

# CODE OF BUSINESS CONDUCT OF PENN ENTERTAINMENT, INC.

## I. INTRODUCTION

The reputation and integrity of PENN Entertainment, Inc., and its subsidiaries (the “**Company**”) are valuable assets that are vital to the Company’s success. This Code of Business Conduct (“**Code**”) covers a wide range of business practices and procedures and includes standards that are designed to deter wrongdoing and to promote (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (“**SEC**”) and in other public communications made by the Company; (iii) compliance with applicable governmental laws, rules, and regulations; (iv) the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and (v) accountability for adherence to the Code. All our employees, officers, and directors (collectively referred to as “**employees**”) are responsible for conducting the Company’s business in a manner that demonstrates our shared commitment to the highest standards of integrity and, accordingly, we must all seek to avoid even the appearance of improper behavior. This Code also applies to certain independent contractors, consultants and advisors who work at the Company’s facilities or on the Company’s behalf, in which case those persons will be notified and provided a copy of this Code. Such persons will be referred to as employees solely for purposes of this Code.

No code of conduct can replace the thoughtful behavior of an ethical employee. The purpose of this Code is to:

- focus employees on areas of ethical risk;
- provide guidance to help employees recognize and deal with ethics issues;
- provide mechanisms for employees to report unethical conduct;
- foster among employees a culture of honesty and accountability; and
- ensure protection against retaliation for employees who engage in conduct encouraged by this Code.

Dishonest or illegal conduct will constitute a violation of this Code, regardless of whether the conduct is specifically addressed in the Code.

## II. SEEKING GUIDANCE

This Code does not cover every issue that may arise, but rather it sets out basic principles to guide all employees of the Company. The Company’s Board of Directors (the “**Board**”) and the Company’s management has designated a Chief Compliance Officer (the “**Chief Compliance Officer**”) for the administration of the Code. In addition, the Chief Legal Officer and local compliance officer (the “**OpCo compliance officer**”) will assist the Chief Compliance Officer with the administration of this Code.

Questions regarding the application or interpretation of this Code are to be expected. If employees have questions regarding any of the policies described in the Code or are in doubt regarding the best course of action in a particular situation, they should feel free to direct questions to the Chief Compliance Officer, Chief Legal Officer, or the employee's OpCo compliance officer. The Chief Compliance Officer is also responsible for conducting or directing the investigation of alleged Code violations under the oversight of the Audit Committee of the Board (the "**Audit Committee**") or as directed by the Company's Compliance Committee (the "**Compliance Committee**"). The Chief Compliance Officer will provide timely reports to the Audit Committee and the Compliance Committee of the Board as material events transpire on matters such as suspected violations of the Code, status of inquiries and investigations, requested waivers to the Code and enforcement of the Code.

### **III. REPORTING VIOLATIONS**

#### **A. Reporting Violations**

The Company expects employees who observe, learn of, or, in good faith, suspect a violation of the Code, to immediately report the violation to the Chief Compliance Officer or their OpCo compliance officer. **Employees may also report violations of the Code by calling the Company's toll-free number (877-864-9164) or via the internet at [www.reportlineweb.com/pennnational]. The services are available 24 hours a day, 7 days a week.** These calls and internet reports are handled by a third-party provider and treated anonymously, if requested. All managers and supervisors are required to enforce this Code and are not permitted to dismiss or otherwise condone violations. Reported violations will be investigated and addressed promptly. An employee who violates the Code may, depending on the nature and severity of the violation, be subject to disciplinary action, up to and including termination of employment with the Company, or legal action. Except as described below, the investigation of an alleged Code violation shall be handled by the Chief Compliance Officer in conjunction with other Company personnel.

The Company recognizes the potentially serious impact of a false accusation. Employees are expected, as part of the ethical standards required by this Code, to act responsibly in reporting violations. Making a complaint without a good faith basis is itself a violation of the Code. Any employee who makes a complaint in bad faith may, depending on the nature and severity of the violation, be subject to disciplinary action, up to and including termination of employment with the Company, or legal action.

#### **B. Complaints Regarding Accounting, Internal Accounting Controls and Auditing Matters**

Any complaint asserting a suspected violation of the Code that involves accounting, internal accounting controls or auditing matters, including alleged violations concerning full and fair reporting of the Company's financial condition, are presented by the Chief Compliance Officer to the Company's Audit Committee and investigated with oversight by the Audit Committee.

#### **C. Investigation Process**

The Company is deeply committed to protecting the integrity of the investigative process. Investigations will be handled discreetly, and information will be disclosed to others only on a need-to-know basis and as required by law, with an emphasis on (i) protection of complainant and witnesses from harassment, intimidation, and retaliation, (ii) preservation of evidence, (iii) accurate testimony, and (iv) impartial examination of the facts and circumstances. All Company employees have a duty to fully and candidly cooperate with any investigation conducted pursuant to this Code.

#### **D. Prohibition on Retaliation**

Employees who report violations or suspected violations in good faith, as well as those who participate in investigations, will not be subject to retaliation of any kind.

Retaliation, which will be broadly construed, is generally defined as the use of authority or influence for the purpose of interfering with, or discouraging a report of, a violation of the Code or an investigation of an alleged Code violation.

If you believe a Company employee has retaliated against you because you reported a violation, you should immediately report your concern as set out below. A complaint of retaliation can be filed under the existing Company complaint resolution procedures or grievance procedures with a copy sent to the Chief Compliance Officer and the Company's Senior Vice President of Human Resources. If the complainant is an applicant for employment or any employee who does not have a complaint resolution procedure available for some other reason, the complainant may file the complaint with the Senior Vice President of Human Resources or Chief Legal Officer.

#### **E. Waivers of the Code**

It is the expectation of the Company that waivers of the Code will rarely be requested or granted. In the event an individual wishes to request a waiver of a provision of the Code, this must be submitted in writing to the Chief Compliance Officer. The Chief Compliance Officer will review the request and consult with the Company's Chief Legal Officer. The determination will be reported to the Board or the Audit Committee.

As outlined above, approved waivers of the Code can only be granted by the Chief Compliance Officer. Approved waivers for members of the Board and named executive officers can only be granted by the Board or Audit Committee and must be promptly disclosed by the Company upon approval as required by law or regulation. No waiver will be given if such a waiver would violate applicable laws, rules or regulations or SEC regulations.

#### **F. Other Company Policies**

This Code should be read in conjunction with the Company's other policy statements addressing dishonest, illegal, or unethical conduct, such as the accounting or other fraud,

theft, intentionally inaccurate timekeeping, insider trading, workplace violence, discrimination or harassment, and drug and alcohol policies.

#### **IV. CONDUCT**

All employees will receive a copy of the Code. This Conduct section of the Code describes certain improper conduct specifically prohibited by the Code. However, each employee must bear in mind that the conduct listed below is not intended to be a comprehensive list of improper conduct.

##### **A. Violations of Law**

A variety of government laws, rules and regulations apply to the Company and its operations, and some carry criminal penalties. These laws include, without limitation, gaming and parimutuel regulations, anti-trust laws, securities laws, the U.S. Foreign Corrupt Practices Act, workplace discrimination laws, workplace safety laws, drug laws and privacy laws. Examples of criminal violations of the law include but are not limited to: stealing, violence in the workplace, illegal trading of Company stock, bribes and kickbacks, embezzling, misapplying corporate or guest funds, using threats, physical force or other unauthorized means to collect money; making a payment for an expressed purpose on the Company's behalf to an individual who intends to use it for a different purpose; or making payments, whether corporate or personal, that are intended to improperly influence the judgment or actions of political candidates or government officials in connection with any of the Company's activities. In sum, employees must obey all applicable laws. The Company has express authority to report suspected criminal violations to the appropriate authorities for possible prosecution, and will investigate and address as appropriate, noncriminal violations.

##### **B. Conflicts of Interest**

Generally, a conflict of interest occurs when an employee's (or his/her relative's) personal business interest interferes with, has the potential to interfere with, or appears to interfere with, the interests or business of the Company. A conflict of interest can occur or appear to occur in a wide variety of situations including those described below. Any conflict or potential conflict must be disclosed to the Chief Compliance Officer as early as possible in advance of the transaction or situation involving the conflict. The Chief Compliance Officer will report any conflict or potential conflict to the Audit Committee, which reviews and pre-approves all conflicts of interest and related person transactions. For purposes of the Audit Committee's review, related person transactions are transactions, arrangements, or relationships where the Company is a participant and in which an executive officer, a director, or an owner of 5% or greater of the Company's common stock (or any immediate family member of the foregoing persons) has a direct or indirect material interest. Item 404 of Regulation S-K defines "immediate family member" as any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law of such director, executive officer or nominee for director or 5% security

holder, and any person (other than a tenant or employee) sharing the household of such person.

### **C. Personal Interest in a Transaction**

Employees have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which the Company wishes the business to operate. The purpose of these guidelines is to provide general direction so that employees can seek further clarification on issues related to the subject of acceptable standards of operation. Contact the Chief Compliance Officer for more information or questions about conflicts of interest.

An actual or potential conflict of interest occurs when an employee can influence a decision that may result in a personal gain for that employee or for a relative of such employee because of the Company's business dealings or in a situation making it difficult for the employee to perform their duties. For the purposes of the Code, a relative is any person who is related by blood or marriage, or whose relationship with the employee is like that of persons who are related by blood or marriage.

No "presumption of guilt" is created by the mere existence of a relationship with outside firms. However, if employees have any real or apparent influence on transactions such as purchases, contracts, or leases, it is imperative that the employee discloses such actual or potential conflicts to the Chief Compliance Officer or the property compliance officer as soon as possible so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where an employee or relative has a significant ownership in a firm with which the Company does business, but also when an employee or relative receives any kickback, bribe, substantial gift, or special consideration because of any transaction or business dealings involving the Company. The receipt of a gift more than \$300 in value, or multiple gifts from the same party that exceed an aggregate value of \$500 per calendar year, must be reported to the Chief Compliance Officer or the applicable OpCo compliance officer.

### **D. Outside Activities/Employment**

Unless otherwise expressly prohibited under an employee's employment contract, an employee may hold a job with another company as long as he or she notifies the Company and satisfactorily performs his or her job responsibilities with the Company. All employees will be judged by the same performance standards and will be subject to the Company's scheduling demands, regardless of any existing outside work requirements.

Outside employment will present a conflict of interest if it has any adverse impact on the Company. If the Company determines that an employee's outside work interferes with performance or the ability to meet the requirements of the Company as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain with the Company.

Any outside activity, including employment, should not reduce the time and attention employees devote to their corporate duties, adversely affect the quality or quantity of their work, or make use of Company equipment, facilities, or supplies, or imply (without the Company's approval) the Company's sponsorship or support. In addition, under no circumstances are employees permitted to compete with the Company or take for themselves or their relatives' business opportunities that belong to the Company that are discovered or made available by virtue of their positions at the Company.

#### **E. Civic/Political Activities**

Employees are encouraged to participate in civic, charitable, or political activities so long as such participation does not reduce the time and attention they are expected to devote to their Company-related duties or cast the Company in a negative light. Such activities are to be conducted in a manner that does not involve the Company or its assets or facilities and does not create an appearance of Company involvement or endorsement (except with written approval of the Company). Finally, given the highly regulated nature of the Company, these activities must be done in a manner consistent with applicable law and regulation.

#### **F. Loans to Employees**

The Company will not make loans or extend credit to or for the personal benefit of officers or directors of the Company, except as permitted by law. Loans or guarantees may be extended to other employees only with Board approval. Employees may not extend or accept a personal loan to or from a customer or vendor of the Company. For clarity, the advancement of funds for approved Company business, such as travel advances, is permitted.

#### **G. Proper Use of Company Assets**

Employees are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without approval. Without approval, employees may not use corporate property, information or position for improper personal gain.

Employees have a duty to protect Company assets and promote their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Employees should take measures to prevent damage to and theft or misuse of Company property. When you leave the Company, all Company property must be returned to the Company. Except as specifically authorized, Company assets, including equipment, materials, resources, and proprietary information, must be used for business purposes only. Notwithstanding, an employee who has been granted access to use the Company's email system may use it for personal reasons during non-working time, provided that the use does not violate other Company policies or result in overload of the system due to excessive use. Moreover, incidental personal use of equipment such as computers, telephones, mobile devices, and

office supplies is permitted provided that the use does not violate other Company policies or negatively affect Company operations due to excessive use. Employees should not consider the use of Company assets to be subject to personal privacy. The Company reserves the right to monitor employee usage for legitimate business purposes.

## **H. Delegation of Authority**

Each employee, and particularly each of the Company's officers, must exercise due care to ensure that any delegation of authority is reasonable and appropriate in scope, and includes appropriate and continuous monitoring.

## **I. Handling Confidential Information and Public Communication**

Employees should observe the confidentiality of information that they acquire by virtue of their positions at the Company, including information concerning development plans, merger and acquisition opportunities or in-progress transactions, guests, marketing strategy, technical information, suppliers, pricing information, employees' social security numbers, employees' bank account information, employees' medical information, complaints or other potential litigation-related matters, governmental investigations or audits, and other confidential information that provides a competitive advantage to the Company, except where the Company expressly approves in writing disclosure or the disclosure is otherwise legally mandated. Special sensitivity is accorded to financial information, which should be considered confidential except where the Company approves disclosure, or the disclosure is otherwise legally mandated. Some employees may be required to sign a non-disclosure agreement. Only designated employees may speak to third parties, such as investors, analysts or the media, on behalf of the Company. The obligation to preserve the confidentiality of Company information continues indefinitely even after employment or affiliation with the Company ends.

## **J. Data Privacy**

Our employees, customers, and business partners entrust us with sensitive information, including personal information, which consists of any information that (alone or when used in combination with other information within the Company's direct control) can be used to identify, locate or contact an individual. The Company values their trust and understands the importance of safeguarding this information. The Company always handles personal information with discretion and care by doing the following:

- i.** collecting and using data only for legitimate business purposes;
- ii.** complying with all applicable data privacy protection laws and contractual provisions;
- iii.** limiting access to only those who have a legitimate business need to see the information; and
- iv.** taking all necessary precautions to prevent unauthorized disclosure.

For more information on data privacy, see the Company's Information Technology Policies and Procedures document.

## **K. Employees Who Handle or Have Access to Financial Information**

In addition to any other applicable laws dealing with financial information, financial reporting, internal accounting controls, auditing matters or public disclosure, the Company requires that any employees involved in financial reporting, internal accounting controls, auditing or public disclosure or with access to such information follow the highest ethical standards, including the following guidelines:

- Act with honesty and integrity and avoid violations of the Code, including actual or apparent conflicts of interest with the Company in personal and professional relationships.
- Disclose to the Chief Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to any violations of the Code, including actual or apparent conflicts of interest with the Company.
- Provide the Company's other employees, consultants, and advisors with information that is accurate, complete, objective, relevant, timely, and understandable.
- Endeavor to ensure full, fair, timely, accurate, and understandable disclosure in the Company's periodic reports filed with or furnished to the SEC and in other public communications.
- Act in good faith, responsibly, and with due care, competence, and diligence, without misrepresenting material facts.
- Respect the confidentiality of information acquired in the course of Company work. Confidential information acquired in the course of Company work must not be used for personal advantage.
- Proactively promote ethical behavior among peers in your work environment.
- Exercise responsible use of and control over all assets and resources employed or entrusted to you.
- Record or participate in the recording of entries (such as expenses, billing information, and hours worked) in the Company's books and records information that is accurate to the best of your knowledge.
- Not fraudulently induce, coerce, manipulate, or mislead any internal or external auditor or accountant.
- Report to the Chief Compliance Officer any dishonest, unethical, or misleading conduct that could impact the accuracy of the Company's financial reporting.

## **L. Insider Trading**

The securities of our Company are publicly traded. As a result, a number of laws regulate the purchase and sale of Company securities by employees, officers, and directors. Employees who have access to confidential Company information are not permitted to use or share that information for securities trading purposes or for any other purpose except the conduct of our business and in strict conformance with all applicable laws and SEC



regulations. All non-public information about the Company should be considered confidential information (especially financial projections and results, merger and acquisition discussions, financing discussions, marketing strategies, and legislative or regulatory strategies). To use non-public information for your own personal financial benefit or to “tip” others who might make an investment decision based on this information is not only unethical but also a violation of civil and criminal law (which may include fines and imprisonment). If you have any questions concerning the purchase or sale of Company stock, please consult the Chief Legal Officer. For more information on insider trading, see the Company’s Insider Trading Policy.

#### **M. Anti-Corruption Compliance Policy**

In addition to the above requirements, the Company also requires that all employees comply with the Company’s “Anti-Corruption Compliance Policy”. This policy addresses the U.S. Foreign Corrupt Practices Act, which prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign or Tribal governments, may have similar rules. The Chief Compliance Officer or Chief Legal Officer can provide guidance to you in this area.

#### **V. PERMITTED DISCLOSURES**

Nothing in this Code or any other agreement between an employee and the Company or any other policies of the Company shall prohibit or restrict employees or their attorneys from communicating or otherwise cooperating with, or responding to any inquiry from, any agency having jurisdiction over the Company regarding any good faith concerns about possible violations of law or regulation, including providing documents or other information, as required by, or available under, law or legal process.

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