by the Board of Directors;
- (ii) Reject a candidate at its sole discretion;
- (iii) Retain a candidate’s information for future consideration;
- (iv) Continue or renew its search; or
- (v) Retain the status quo of the Board.

- (g) The Committee will provide the Board with a report of its actions and minutes.

#### *B. Corporate Governance*

The Committee shall have the following authority and responsibilities in regard to nominations:

- (a) Oversee the annual evaluation of the Company's named executive officers.
- (b) In consultation with the Chairman of the Board, monitor the orientation and training/educational needs of directors and conduct annual evaluations of the Board's members and respective committees.
- (c) Perform such other governance related functions as may be requested by the Board of Directors.

#### **5. Authority to Retain Consultants**

The Committee shall have the authority to retain and terminate outside advisors to assist in the performance of its functions, as well as the authority to agree to fees and other terms of engagement, provided that such fees and terms must be reasonable, customary and subject to legal review.

#### **6. Authority to Request Information and Convene Executive Sessions**

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. The Committee may meet in executive session outside the presence of the Company's executive officers.

#### **7. Administrative Functions**

- (a) The proceedings of all Committee meetings shall be documented in minutes, which will be approved by the Committee.
- (b) At the next regular Board meeting following any Committee meeting, the Chairman of the Committee shall report to the Board of Directors on behalf of the Committee.
- (c) The Chairman of the Committee shall discuss the Committee's performance with each Committee member, following which discussions the Chairman shall lead the Committee in an annual review of its performance. The annual evaluation shall include a review of the Committee's charter.
- (d) The Committee shall provide NASDAQ appropriate written confirmation of any of the foregoing matters as NASDAQ may from time to time require.

#### **8. Shareholder Communications**

Shareholders may communicate with the Committee by sending written correspondence to the Chairman of the Nominating and Corporate Governance Committee at the following address:

Caesars Entertainment, Inc., 100 West Liberty St., 11th Floor Reno, NV 89501. Attention: Corporate Secretary. The Chairman of the Committee and his or her duly authorized representatives shall be responsible for collecting and organizing shareholder communications. Absent a conflict of interest, the Corporate Secretary is responsible for evaluating the materiality of each shareholder communication and determining whether further distribution is appropriate, and, if so, whether to (i) the full board, (ii) one or more Board members and/or (iii) other individuals or entities.

Adopted by the Board of Directors on September 19, 2014.