

CAESARS ENTERTAINMENT, INC.

**CHARTER
OF THE
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

1. **PURPOSE.** The Compensation Committee’s purpose is to discharge the responsibilities of the Board of Directors (the “Board”) with respect to compensation of the executive officers of Caesars Entertainment, Inc. and its wholly-owned subsidiaries (the “Company”).
2. **MEMBERSHIP.** The membership of the Compensation Committee consists of at least three directors, each of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, including the independence requirements of The Nasdaq Stock Market (“Nasdaq”), (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 and (c) only to the extent determined by the Board to be applicable, be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. The Board shall appoint the members of the Compensation Committee on the recommendation of the Nominating and Corporate Governance Committee. One member of the Compensation Committee shall be appointed as the chairperson by the Board. The Board may remove any member from the Compensation Committee at any time with or without cause.
3. **POLICIES.** The Company’s primary consideration in setting its compensation policies is to link compensation with financial performance so as to maximize shareholder value over the long-term.

The Compensation Committee’s decisions with respect to executive compensation will be guided by the general principles that compensation be designed: (a) to ensure that the Company’s executives receive fair compensation relative to their peers at similar companies, (b) to ensure that the Company’s shareholders are receiving fair value for the compensation paid to the Company’s executives and (c) to allow the Company to secure and retain the services of high-quality executives.

4. **EXTERNAL ADVISORS.** The Compensation Committee has authority to engage compensation consultants, independent legal counsel and other advisors as the Compensation Committee reasonably deems necessary to carry out its duties. The Compensation Committee also has authority to obtain advice and assistance from any officer or employee of the Company or any of its subsidiaries. The Compensation Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Compensation Committee. The Compensation Committee may select, or receive advice

from, a compensation consultant, legal counsel, or other advisor to the Compensation Committee, other than in-house legal counsel, after taking into consideration all relevant factors the Compensation Committee deems appropriate to such advisor's independence, including factors specified in the NASDAQ listing standards or other applicable rules and regulations.

5. **MEETINGS.** The Compensation Committee will meet as often as it determines, but not less frequently than one meeting per year. The Compensation Committee may also act by unanimous written consent. The Compensation Committee will cause minutes of each meeting to be prepared and delivered to the Company's Corporate Secretary. The Compensation Committee and its meetings are governed by the same rules regarding meetings (including meetings in person or by telephone or other similar means), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and its meetings. The Compensation Committee will also provide to the Board any written or oral reports regarding its activities requested by the Board.
6. **AUTHORITY.** Except as otherwise delegated by the Board or the Compensation Committee, the Compensation Committee will act on behalf of the Board with respect to compensation matters. The Compensation Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Compensation Committee to perform certain of its duties on its behalf including, to the extent permitted by applicable law and listing standards, the delegation to a subcommittee of one or more directors or officers the authority to grant stock options and equity awards.
7. **RESPONSIBILITIES.** The Compensation Committee is responsible for, among other things:
 - (a) reviewing annually and approving the Company's compensation and benefits philosophy and strategy to ensure that the Company's "executive officers" (as determined by the Board or a committee thereof pursuant to Rule 3b-7 of the Exchange Act) are treated equitably and rewarded appropriately for their contributions to the Company's growth and profitability;
 - (b) ensuring that the Company's executive compensation strategy supports the Company's objectives and shareholder interests;
 - (c) reviewing the Company's compensation and benefit programs and policies, including design, administration, participation and compliance;
 - (d) reviewing and assessing the adequacy of this Charter at least annually and recommending any proposed changes to the Board for approval;
 - (e) reviewing director compensation at least annually in relation to other comparable companies and in light of such other factors as the Compensation Committee may deem appropriate and making recommendations to the Board;

- (f) reviewing and approving annually the corporate goals and objectives for the Company's Chief Executive Officer and other executive officers' compensation, including annual and long-term performance objectives;
- (g) reviewing annually and determining total compensation for the Company's Chief Executive Officer and evaluating his or her performance in light of established goals and objectives established as part of the budgeting process. The Company's Chief Executive Officer shall not be present during any voting or deliberations by the Compensation Committee with respect to his or her compensation;
- (h) reviewing annually with the Company's Chief Executive Officer, his or her recommendations with respect to the individual elements of total compensation for the Company's other executive officers and key management (other than the Company's Chief Executive Officer), and determining such compensation or, where appropriate, recommending such compensation to the Board for determination;
- (i) reviewing and approving (or, where appropriate, reviewing and making recommendations to the Board for approval) the following as they affect the executive officers of the Company: (a) all incentive awards and opportunities, including both cash-based and equity based plans, awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation benefits for the executive officers and individuals who formerly served as executive officers, including any supplemental retirement benefits and perquisites provided to them after employment;
- (j) reviewing and discussing the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included;
- (k) producing the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC;
- (l) monitoring the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
- (m) overseeing the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation ("Say-on-Pay") and the frequency of

such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans, including by making recommendations to the Board for approval the frequency with which the Company will conduct Say-on-Pay votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay votes, and reviewing and approving the proposals regarding the Say-on-Pay vote and the frequency of the Say-on-Pay votes to be included in the Company's proxy statement, as applicable;

- (n) reviewing and discussing the Company's compliance with SEC rules relating to CEO pay ratio and pay versus performance disclosures, pursuant to SEC rules as in effect from time to time;
- (o) reviewing and discussing at least annually the relationship between risk management policies and practices and compensation, and evaluating compensation policies and practices that could mitigate any such risk;
- (p) receiving periodic reports on the Company's compensation programs as they affect all employees;
- (q) making regular reports to the Board;
- (r) to assist the Board and the Corporate Social Responsibility Committee in its oversight of human capital management (HCM); and
- (s) Conduct an annual self-evaluation of the performance of the Compensation Committee, including its effectiveness and compliance with this Charter.

Originally Approved by the Board of Directors on September 19, 2014; amended on October 28, 2021; amended on October 27, 2022.