CAESARS ENTERTAINMENT CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(adopted as of January 31, 2012)

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by and acts on behalf of the Board of Directors (the "Board") of Caesars Entertainment Corporation (the "Company"). The purpose of the Committee is to:

- identify individuals qualified to become Board members consistent with criteria approved by the Board, recommend to the Board the slate of nominees to be recommended by the Board for election at applicable meetings of stockholders and recommend to the Board the composition of the Board and its several committees;

- develop and recommend to the Board, review and, as appropriate, from time to time recommend to the Board revisions to Corporate Governance Guidelines applicable to the Company; and

- oversee the evaluation of the Board and its committees.

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority to (i) retain independent legal counsel, search firms used to indemnify Director candidates and other consultants, experts or advisors to advise the Committee, (ii) approve the compensation and other retention terms of the same and (iii) terminate the same.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisers or search firms employed by the Committee and other expenses of the Committee that are necessary or appropriate in carrying out its duties.

Composition

The Committee shall be composed of at least two Directors, as determined by the Board. The Board appoints the members of the Committee annually, considering the recommendation of the Committee. The Board has the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the new member(s) satisfying the requirements described in this Charter.

Except to the extent the Company qualifies as a "controlled company" for purposes of the listing standards of the Nasdaq Stock Market, each member of the Committee shall be "independent" as determined under the applicable rules of the Nasdaq Stock Market.

Procedures

The Committee holds regular meetings, at least two times annually 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 Principles 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 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 Committee shall:

1. Develop, and to recommend to the Board for its approval, qualifications for Director candidates, and review these qualifications with the Board periodically.

2. Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders at any annual or special meeting.

3. Evaluate candidates for nomination to the Board, including those recommended by stockholders. The Committee shall adopt procedures for the submission of recommendations of candidates for Director by stockholders as it deems appropriate.

4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for Director.

5. Evaluate and recommend to the Board the structure of the Board and its committees and recommend to the Board for its approval Directors to serve as members of each committee and as committee chairs. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

6. Develop and recommend to the Board for its approval a set of Corporate Governance Guidelines. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

7. Oversee the annual self-evaluation process of the Board and its committees.

8. Make recommendations to the Board with respect to determinations of Director independence.

9. Formulate procedures for stockholders to communicate with non-management Directors and other members of the Board.

10. Consider matters relating to the Company's responsibilities as a global corporate citizen pertaining to corporate social responsibility and corporate public policy and the impact on the Company's employees and stockholders.

11. Advise and make recommendations to the Board regarding proposals made by stockholders for inclusion in the Company's annual proxy statement or for consideration at any meeting of stockholders.

12. Advise and make recommendations to the Board regarding corporate governance matters and practices, to the extent these matters are not the responsibility of any other committee of the Board.

13. Perform any other activities consistent with this Charter or as the Committee or the Board deems necessary or appropriate.

Records, Reports and Review

The Committee shall maintain minutes of its meetings and report regularly to the Board. The Committee shall evaluate its own performance on an annual basis in such manner as it deems appropriate. The Committee shall review and assess the adequacy of this Charter at least annually and submit any recommended changes to the Board for its consideration.