

CAESARS ENTERTAINMENT CORPORATION

162(M) PLAN COMMITTEE CHARTER (adopted as of January 31, 2012)

Purpose

The 162(m) Plan 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 this Committee is to:

- administer the Company's 2009 Senior Executive Incentive Plan, and
- solely with respect to executive officers of the Company (the "Executive Officers"), approve and administer all other compensation that is intended to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder ("Section 162(m) Compensation").

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority to (i) retain independent legal counsel, compensation and benefits consultants and other 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, 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 members of the Committee annually, considering the recommendation of the Nominating and Corporate Governance 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.

Each member of the Committee must meet the definition of "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

Each member of the Committee shall serve until such member's successor is duly appointed and qualified or until such member's resignation, retirement or removal by the Board.

Procedures

The Committee holds regular meetings 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 not delegate any of its responsibilities to any member or members of the Committees or to any other committee of the Board.

Principal Duties

The Committee shall:

1. At least annually, review and approve corporate goals and objectives relevant to Section 162(m) Compensation for the CEO, evaluate the CEO's performance in light of those goals and objectives and establish the level of the CEO's Section 162(m) Compensation based on such evaluation.
2. Review and approve the Section 162(m) Compensation for all other Executive Officers.
3. Solely with respect to the Committee's authority as set forth in paragraphs 1 and 2, administer and otherwise act for and on behalf of the Board or the Human Resources Committee with respect to the employee benefit plans of the Company and its subsidiaries relating to 162(m) Compensation awarded to the CEO or other Executive Officers.
4. Administer and approve awards under the Company's 2009 Senior Executive Incentive Plan.
5. 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.