

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 evaluation of the Company’s Board composition and size; (b) the director nomination process and procedure, (c) oversight of the Company’s environmental, social and governance (“ESG”) matters and (d) 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 the structure, composition, and size of the Board and its committees and make recommendations to the Board based on its review and analysis.
2. Review and make recommendations on the eligibility criteria for individual Board and committee membership, with the objective of recommending a group that can best fulfill the duties of the Board, in order to lead to the success of the Company’s business and represent shareholder interests using its diversity of experience, competence and skill, 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. In furtherance of its commitment to diversity, the Committee shall strive to ensure a broad range of skills and expertise, experience, diversity of race, ethnicity, gender, age, and independence, among others, are represented on the Board and its committees.
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 and review the Company’s strategies, activities, policies and communications regarding sustainability and ESG-related matters and make recommendations to the Board, including reviewing and recommending to the Board for approval, any guidelines, documents or policies, or any changes thereto, that comprise the Company’s ESG framework.
7. Oversee shareholder engagement with respect to ESG 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. Engage third parties, if and when the Committee deems appropriate, to identify potential director nominee candidates, which shall include instructing such parties of the criteria to be considered to ensure the Committee’s commitment to maintain an appropriate balance of tenure, diversity, skills and experience on the Company’s Board.
14. 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.

As Amended by the Board and Effective: March 26, 2020