

CAESARS ENTERTAINMENT, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Caesars Entertainment, Inc. (the “Company”) is to identify candidates for election to the Company’s Board of Directors (the “Board”) consistent with criteria approved by the Board and, in consultation with the Chairman of the Board, review the operational relationship of the various Committees of the Board as detailed in the Authorities and Responsibilities section below.

2. Composition

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. A majority of the members of the Committee shall constitute a quorum. Members shall be appointed and removed only by the Board. The Committee may form and delegate authority to subcommittees or members, when appropriate, for purposes that fall within the Committee’s authority and responsibility, consisting of no less than two independent members. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee. The Board shall designate one member of the Committee as the Committee Chairperson.

3. Meetings and Procedures

The Committee shall meet at least two times annually or more frequently as circumstances require. 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 Chairperson, or a majority of Committee members may call for a special meeting of the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may also act by unanimous written consent without a meeting.

4. Duties and Responsibilities

A. Director Nominations. The Committee shall identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership reflects a diversity of skills, experiences, expertise, industry knowledge perspectives, and characteristics (such as, and including but not limited to, gender, race/ethnicity, age, geographic location, and nationality). In considering 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. The Committee may identify candidates for election to the Board of Directors based upon recommendations from (i) shareholders, (ii) other members of the Board, (iii) officers and employees of the Company, and (iv) any other sources that the Committee deems appropriate and reputable, including from a third-party search firm retained by the Board or Committee to assist in the identification of possible candidates for election to the Board. 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. Upon completing its consideration of an individual candidate, the Committee may, in its sole discretion, nominate the candidate for consideration by the Board or reject the candidate.

B. Criteria for Selecting Directors. The Committee shall establish qualifications and standards for director candidates in addition to those set forth in this Charter. In evaluating candidates, the Committee will ensure that the composition of the Board satisfies all applicable the Nasdaq listing requirements, including a sufficient number of diverse and independent directors. 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. Directors will be selected based on, among other things, understanding of elements relevant to the success of a large publicly traded company, understanding of the Company’s businesses and educational and professional background.¹ At a minimum, the Committee shall evaluate nominees for the following:

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

C. Board and Board Committee Structure. The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board. The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

¹ Note to Company: This language is from the Corporate Governance Guidelines.

D. Director Changes in Position or Circumstances. The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the corporate governance guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

E. Board Evaluations and Continuing Education. In consultation with the Chairman of the Board, the Committee shall oversee the annual self-evaluations of the Board and its committees and monitor the orientation and training/educational needs of directors.

F. Management Evaluations and Succession Planning. The Committee shall oversee the annual evaluation of the Company's named executive officers. In consultation with the Board, the Committee shall periodically review and make recommendations to the Board as it deems appropriate regarding formal and informal policies and procedures for succession in the event of the retirement, death, incapacity, emergency or other eventuality with respect to the CEO, as well as succession plans for other senior management positions.

G. Committee Self-Evaluation. The Committee must at least annually perform a self-evaluation of its performance, in connection with which the Chairperson shall discuss the Committee's performance with each Committee member. The annual evaluation shall include a review of this Charter and the Committee shall submit any recommended changes to the Board for its consideration.

H. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. The Committee will, at least annually, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

I. Shareholder Proposals. The Committee shall review proposals made by shareholders of the Company for inclusion in the Company's proxy statement and make a recommendation to the Board regarding the Company's position with respect to, and actions, if any, to be taken by the Company in connection with, such proposals.

J. Committee Minutes and Reports to the Board. The proceedings of all Committee meetings shall be documented in minutes, which will be approved by the Committee. At the next regular Board meeting following any Committee meeting, the Chairperson shall report to the Board on behalf of the Committee.

K. Other Matters. The Committee shall perform such other governance-related functions as may be requested by the Board. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

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, including but not limited to any search firm to be used to identify director candidates. The Committee shall have 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. Shareholder Communications

Shareholders may communicate with the Committee by sending written correspondence to the Chairperson of the Nominating and Corporate Governance Committee at the following address: Caesars Entertainment, Inc., 100 West Liberty St., 12th Floor Reno, NV 89501. Attention: Corporate Secretary. The Chairperson 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.

Originally adopted by the Board of Directors on July 29, 2021; amended by the Board of Directors on July 26, 2023, and July 24, 2024