

# 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”).

### **1. Purpose**

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

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 D&I perspective. The Committee shall provide guidance to the Board and/or other Board committees regarding these issues and will direct and oversee the Company’s corporate responsibility programs. It may also perform other duties as delegated periodically by the Board and consistent with this Charter.

### **2. Composition**

The Committee shall be composed of at least three directors, as determined by the Board. Each member of the Committee shall be “independent” as determined under the applicable rules of the Nasdaq Stock Market and shall satisfy requirements for Board service consistent with this Charter, the Company’s bylaws (as amended, restated, or amended and restated from time to time, the “Bylaws”), and the Company’s corporate governance guidelines (the “Guidelines”). The Board will appoint the members of the Committee annually, considering the recommendation of the Committee, and members may be removed, with or without cause, only by the Board. The Board shall designate one member of the Committee as the Committee Chair.

### **3. Procedures and Quorum**

The Committee shall hold meetings as often as the Committee deems appropriate.

Except as expressly provided in this Charter, the Bylaws, or the Guidelines, 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. The Committee may also act by unanimous written consent without a meeting.

Meetings may be held at any time, any place and in any manner permitted by applicable law and the Bylaws. 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 Committee Chair and shall keep the meeting minutes and circulate them to the Committee 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.

#### **4. Principal Duties and Responsibilities**

A. The Committee may exercise any powers and carry out any responsibilities as directed by the Board and consistent with this Charter, the purposes of the Committee, and the Bylaws. Such duties and responsibilities may include:

(a) Define and oversee the Company's business purpose, value or mission statements, strategies, policies, and goals related to sustainability and D&I topics, including recommending short- and long-term goals and objectives that demonstrate responsible corporate citizenship, comport with strategic objectives, and are aligned with business value. Assist the Board in the development of processes to identify and update material sustainability and D&I topics on an as-needed basis. Such processes should consider frameworks that reflect global expectations of a wide range of stakeholders, such as 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.

(b) Review, discuss with management, and receive regular updates from senior executives on the Company's progress toward sustainability and D&I goals. Report back to the Board as appropriate.

(c) Create programs to develop the collective knowledge, skills, and experience of Board members on sustainability and ESG trends, regulation, risks, opportunities and peer performance.

(d) Review (i) investor views on sustainability and ESG, (ii) shareholder proposals on ESG matters and (iii) important public policy trends and regulatory matters that may impact Company business and strategy, and provide recommendations to the Board or its committees on the Company's response to any such views, proposals, or trends and regulatory developments.

(e) Recommend processes to aid the Board in overseeing the Company's management of material ESG issues, including the Board's role in stakeholder consultation. Oversee investigation of matters of critical concerns on sustainability topics that are brought to the Board and provide recommendations to the Board on the Company's response.

(f) Update the Board on mandatory and voluntary ESG disclosure frameworks and critical areas of interface with ESG ratings and rankings providers.

(g) 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 for approval.

(h) Oversee the Company's efforts to proactively promote D&I and implement training programs to combat unconscious bias within all levels of the Company.

(i) Ensure that appropriate policies and procedures are in place to effectively communicate on these issues with all stakeholders.

B. The Committee shall advise the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board in improving audit, compensation, compliance and risk management policies related to the sustainability performance of the Company by:

(a) monitoring existing risk management processes to ensure they accurately evaluate and mitigate material environmental and social risks and comply with existing regulation in these areas;

(b) 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, which shall include the adoption of frameworks that promote consistent disclosure around ESG topics;

(c) suggesting and assisting in the identification of linkages between the Company's financial performance and the effective management of sustainability issues;

(d) providing criteria to ensure a pipeline of executives and staff with experience and expertise to effectively manage the Company's sustainability impacts;

(e) 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;

(f) 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;

(g) assist the Board and the Compensation Committee with the oversight of human capital management; and

(h) recommending criteria for evaluation of the performance of the Board in overseeing how the Company manages and accounts for sustainability impacts.

#### **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, if required. 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.

*Originally adopted by Board of Directors on July 30, 2020; amended by the Board of Directors on July 26, 2023 and July 24, 2024.*