

CHURCHILL DOWNS INCORPORATED NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Churchill Downs Incorporated (the “Company”) shall be responsible for identifying, evaluating and recommending individuals qualified to become members of the Board, overseeing the annual performance evaluation of the Board and its committees. In addition, the Committee provides oversight with regard to the Company’s environmental, sustainability and governance efforts and progress and the Company’s corporate governance policies.

Organization

The Committee shall be composed of at least three (3) directors. The composition of the Committee shall meet the SEC’s requirements and Nasdaq’s listing standards, including independence requirements. The Committee shall meet at least one time per year, or more frequently as it deems appropriate to carry out its responsibilities. All Committee members are expected to attend each meeting, in person or via teleconference or other means of remote communication approved by the Committee chairperson. All actions of the Committee shall be taken by a majority vote of the quorum of members present at the meeting. A majority of the total number of members then currently on the Committee shall constitute a quorum of the Committee for purposes of each meeting.

Responsibilities

The Committee shall have the following responsibilities:

- To consider matters of corporate governance and to review the Company’s Corporate Governance Guidelines periodically and recommend changes to the Board.
- To develop standards for independence that shall be applied when screening candidates to serve as directors and to review directors’ independence and report its findings to the Board annually.
- To determine and recommend to the Board criteria regarding personal qualifications currently needed for Board membership (i.e., diversity, experience, skill sets).
- To consider candidates for new and vacant positions on the Board, review candidates’ qualifications, recommend qualified candidates to the Board, and recruit qualified candidates selected by the Board to fill such positions.
- To oversee the Board’s compliance with the Diverse Board Representation requirements set by Nasdaq and any other similar requirements or recommendations relating to Board composition.
- To develop and carry out a program of orientation for new members of the Board and

continuing education for the full Board.

- To oversee an annual evaluation of the performance of the Board and provide feedback to the Board on how the directors, the committees and the Board are functioning.
- To evaluate Board practices and leadership structure at the Company on an annual basis and recommend appropriate changes to the Board.
- To monitor and recommend changes regarding the functions and structure of the various committees of the Board and to recommend members of the committees to the Board.
- To oversee the Company's environmental, sustainability and governance efforts and progress.
- To consider governance issues raised by shareholders or other stakeholders in the Company and recommend appropriate responses to the Board.
- To review and assess the adequacy of and update, if necessary, this Charter annually.
- To conduct an annual performance evaluation of the Committee.
- To perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

The Committee has the sole authority to engage and terminate outside consultants to assist it in discharging its responsibilities, and to set fees and retention arrangements for such consultants, at the Company's expense. The Committee shall report the results of its deliberations, actions and observations to the Board.