

VICI PROPERTIES INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose.

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of VICI Properties Inc. (the “Company”) is appointed by the Board to assist the Board with respect to: (a) identifying and recommending to the Board qualified individuals to stand for election and reelection to the Board by the Company’s stockholders at the Company’s Annual Meeting of Stockholders; (b) developing and making recommendations to the Board for the creation and ongoing review and revision of a set of corporate governance guidelines setting forth certain governance policies and directorship practices (the “Governance Guidelines”) and a policy governing ethical business conduct of all employees and directors of the Company (the “Code of Business Conduct”); (c) making recommendations to the Board as to the membership of committees of the Board, including a chair for each committee; (d) overseeing the evaluation of the Board and its committees; and (e) fulfilling the duties set forth below, together with such other responsibilities as may be delegated to the Committee by the Board from time to time.

II. Composition.

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”), and other laws and regulations applicable to the Company and the Committee.

Prior to approving a director’s appointment to the Committee, the Board shall determine that such director satisfies the foregoing requirements as well as any additional requirements established from time to time in the Governance Guidelines. The Chair of the Board shall be a member, ex-officio, of the Committee.

Committee members shall be appointed by the Board on the recommendation of the Committee in collaboration with the Chair of the Board. The Board may remove any member of the Committee and fill any vacancy. If a Chair of the Committee is not elected by the Board, the members of the Committee or, if required due to the vacancy of more than one member of the Committee, then the independent directors of the full Board may designate a Chair of the Committee by majority vote of the full Committee.

III. Compensation.

Committee members, and the Chair of the Committee, shall be entitled to compensation for their service as such, in accordance with such fee schedule as may be established from time to time by the Board. Each Committee member shall be entitled to be reimbursed for reasonable out-of-pocket expenses incurred by such member in attending meetings of the Committee and in performing duties as a member of the Committee.

IV. Meetings.

The Committee shall meet as often as it determines is necessary, but not less frequently than twice each year. The Committee shall periodically meet in private session with only Committee members present.

Meetings of the Committee shall be called by the Chair of the Committee or a majority of the members of the Committee or as requested by the Chair of the Board. Except for any regular meeting of the Committee, notice of any meeting of the Committee shall be given in the manner provided for in the Company's Bylaws for meetings of the Board and its committees. The provisions set forth in the Company's Bylaws for meetings of the Board and its committees shall govern the quorum and voting requirements for all meetings of the Committee.

The Committee shall keep a record of its actions and proceedings. The Chair of the Committee shall keep the Board generally apprised of Committee activities and deliberations, including any recommendations for Board actions.

As necessary or desirable, the Chair of the Committee may request that members of management, representatives of independent consultants or other persons whose advice and counsel is sought attend any Committee meetings. All Board members are welcome to attend meetings of the Committee.

V. Authority and Responsibilities.

Although the Board and the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee are:

- A. Determining the qualifications, qualities, skills and other expertise required of Company directors and developing, and recommending to the Board for its approval, criteria to be considered in selecting nominees for director.
- B. Identifying and screening candidates qualified to serve on the Board, consistent with the criteria approved by the Board, including considering suggestions for Board membership submitted by stockholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws.
- C. Recommending to the Board prior to each Annual Meeting of Stockholders (or, if applicable, at a special meeting of stockholders) a slate of nominees for election or reelection to the Board and recommending to the Board whether to fill the seat of a nominee who has tendered a resignation.
- D. Reviewing the Board's committee structure and composition, and recommending to the Board at least annually (i) the membership of the Board's standing committees, including a chair for each of those committees, and (ii) the formation of new standing and ad hoc committees as are from time to time deemed appropriate or as requested by the Chair of the Board.
- E. Recommending to the Board the appropriate size and composition of the Board.

- F. Developing and recommending to the Board for approval standards for determining whether a director has a material relationship with the Company, and making initial determinations for recommendation to the Board as to whether each director or director candidate is independent for purposes of service on the Board and on the Board's committees.
- G. Making initial determinations for recommendation to the Board as to whether, with respect to membership on the Company's audit committee, a director or director candidate (i) is financially literate, and (ii) is an "audit committee financial expert," as that term is defined or construed from time to time in the Exchange Act, the NYSE Manual and other laws and regulations applicable to the Company and such Committee.
- H. Advising and educating the Board on issues of corporate governance and directorship practices.
- I. Developing and recommending to the Board for approval the Governance Guidelines and the Code of Business Conduct.
- J. Reviewing periodically (i) the Governance Guidelines and other corporate governance matters; (ii) the Code of Business Conduct and related items; (iii) the Company's Charter; and (iv) the Company's Bylaws and, in each case, making recommendations to the Board of such modifications as the Committee deems appropriate.
- K. Developing and recommending to the Board, and overseeing, an annual performance evaluation process of the Board and its committees.
- L. Evaluating and making recommendations to the Board regarding stockholder proposals.
- M. Reviewing and discussing with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and recommending that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- N. Conducting an evaluation of the Committee's performance on an annual basis, and presenting the results of the evaluation to the Board.
- O. Having the authority to form and delegate authority to one or more subcommittees as the Committee may deem appropriate in its sole discretion.
- P. Reviewing and reassessing the adequacy of this Committee charter on an annual basis, and recommending amendments as conditions dictate.
- Q. Reviewing and reassessing the adequacy of the succession plan for the Chief Executive Officer and his or her direct reports, including in the event that the

Chief Executive Officer suddenly departs, is terminated or is incapacitated (it being understood that succession planning is nonetheless the responsibility of the full Board).

- R. In accordance with the Company's Related Party Transactions Policy, reviewing and approving any transactions between the Company and any Related Party (as defined in such policy).
- S. Reviewing community, environmental and social responsibility policies, goals and initiatives; and making recommendations as appropriate based on such review.
- T. Having the authority to perform any other activities consistent with this Committee charter, the Company's Bylaws and governing law, as the Board deems necessary or appropriate.

VI. Resources and Advisors.

The Committee may obtain advice from external or internal consultants, legal, accounting or other advisors, including a search firm or similar consultant to identify potential director candidates. The Committee shall have the sole authority, and shall have appropriate funding from the Company, to select, approve, retain, terminate and oversee outside consultants, experts and legal, accounting and other advisors as it deems appropriate to assist it in the performance of its responsibilities. The Committee shall have the sole authority to determine the terms of the engagement and the compensation of any such advisors.

VII. Disclosure of Charter.

This Committee charter will be made available on the Company's website at <http://www.viciproperties.com>.

Initially adopted: October 6, 2017
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