

## TWIN RIVER WORLDWIDE HOLDINGS, INC.

### COMPLIANCE COMMITTEE CHARTER (THIS "CHARTER")

MARCH 28, 2019

#### Purposes

The Compliance Committee (the "**Committee**") of Twin River Worldwide Holdings, Inc. (the "**Company**"), in coordination with the Company's Compliance Officer, establishes and administers the Company's compliance program (the "**Compliance Program**") and develops, initiates, maintains and revises compliance policies and procedures to prevent illegal, unethical, or improper conduct.

#### Composition

**Size.** The Committee will be comprised of at least the Company's Compliance Officer, the Company's President and such other persons as may be designated from time to time by the Board.

**Chair.** The Committee will select a Committee chairperson from among the Committee's members (the "**Committee Chair**").

**Resignation and Removal.** Each Committee member will serve at the pleasure of the Board for such term as the Board may decide. A Committee member may resign from the Committee upon written notice to the Board.

#### Authority and Responsibilities

The authority and responsibilities of the Committee include the following:

1. Periodically review the Code of Business Conduct (the "**Code**") to ensure continuing relevance in providing guidance to management and employees and, if applicable, recommend updates to the Code to the Board.
2. Maintain reasonable current knowledge of laws and regulations.
3. Respond to alleged material violations of rules, regulations, policies, procedures and the Code as identified by the Compliance Officer by evaluating or recommending the initiation of investigative procedures.
4. Act as an independent review and evaluation body with the objective of ensuring that identified compliance issues within the Company are evaluated, investigated and resolved.
5. Identify potential areas of compliance vulnerability and risk, develop and implement corrective action plans determined to be appropriate for resolution of compliance issues and provide general guidance on how to avoid and address similar situations in the future.

6. Monitor anti-money laundering requirements and compliance.
7. Monitor the compliance communication program for the Company, including (a) use of the Company's compliance hotline; (b) heightening awareness of the Code; and (c) understanding of new and existing compliance issues and related policies and procedures.
8. Monitor the performance of the Compliance Program and related activities on a continuing basis, taking appropriate steps to improve its effectiveness.
9. Provide updates to the Audit Committee of the Board (the "**Audit Committee**"), as necessary, regarding the operation and progress of compliance efforts.

## **Meetings**

The Committee will meet at least four times annually, and as frequently as determined by the Committee Chair to be necessary to carry out its responsibilities under the Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of, and legal counsel to, the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Committee Chair will supervise the conduct of the meetings and will have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's internal or outside legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting. The Committee may act by unanimous written consent.

## **Resources and Authority**

The Committee will have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding in such amount as the Committee deems necessary, to compensate any consultants or any other advisors, including independent counsel, retained by the Committee, and will have the authority to investigate any matter brought to its attention within the scope of its duties. The Committee will have the sole authority to retain and terminate search firms to assist in

the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities and duties.

### **Annual Review**

At least annually, the Committee will review the Charter with the Board and recommend any changes to the Board and evaluate its performance against the requirements of the Charter and review this evaluation with the Board. The evaluation will include the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.