

CAESARS ACQUISITION COMPANY

EXECUTIVE COMMITTEE CHARTER

(adopted as of October 18, 2013)

Purpose

The Executive Committee (the “Committee”) is appointed by and may act on behalf of the Board of Directors (the “Board”) of Caesars Acquisition Company (the “Company”). The purpose of the Committee is to facilitate approval of certain actions that do not require consideration by the full Board as described in this Charter.

The Committee shall have the resources to exercise its authority, 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 three Directors, as determined by the Board. At least one member of the Committee shall be affiliated with TPG Capital, LP and at least one member of the Committee shall be affiliated with Apollo Global Management, LLC. The Committee will serve at the discretion of the Board, shall act only in intervals between meetings of the Board and shall in all respects be subject to the control and direction of the Board. The Board has the power at any time to change the membership of the Committee and to fill vacancies in it.

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 may act by a majority of its members at a meeting or informally without a meeting, provided that all members thereof sign a writing reflecting such informal action and provided, further, that at least one member of the Committee affiliated with TPG Capital, LP and at least one member of the Committee affiliated with Apollo Global Management, LLC must approve any action of the Committee. Subject to the foregoing, the Committee may fix its own rules of procedure.

Authority and Limitations

1. The Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company and may act on behalf of the Board to the fullest extent permitted under Delaware law and the Certificate of Incorporation and By-Laws of the Company (as each may be amended and or restated from time to time). Without limiting the foregoing, the Committee's powers include, without limitation, the power to:

- establish additional committees or subcommittees of the Board and the delegate authority to such committees and subcommittees;
- authorize the issuance of shares of stock, fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Company or the conversion into, or the exchange of such shares for shares of any other class or classes or any other series of the same or any other class or classes of stock of the Company, or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series; and
- if so authorized by a resolution of the Board of Directors, amend the Certificate of Incorporation and By-Laws of the Company and adopt a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law with respect to the Company's 90%-owned subsidiaries.

2. Notwithstanding the foregoing, the Committee shall not be authorized to:

- declare dividends;
- adopt an agreement of merger or consolidation of the Company pursuant to Sections 251 and 252 of the Delaware General Corporation Law;
- recommend to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
- recommend to the stockholders a dissolution of the Company or a revocation of a dissolution;
- approve the Company's annual operating plan and budget;
- approve the sale or lease of real or personal property assets with fair value greater than \$400 million;
- approve the issuance of options to purchase stock of the Company without prior approval of the Human Resources Committee of the Board;
- approve acquisitions of substantially all or material assets of any business or company or investment in any business or company valued in excess of \$400 million; or

- approve sale of stock or substantially all assets of any business or investment in any business or company valued in excess of \$400 million.

The Committee shall maintain minutes of its meetings and report regularly to the Board.