

CHURCHILL DOWNS INCORPORATED

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) (the “Nominating and Governance Committee”) shall be responsible for establishing the criteria for and reviewing the effectiveness of the Board of the Company. The Nominating and Governance Committee shall also be responsible for providing oversight with regard to the Company’s programs for dealing with business ethics and other governance issues.

Organization

The Nominating and Governance Committee shall be composed of at least three (3) directors. The composition of the Nominating and Governance Committee shall meet the SEC’s requirements and Nasdaq’s listing standards, including independence requirements. The Nominating and Governance Committee shall meet at least two times per year, or more frequently as circumstances require.

Responsibilities

The Nominating and Governance 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 develop and carry out a program of orientation for new members of the Board and continuing education for the full Board.
- To evaluate the performance of the Board as a whole and provide feedback to the Board on how the directors, the committees and the Board are functioning.
- To evaluate and recommend to the Board successors to employee director positions.

- To evaluate Board practices at the Company when appropriate and other well-managed companies on an annual basis and recommend appropriate changes to the Board and/or its practices.
- To monitor and recommend the functions of the various committees of the Board and to recommend members of the committees to the Board.
- To monitor the Company's compliance with legal and corporate policies regarding business ethics.
- To consider governance issues raised by stockholders 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 prepare an annual performance evaluation of the Nominating and Governance Committee.

The Nominating and Governance Committee will consider recommendations for directorships submitted by shareholders. Shareholders who wish the Nominating and Governance Committee to consider their recommendations for nominees for the position of Director may submit their recommendations in writing to The Nominating and Governance Committee in care of the Office of the Secretary, Churchill Downs Incorporated, 600 N. Hurstbourne Pkwy., Suite 400, Louisville, Kentucky 40222. Recommendations by shareholders that are made in accordance with these procedures will receive the same consideration given to nominees of the Nominating and Governance Committee.

The Nominating and Governance 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.

The Nominating and Governance Committee shall report the results of its deliberations, actions and observations to the Board.