

**CAESARS ACQUISITION COMPANY**  
**CORPORATE GOVERNANCE GUIDELINES**  
**(adopted as of October 18, 2013)**

The Board of Directors (the “Board”) of Caesars Acquisition Company (the “Company”), acting on the recommendation of its Nominating and Corporate Governance Committee, has developed and adopted the following corporate governance guidelines (“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.

Board Composition and Selection

1. Size. Pursuant to the By-Laws of the Company, the number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by a majority of the entire Board. The Board shall, taking into account the recommendation of the Nominating and Corporate Governance Committee, periodically evaluate the size of the Board and whether a larger or smaller board would be preferable.
2. Nominations. The Board is responsible for selecting the Company’s nominees for election to the Board. The Nominating and Corporate Governance Committee, after the receipt of any nominee recommendations from other Directors and/or stockholders, is responsible for identifying and recommending to the Board qualified candidates to be nominated for election as Directors at the annual meeting or any special meeting or to be appointed by the Board to fill vacancies occurring between annual meetings.
3. Election of Directors. Pursuant to the Company’s Certificate of Incorporation, as amended or amended and restated from time to time, each Director on the Board is elected to hold office until the third annual meeting after their election. The Board will have three classes of Directors of roughly equal size, with members of one class elected at each annual meeting. As a result, roughly one-third of the Board will be subject to election at each and every annual meeting of the Board. Pursuant to the Company’s By-Laws, each Director shall be elected by a plurality of the votes cast at the applicable election.
4. Board Membership Criteria. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria for membership to the Board. 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. The composition of the Board should encompass a broad range of skills, expertise, industry knowledge and diversity of background and experience.
5. Independence. When the Company ceases to qualify as a “controlled company” for purposes of the listing standards of the Nasdaq Stock Market, a majority of the Directors shall meet the Nasdaq Stock Market listing standards’ “independence” requirements within the time period provided by such listing standards. At least annually, the Nominating and Corporate Governance Committee reviews all relevant information and makes recommendations to the Board concerning the independence of the Directors. Based upon those recommendations, the

Board makes an affirmative determination as to the independence of each Director. The Board may establish categorical standards to assist in making such determinations. In the event that an independent Director becomes aware of any change in circumstances that may result in such Director no longer being considered independent under the listing standards of the Nasdaq Stock Market or under applicable law, the Director shall promptly inform the Board.

6. Retirement Policy. It is the general policy that a Director will not be re-nominated for election by the Board if he or she would be 72 or older at the time of the election. However, the Board may determine to waive this policy in individual cases.

7. Changes in Primary Employment. The Board does not believe that non-employee Directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the Director must notify the Board, which shall review the continued appropriateness of the affected Director remaining on the Board under the circumstances. The affected Director is expected to act in accordance with the Board's recommendation following such review.

8. Term Limits. The Board's policy is not to establish firm term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have a unique insight into the businesses of the Company.

#### Director Responsibilities

9. Oversight of the Company. The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. The Board has developed a number of specific expectations of Directors, set forth in these Guidelines, to promote the discharge of the Board's responsibility and the efficient conduct of the Board's business.

In performing its functions, the Board shall have access to and are entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Company shall provide for appropriate funding, as determined by the Board, for payment of compensation to any advisers employed by the Board and other expenses of the Board that are necessary or appropriate in carrying out its duties.

Directors may contact the CEO at any time to discuss any aspect of the Company's business. Directors shall also have complete access to other members of management, including in-house counsel, internal auditors and accountants; provided, however, Directors should avoid interfering with the day-to-day effectiveness of management and should arrange any such access through the CEO. The Board expects that there will be frequent opportunities for Directors to meet with the CEO and other members of management in Board and Committee meetings and in other formal or informal settings.

10. Board Meetings/Agendas. The Chairman of the Board will determine the frequency of Board meetings (which shall be not less than four meetings per year) and will set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any Director may request that an item be placed on an agenda. Agendas for

Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting will, to the extent practical and appropriate, be distributed to Directors sufficiently in advance of the meeting.

11. Commitment, Attendance and Participation. Directors are expected to attend Board meetings and meetings of Board committees of which they are members. Directors should devote appropriate time to Board materials in advance of meetings and be sufficiently familiar with the Company's business (including financial statements, capital structure, risks and competition) to facilitate active and effective participation in Board and committee deliberations. The Company will make appropriate personnel available to answer Directors' questions about aspects of the Company's business and to provide assistance to the Board and its committees.

12. Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a Director.

13. Executive Sessions of Independent Directors. At least twice annually, the independent Directors shall meet in executive session.

#### Committees

14. Board Committees. The Board has established the following primary committees: Audit Committee, Executive Committee, Human Resources Committee and Nominating and Corporate Governance Committee. Each of these committees has a written charter setting forth its composition, responsibilities, duties and authorities. The Board may add new committees as it deems advisable for purposes of fulfilling its primary responsibilities.

15. Assignment of Committee Members. The Nominating and Corporate Governance Committee is responsible for the recommendation to the Board of assignment of Board members to various committees and appointment of Chairs of the committees.

16. Committee Agendas. The Chairman of the Board will develop each committee's agenda for each meeting, taking into account the suggestions of the members of such committee. All Directors, whether members of a committee or not, are invited to make suggestions to the Chairman of the Board for additions to the agenda of any committee or to request that an item from a committee agenda be considered by the Board. Information and data that are important to a committee's understanding of the business to be conducted at a committee meeting are, to the extent practical and appropriate, to be distributed to committee members sufficiently in advance of the meeting.

17. Committee Reports. After a committee meets or otherwise takes action, it shall, as soon as practicable, make a report of its activities at a meeting of the Board.

#### Director Orientation and Continuing Education

18. Management, working with the Nominating and Corporate Governance Committee, will provide an orientation process for new Directors. Periodically, management will prepare

additional educational sessions for Directors on matters relevant to the Company's operations and plans.

### Compensation

19. Evaluating and Approving Compensation for the CEO. The Human Resources Committee evaluates the performance of the Chief Executive Officer against the Company's goals and objectives and approves the compensation level of the Chief Executive Officer, and then reports its actions to the Board.

20. Director Compensation. The Board, considering the recommendations of the Human Resources Committee, conducts a review at least annually of the components and amount of the compensation for non-employee Directors (including benefits) in relation to other similarly situated companies to ensure that Board compensation is consistent with market practices. Based on that review, the Board adjusts compensation as appropriate. Directors who are also employees of the Company or its subsidiaries receive no separate compensation for serving as Directors or as members of Board committees.

### Management Succession

21. At least annually, the Human Resources Committee shall review and make recommendations to the Board regarding the management succession plan, addressing the policies and principles for the Company's executive officers selection and performance review, as well as policies regarding succession in the event of emergency or retirement.

### Annual Performance Evaluation of the Board

22. Through a formal survey or other appropriate means, the Nominating and Corporate Governance Committee shall lead the Board and its committees through an annual self-evaluation process to determine whether they are functioning effectively. As soon as possible following completion of each annual self-evaluation, the Nominating and Corporate Governance Committee shall report the results of the self-evaluation process to the Board.

### Public Interactions

23. The Board believes that the management speaks for the Company. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.