

**COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF  
PENN ENTERTAINMENT, INC.**

**CHARTER**

**I. PURPOSE**

The purpose of the Compensation Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of PENN Entertainment, Inc. (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the Company’s executive compensation programs and related policies, the Company’s director compensation program and related policies, the Company’s management succession planning, employment and other agreements with certain of the Company’s executives, the Company’s long term incentive compensation and equity compensation plans, and to perform the specific duties and responsibilities listed below and any related matters required by applicable laws, rules and regulations.

The Compensation Committee shall have the authority, in its sole discretion, to obtain the advice and assistance of compensation consultants, legal counsel, accounting advisors, and other advisors (each, an “**Advisor**”) as it deems necessary to fulfill its duties and responsibilities under this Charter, and the Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisor. The Compensation Committee may select, or receive advice from, an Advisor only after taking into consideration all factors relevant to that person’s independence from management, including the factors specified in the applicable Nasdaq listing standards. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to any such Advisor retained by the Compensation Committee. The Compensation Committee shall have full access to any relevant records of the Company.

The Compensation Committee shall have the authority to delegate any of its responsibilities, along with the authority to act in relation to such responsibilities, to one or more subcommittees as the Compensation Committee may deem appropriate in its sole discretion; *provided, however*, that the Compensation Committee shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

**II. COMPOSITION**

The Compensation Committee shall consist of three or more independent directors, as determined from time to time by the Board. Each member of the Compensation Committee shall (i) satisfy applicable independence rules under the Nasdaq Stock Market (“**Nasdaq**”), (ii) qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), (iii) satisfy any other applicable regulatory requirements for service on the Compensation Committee, and (iv) meet any additional requirements that the Board deems appropriate. Membership on the Compensation Committee shall be determined and approved annually by the Board. Any vacancy on the Compensation Committee shall be filled by

a majority of the Board. The Compensation Committee Chair shall be appointed by the Board. Should any member of the Compensation Committee cease to be independent, such member shall immediately resign his or her membership on the Compensation Committee. No member of the Compensation Committee shall be removed except by majority vote of the Board.

### **III. MEETINGS**

The Compensation Committee shall meet as frequently as necessary but in no event less than twice each year. A majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business. Minutes shall be recorded by the person appointed Secretary of the Compensation Committee for a particular meeting. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Compensation Committee. The Compensation Committee may also act in any manner the Board is authorized to act, including by unanimous written consent without a meeting. The Compensation Committee may include any officer, executive, employee, outside counsel or other advisor at its meetings that the Compensation Committee Chair believes is appropriate to the conduct of the Compensation Committee's business.

### **IV. COMPENSATION PHILOSOPHY**

The Company intends to maintain an executive compensation program that will help it attract and retain the executive talent needed to grow and further the strategic interests of the business. To this end, the Company provides a compensation and benefits program that is competitive with that of its peers and rewards the skills and experience of its executive team. The Company's program will be designed to motivate and reward executives to achieve and exceed targeted results and improve shareholder value. Compensation received by the executives will be commensurate with the performance of the Company, the business unit they are part of, and their own individual contribution.

### **V. RESPONSIBILITIES AND DUTIES**

The Compensation Committee shall:

1. Review and approve, in light of the overall compensation philosophy set forth in this Charter, any annual incentive compensation plan for the Chief Executive Officer (the "CEO") and the other executive officers of the Company, including the review and approval of any performance criteria, goals and objectives provided for in any such plan.
2. Evaluate the annual performance of the CEO (in executive session, during which the CEO shall not be present), including his or her performance under previously established performance criteria, goals and objectives, and recommend to the Board for approval the annual salary, bonus, equity award and other benefits of the CEO (in executive session, during which the CEO shall not be present) based on this evaluation.

3. Evaluate the annual performance of the other executive officers, including the performance of the other executive officers under previously established performance criteria, goals and objectives, and set the annual salary, bonus, equity award and other benefits of such other executive officers based on this evaluation.
4. Review and recommend to the Board for approval the following as they affect the CEO: (a) any employment agreements and separation arrangements; (b) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO and individuals who formerly served as CEO, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. Review and approve the following as they affect the other executive officers: (a) any employment agreements and separation arrangements; (b) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the other executive officers and individuals who formerly served as such executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
6. Review and recommend to the Board new executive compensation programs; review annually the operation of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); review annually executive peer group compensation information of comparable companies; establish and periodically review policies for the administration of executive compensation programs; and take steps to ensure that the Company's executive compensation programs comport with the Company's compensation philosophy stated above, including whether compensation arrangements for Company executives incentivizes unnecessary and excessive risk taking.
7. Periodically review policies in the area of senior management benefits and perquisites.
8. Assess succession planning for management and leadership of the Company.
9. Review and approve management recommendations on option grants or blocks of options to be distributed to the general employee population.
10. Administer and interpret the Company's long term incentive and equity compensation plans.
11. Review and recommend to the Board the appropriate structure and amount of compensation for the directors.
12. Produce a compensation committee report required by the rules of the Securities and Exchange Commission (the "SEC") for inclusion in the Company's annual meeting proxy statement; review and discuss with management the compensation discussion and analysis (the "CD&A") and, based on such review and discussions, recommend to the Board that the CD&A be included in the Company's relevant filing with the SEC.

13. Oversee the Company's submission to a shareholder vote of matters relating to compensation, including, reviewing and recommending to the Board for approval the frequency with which the Company will conduct a shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "**Say on Pay Vote**"), and reviewing and recommending the Board approve the submission of proposals regarding the Say on Pay Vote, the frequency of the Say on Pay Vote, incentive and other compensation plans and amendments to such plans to be included in the Company's proxy statement.
14. Review shareholder proposals and advisory shareholder votes relating to executive compensation matters and recommend to the Board the Company's response to such proposals and votes.
15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
16. No less than annually, in coordination with the Nominating and Corporate Governance Committee, conduct an evaluation of the Compensation Committee's performance and deliver to the Board a report, which may be oral, setting forth the results of the evaluation.
17. Review, administer, adopt, amend and/or terminate any clawback policies of the Company, including any recoupment policy that may be required by, or in addition to, the Nasdaq listing standards from time to time.
18. Formulate and administer the Company's stock ownership guidelines.
19. Review other information and recommend other actions as the Compensation Committee deems appropriate, and perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Compensation Committee or the Board deems necessary or appropriate.

Compensation for employees of the Company who do not serve as the CEO or other executive officers that are not specifically addressed above may be determined by the CEO, the President, if any, and their respective designees.

## **VI. REPORTING RESPONSIBILITY**

All action taken by the Compensation Committee shall be reported to the Board at the next Board meeting following such action. In addition, compensation matters may be discussed in executive session with the full Board during the course of the year.

Last amended: December 12, 2024