

# **GAMING AND LEISURE PROPERTIES, INC.**

## **BOARD OF DIRECTORS**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Gaming and Leisure Properties, Inc. (the “Company”) is to carry out the responsibilities delegated by the Board to the Committee relating to (a) the Company’s director nomination process and procedure, (b) the Company’s corporate governance policies and (c) any related matters required by applicable laws, rules and regulations.

#### **II. MEMBERSHIP**

The Committee shall consist of two or more “independent directors,” as such term is defined in the rules and regulations adopted by the Nasdaq Stock Market (“Nasdaq”) and the Securities and Exchange Commission (“SEC”). Membership on the Committee shall be determined and approved annually by the Board. The Chairman of the Committee shall be appointed by the Board. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee.

#### **III. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. Review and recommend to the Board the appropriate structure, composition and size of the Board and its committees.
2. Review and make recommendations on the eligibility criteria for individual Board and committee membership, including the range of skills and expertise, diversity of race, ethnicity, gender and age, 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 SEC and Nasdaq.
3. 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 Committee shall conduct a background check of all potential candidates to confirm the qualifications and character of the candidate, to evaluate whether such a candidate may be an “Unsuitable Person” (as such term is defined in the Company’s Articles of Incorporation) and to make such other determinations as the Committee may deem appropriate or necessary. The Committee’s oversight of director nominations shall not apply with respect to those directors, if any, entitled to be nominated for director by a third party pursuant to a binding obligation of the Company.

4. Review annually the composition of each standing committee of the Board (including the Committee) and present recommendations for committee membership to the Board.
5. Review the Company's Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.
6. Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval, any guidelines, documents or policies, or any changes thereto, that comprise the Company's corporate governance framework.
7. Oversee shareholder engagement with respect to corporate governance matters.
8. Determine and oversee the share ownership guidelines applicable to directors and executive officers.
9. Review and assess succession planning for management and leadership of the Company.
10. Oversee an annual evaluation of the Board and its committees and make recommendations to the Board as may be appropriate following consideration of the results of such evaluation.
11. Review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
12. Review this charter at least annually and recommend any proposed changes to the Board for approval.
13. Review other information and recommend other actions as it deems appropriate.

#### **IV. RESOURCES**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of internal or external legal counsel, search firms and other advisors (each, an "advisor"), as it deems necessary or appropriate, in its sole discretion, to fulfill its duties and responsibilities under this charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisors retained by the Committee and shall set the compensation and such other terms of such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its advisors.

## **V. STRUCTURE AND OPERATIONS**

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

## **VI. DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **VII. REPORTING RESPONSIBILITY**

All action taken by the Committee shall be reported to the Board at the next Board meeting at which committee reports are delivered following such action. In addition, nominating and corporate governance matters may be discussed in executive session with the full Board during the course of the year.