

## TWIN RIVER WORLDWIDE HOLDINGS, INC.

### NOMINATING AND GOVERNANCE COMMITTEE CHARTER (THIS "CHARTER")

MARCH 28, 2019

#### Purposes

The Nominating and Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Twin River Worldwide Holdings, Inc. (the "**Company**") identifies individuals it determines to be qualified to become members of the Board, recommends candidates to fill Board vacancies and newly created director positions, recommends whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms, recommends corporate governance guidelines applicable to the Board and the Company's employees, oversees the evaluation of the Board and its committees and assesses and recommends Board members to the Board for committee membership.

#### Composition

**Size.** The size of the Committee will be determined by the Board, subject to any requirements or limitations in the Company's certificate of incorporation or bylaws.

**Qualifications.** Each Committee member will be "independent" under applicable listing rules, subject to the exemptions and phase-in periods provided by these rules.

**Selection.** The Board selects Committee members, including to fill member vacancies following the resignation or removal of a Committee member, based on recommendations of the Committee. The Board 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 or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

#### Authority and Responsibilities

The authority and responsibilities of the Committee will include the following:

1. Develop Nominating Criteria. The Committee will periodically assess, develop, and communicate with the Board concerning the appropriate criteria for nominating and appointing directors, including the size and composition of the Board, applicable listing standards, laws, rules and regulations, the consideration of stockholder nominees to the Board, the

Company's Corporate Governance Guidelines, and other factors considered appropriate by the Board or the Committee.

2. Identify and Recommend New Director Candidates. The Committee will identify individuals it believes to be qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. The Committee will evaluate a prospective nominee suggested by any stockholder in substantially the same manner and against substantially the same criteria as any other prospective nominee identified by the Committee from any other source. In recommending candidates, the Committee will consider such factors as it deems appropriate, consistent with the factors in the Company's Corporate Governance Guidelines. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee will also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company's bylaws or otherwise.
3. Evaluate Incumbent Directors. The Committee will evaluate and recommend to the Board whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term.
4. Evaluate Independence. The Committee will conduct an annual evaluation of whether members of the Board qualify as independent under applicable standards and will present its recommendation to the Board.
5. Recommend Committee Members. The Committee will recommend candidates for appointment to the Company's standing committees in accordance with the policies and principles in each committee's charter and taking into consideration such other factors as it deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.
6. Review Corporate Governance Guidelines. At least annually, the Committee will review the Company's Corporate Governance Guidelines and recommend changes, as appropriate. In addition, as necessary, the Committee will recommend to the Board appropriate revisions to the Company's certificate of incorporation, bylaws, committee charters and Corporate Governance Guidelines.
7. Review Code of Business Conduct and Ethics. At least annually, the Committee will review the Company's Code of Business Conduct and Ethics and recommend changes to the Board, as appropriate.

8. Assist in Succession Planning. At least annually, the Committee will review and report to the Board on succession planning for appropriate contingencies in the event that the Chairman of the Board retires, resigns or is incapacitated. The Committee will assist the Board in evaluating potential successors to the Chairman of the Board.
9. Review Possible Conflicts of Interests. The Committee will consider possible conflicts of interests of Board members and management, including reviewing, as necessary, any executive officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize or eliminate such conflicts of interest.
10. Recommendations as to the Board. The Committee will make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders.
11. Administer Evaluations. The Committee will oversee an annual evaluation of the Board, its committees and each director.
12. Orientation and Continuing Education. The Committee will develop with management and monitor the process of orienting new directors and continuing education for all directors.
13. Committee Reports to the Board. At the next regular meeting of the Board after the Committee has met or taken action, the Committee will report its activities and any recommendations to the Board.
14. Strategic Plan Oversight. To the extent specified by the Board, the Committee will oversee the Company's strategic plan process and potential transactions and investments that may be recommended for consideration by the full Board.
15. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time, and perform any other activities consistent with the Charter, listing rules, the Company's certificate of incorporation, bylaws and applicable laws, rules and regulations.

## **Meetings**

The Committee will meet at least annually, and as frequently as 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.

### **Delegation**

Except as otherwise provided in a resolution of the Board, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

### **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.