

## **CAESARS ENTERTAINMENT, INC.**

### **Corporate Social Responsibility Committee Charter**

The Corporate Social Responsibility Committee (the “Committee”) is appointed by and acts on behalf of the Board of Directors (the “Board”) of Caesars Entertainment, Inc. (the “Company”).

#### **Purpose**

The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities related to oversight of the Company’s sustainability risks and opportunities and environmental, social and governance issues (ESG), also encompassing diversity and inclusion.

The Committee’s scope includes public policy, regulatory environments, corporate responsibility programs, and issues that may, in the view of the Committee, affect the business, shareholder value, or other stakeholders from a sustainability and diversity and inclusion perspective. The Committee shall provide guidance to the board and/or other Board committees, set direction, and oversee corporate responsibility programs. It may also perform other duties as delegated periodically by the Board and consistent with its charter.

#### **Composition**

The Committee shall be composed of at least three Directors, as determined by the Board. The Board appoints the members of the Committee annually, considering the recommendation of the Committee, and will appoint the Committee Chair.

The Board may change the membership of the Committee and may appoint new members, subject to their satisfying the requirements described in this Charter and requirements for board service.

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

#### **Procedures and Quorum**

The Committee shall hold regular meetings, at least quarterly, 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. In the absence of the Committee Chair, the members shall elect one of their present members to chair the meeting.

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, and no later than two days before the meeting. Individuals, internal or external, may be invited to attend a meeting or part of a meeting where deemed by the Committee to be appropriate.

The Corporate Secretary of the Company shall act as the Secretary for the Committee. The Secretary shall provide the notice of meetings at the request of the Chair and shall keep the meeting minutes and circulate them for approval.

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 following list of duties and responsibilities shall act as a guide for the Committee to carry out its purpose, understanding that the Committee may diverge and add responsibilities in light of changing business needs and as directed by the Board. Such may include:

- Define and oversee the company's business purpose, value or mission statements, strategies, policies, and goals related to sustainability and diversity and inclusion (D&I) topics.
- Review and receive regular updates on progress toward sustainability and D&I goals.
- Create programs to develop the collective knowledge, skills, and experience of Board members on sustainability & ESG trends, regulation, risks, opportunities and peer performance.
- Review investor views on sustainability and ESG through the engagement program, and review shareholder proposals on ESG matters, to provide recommendations to the Board or committees on the company's response to proposals.
- Review and monitor important public policy trends and regulatory matters that may impact company business and strategy.
- Recommend processes that would be helpful for the Board of Directors in overseeing how the company manages material ESG issues, including the role of the Board of Directors in stakeholder consultation.

- Receive updates from senior executives on matters relating to material sustainability topics (including employee diversity initiatives), and report back to the board as appropriate.
- Update the Board of Directors on the landscape of regulated and voluntary ESG disclosure frameworks and critical areas of interface with ESG ratings and rankings providers, which impact access to capital and stakeholder perceptions.
- Review the company's annual Corporate Social Responsibility Report and other related disclosures, such as policies and position statements, as needed, and recommend changes to the Board of Directors.
- Oversee the Company's efforts to proactively promote Diversity and Inclusion and intentionally battle unintentional bias within all levels of the company.
- Oversee investigation of matters of critical concerns on sustainability topics that are brought to the Board.
- Ensure that appropriate policies and procedures are in place to effectively communicate on these issues with all stakeholders.

In addition, the committee shall represent the Board of Directors and advise related Board committee owners (Audit, Compensation, Nominating and Corporate Governance) in driving improved audit, compensation, compliance and risk management policies related to the sustainability performance of the company by:

- Assisting in the development of processes to identify and update material sustainability topics on an as-needed basis. Such processes should consider frameworks that reflect global expectations of a wide range of stakeholders, such as instruments that support upholding human rights, global sustainable development goals, anti-corruption and anti-bribery standards, and ethical conduct in all matters. In addition, topics specifically related to the company's industry should be considered, such as responsible gaming and responsible tourism/hospitality.
- Monitoring existing risk management processes, to ensure they accurately evaluate and mitigate material environmental and social risks, and compliance with regulation in these areas.
- Recommending short- and long-term goals and objectives regarding material sustainability topics that demonstrate responsible corporate citizenship, comport with strategic objectives, and are aligned with business value.
- Recommending mechanisms to hold senior executives accountable for the delivery of accurate, comprehensive and balanced public disclosures across relevant material sustainability metrics, to satisfy the needs of all stakeholders, including investors. This includes the adoption of frameworks that promote consistent disclosure around ESG topics.
- Suggesting and assisting in the identification of linkages between the company's financial performance and the effective management of sustainability issues.

- Providing criteria to ensure a pipeline of executives and staff with experience and expertise to effectively manage the company’s sustainability impacts.
- Recommending decision support tools that include considerations of stakeholder input, diversity, independence, and experience and expertise in sustainability topics for identifying, evaluating, recruiting and nominating new Directors.
- Suggesting performance criteria related to the implementation of sustainability strategy, such as Board diversity policies and ESG or Corporate Social Responsibility training, for consideration as part of remuneration policies for Board Members and senior executives.
- Recommending criteria for evaluation of the performance of the Board of Directors in overseeing how the company manages and accounts for sustainability impacts.

*Adopted by Board of Directors on July 30, 2020*