

**GOLDEN ENTERTAINMENT, INC.**

**CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

**CHARTER**

**(as amended through March 8, 2021)**

**I. Purpose.**

The Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Golden Entertainment, Inc. (the “Company”) is responsible for developing the overall corporate governance policies for the Company, for identifying, screening, recruiting and presenting director candidates to the Board, and for oversight of the Company’s human capital management. The Committee provides assistance to the Board in the areas of committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices.

**II. Organization.**

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of The Nasdaq Stock Market LLC and any other regulatory requirements that may be applicable to the Committee from time to time (“Independent Directors”).

Committee members shall be appointed by the Board and may be removed by the Board in its sole discretion for any reason or no reason. The Board may fill any vacancy on the Committee. The chair of the Committee shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chair by vote of a majority of the full Committee.

The Committee shall have the authority to form, and to delegate any of its responsibilities or authority to, subcommittees as the Committee may deem appropriate in its sole discretion, provided that the subcommittees are composed entirely of Independent Directors.

**III. Structure and Meetings.**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities but in no event less than twice annually. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Meetings may be held either in person or telephonically and at such times and places as the Committee determines. A majority of the members of the Committee shall constitute a quorum for transacting business at a meeting. The Committee may also take action by majority written consent.

The chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee shall prepare minutes of each meeting, which shall be provided to all Committee members at regularly scheduled meetings of the Committee, and upon request, to any other director. In addition, the Committee shall make regular reports to the Board regarding the activities of the Committee and will propose any necessary action to the Board.

#### **IV. Goals and Responsibilities.**

In furtherance of its purposes, the Committee shall:

- (i) review and reassess periodically the adequacy of the corporate governance guidelines applicable to the Company and recommend to the Board any changes deemed appropriate;
- (ii) evaluate the composition, organization and governance of the Board, determine future requirements and make recommendations to the Board for approval;
- (iii) review and consider desired Board and committee member skills and attributes;
- (iv) review candidates for Board membership consistent with the Board's criteria for selecting new directors, including a review of candidates for Board membership recommended by shareholders;
- (v) annually recommend a slate of nominees to the Board to be considered for election or re-election at the Company's annual shareholders' meeting;
- (vi) conduct inquiries into the backgrounds and qualifications of possible candidates to the extent deemed appropriate and necessary by the Committee in its sole discretion;
- (vii) review and evaluate periodically the performance of the Board and this Committee, including conducting surveys of director observations, suggestions and preferences and other procedures established by the Committee from time to time, and confirm the completion of periodic self-evaluations by the other standing committees of the Board;
- (viii) evaluate and consider matters relating to the qualifications and retirement of directors;
- (ix) review and consider, and consult with the Board regarding, management succession;
- (x) consider questions of possible conflicts of interest of Board members and of executive officers;

- (xi) identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the Company's business operations, performance, public image or compliance with applicable laws;
- (xii) generally make recommendations to the Board on corporate governance matters;
- (xiii) review and approve the Company's Code of Ethics for directors, officers and employees;
- (xiv) confirm that the Independent Directors on the Board are holding regularly scheduled executive sessions at which only Independent Directors are present;
- (xv) recommend to the Board policies regarding processes by which shareholders of the Company may communicate with the Board and individual directors;
- (xvi) review and make recommendations to the Board regarding (a) committee member qualifications, (b) appointments, removals and rotation of committee members, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board;
- (xvii) review and reassess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (xviii) perform any other activities consistent with this Charter, the Company's Articles of Incorporation, Bylaws and governing law as the Committee or the Board deems appropriate.

**V. Committee Authority; Resources.**

The Committee shall have the authority, to the extent it deems necessary or appropriate, to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's duties and responsibilities, and may retain, at the Company's expense, such advisors as it deems necessary to assist with such investigations or studies. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to advisors hired by the Committee.