

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF
PENN ENTERTAINMENT, INC.**

CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Governance 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 director nominations process and procedures, including identifying and recommending individuals qualified to serve as directors of the Company and on committees of the Board, to develop and maintain the Company’s corporate governance policies, to develop and maintain the Company’s corporate social responsibility policies, to oversee the evaluation of the Board and each committee, and to perform any related matters required by applicable laws, rules and regulations.

The Governance Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of inside and outside counsel and such other advisors, including search firms used to identify director candidates, as it deems necessary to fulfill its duties and responsibilities under this Charter. The Governance Committee shall set the compensation and such other terms, and oversee the work, of its outside counsel and other advisors. The Governance Committee shall receive appropriate funding from the Company, as determined by the Governance Committee, for the payment of compensation to its outside counsel and any other advisors. The Governance Committee shall have full access to any relevant records of the Company.

The Governance 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 Governance Committee may deem appropriate in its sole discretion; *provided, however*, that the Governance 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 Governance Committee as a whole.

II. COMPOSITION

The Governance Committee shall consist of three or more independent directors, as determined from time to time by the Board. Each member of the Governance Committee shall be qualified to serve on the Governance Committee pursuant to the rules and regulations adopted by the Nasdaq Stock Market (“**Nasdaq**”) and any additional requirements that the Board deems appropriate.

Membership on the Governance Committee shall be determined and approved annually by the Board. Any vacancy on the Governance Committee shall be filled by majority vote of the Board. The Governance Committee Chair shall be appointed by the Board. Should any member of the Governance Committee cease to be independent, such member shall immediately resign his or her membership on the Governance Committee. No member of the Governance Committee shall be removed except by majority vote of the Board.

III. MEETINGS

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

IV. RESPONSIBILITIES AND DUTIES

The Governance Committee shall:

1. Review and make recommendations on the eligibility criteria for individual Board and committee membership, including the range of skills and expertise, diversity of background, knowledge and independence, which should be represented on the Board and its committees, and which shall be in accordance with the rules and regulations of any governmental or regulatory body exercising authority over the Company, including, without limitation, the Securities and Exchange Commission ("SEC") and Nasdaq.
2. Review and recommend to the Board, on an ongoing basis, the appropriate structure, composition and size of the Board and its committees. The Governance Committee, in addressing the overall composition of the Board, will consider director tenure, diversity of background, knowledge, experience, skills, expertise and such other relevant factors that the Governance Committee considers appropriate in the context of the needs of the Board or applicable committee.
3. Conduct annual reviews of each director's independence and make recommendations to the Board based on its findings.
4. Identify and recommend, for the selection by a majority of the Board, potential candidates, including those candidates recommended by shareholders in accordance with the Company's bylaws, for election or re-election to the Board. As part of its review of a potential candidate's qualifications, the Governance Committee shall consider the eligibility criteria established by the Board and conduct a background check of all potential candidates to confirm the qualifications and character of the candidate, to evaluate the "suitability" (as such term is generally used in the gaming industry) of such candidate and to make such other determinations as the Governance Committee may deem appropriate or necessary.
5. Consider the Board's leadership structure, including the separation of the Chairman of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, and make such recommendations to the Board with respect thereto as the Governance Committee deems appropriate.

6. Oversee the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes the Governance Committee deems appropriate.
7. Oversee the Company's risks and practices relating to corporate social responsibility, including environmental, social and governance ("ESG") programs and reporting for environmental and sustainability initiatives, social responsibility to communities, the Company's culture, talent strategy, and diversity, equity, and inclusion initiatives.
8. Oversee the Company's orientation programs for new directors and continuing education programs for directors, as may be necessary and appropriate.
9. Oversee periodic evaluations of the Board and its committees and make recommendations to the Board as may be appropriate following consideration of the results of such evaluation.
10. Review and discuss with management the disclosure regarding the operations of the Governance Committee, director independence, and ESG matters in the Company's proxy statement or Annual Report on Form 10-K, as applicable.
11. Review this Charter at least annually and recommend any proposed changes to the Board for approval.

V. REPORTING RESPONSIBILITY

All action taken by the Governance Committee shall be reported to the Board at the next Board meeting following such action.

Last amended: December 12, 2024