

Aztar Corporation
Corporate Governance Guidelines

The Board of Directors of Aztar Corporation has adopted the following guidelines in furtherance of its continuing efforts to enhance its corporate governance. The Board will review and amend these guidelines as it deems necessary and appropriate.

1. Board Mission and Director Responsibilities.

The Board is elected by the stockholders to oversee their interest in the long-term financial strength and overall success of the business. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the Chief Executive Officer and other executive officers of the Company, who are charged by the Board with conducting the business of the Company.

The core responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders as provided by the corporation law of the state of Delaware, the state in which the Company is incorporated. Directors must fulfill their responsibilities consistent with their fiduciary duty to the stockholders, in compliance with all applicable laws and regulations. Directors will also, as appropriate, take into consideration the interests of other stakeholders, including employees and the members of communities in which the Company operates.

The Board provides advice and counsel to the Chief Executive Officer and other executive officers of the Company. The Board oversees management's efforts to ensure that the assets of the Company are properly safeguarded, that appropriate financial and other controls are maintained, and that the Company's business is conducted wisely and in compliance with applicable laws and regulations.

In discharging their duties, Directors may rely on the Company's executive officers and outside advisors and auditors. Accordingly, skill and integrity will be important factors in selection of the Company's executive officers and other advisors. The Board has the authority to hire independent legal, financial or other advisors as the Board may deem necessary.

Directors are expected to attend all meetings of the Board and of the committees on which they serve and each annual meeting of stockholders. Directors should devote the time and effort necessary to fulfill their responsibilities. To the extent possible, information important to Directors' understanding of issues to come before the Board or a committee should be provided sufficiently in advance of the meeting to permit Directors to inform themselves. Directors are expected to review these materials before the meeting.

The Board will appoint a Lead Director. The Lead Director shall have authority to call meetings of the independent directors, shall preside over scheduled meetings of the independent directors, and shall perform other functions as directed by the Board.

The Board will hold regularly scheduled meetings at least five times a year. The Chairman of the Board will set the agenda for Board meetings. The Lead Director and/or any Director may suggest items for inclusion on the agenda. Any Director may raise a subject that is not on the agenda at any meeting. Certain items pertinent to the oversight and monitoring function of the Board will be brought to the Board regularly. The Board will review the Company's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company at least once a year.

Non-management Directors will meet in regularly scheduled executive sessions without management as needed. The presiding person at these meetings of the non-management Directors will be the Lead Director which will at all times be an independent Director.

2. Director Qualifications.

A majority of the Directors will be independent. No Director will be deemed independent unless the Board affirmatively determines that the Director has no material relationship with the Company, directly or as an officer, share owner or partner of an organization that has a material relationship with the Company. The Board will observe all additional criteria for independence established by the New York Stock Exchange or other governing laws and regulations.

Directors may be nominated by the Board or by stockholders in accordance with the Certificate of Incorporation and the By-Laws. The Corporate Governance and Nominating Committee will review all nominees for the Board in accordance with its charter. The assessment will include a review of the nominee's judgment, experience, independence, understanding of the Company's or other related industries, and such other factors as the Committee concludes are pertinent in light of the current needs of the Board. Individuals over the age of 70 will not be eligible for nomination. The Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominee to join the Board. The Chairman of the Board should extend the Board's invitation to join the Board.

In accordance with the Certificate of Incorporation and the By-Laws, Directors are elected for a term of three years. The Board does not believe that it should establish limits on the number of terms a Director may serve, subject to mandatory retirement on the date of the annual meeting of stockholders following a director's 70th birthday. Term limits may cause the loss of experience and expertise important to the optimal operation of the Board. However, to ensure that the Board remains composed of highly functioning members able to keep their commitments to Board service, the Corporate Governance and Nominating Committee will evaluate the qualifications and performance of each incumbent Director before recommending the nomination of that Director for an additional term.

3. Committees of the Board.

The Board has four standing committees: Audit, Compensation and Stock Option, Finance and Corporate Governance and Nominating committees. The Board may establish additional committees as necessary or appropriate.

Only independent Directors may serve on the Audit Committee, the Compensation and Stock Option Committee and the Corporate Governance and Nominating Committee. Each of these committees has its own charter. Each of these charters sets forth the responsibilities of the committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each committee will conduct a self-evaluation annually.

The Chairman of each committee will determine the frequency of committee meetings, consistent with the committee's charter and the Company's needs.

4. Director Access to Officers, Employees, Information and Independent Advisors.

Directors have full and free access to officers, employees and the books and records of the Company. The Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

Directors also have access to, and funding for, independent advisors as necessary and appropriate.

5. Director Orientation and Continuing Education.

All new Directors will receive an orientation designed to familiarize new Directors with the Company's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. Any sitting Directors may attend the Orientation Program. This orientation will be supplemented with continuing education on these topics and related developments from time to time.

6. Annual Chief Executive Officer Performance Evaluation.

To ensure that the Chief Executive Officer is providing the best leadership for the Company, the Board will annually evaluate the Chief Executive Officer's performance. The Board of Directors will discuss the Chief Executive Officer's performance in an executive session of non-management Directors. This evaluation of the Chief Executive Officer's performance will be a significant factor in the Compensation and Stock Option Committee's annual review of the Chief Executive Officer's compensation. The Compensation and Stock Option Committee will annually consider corporate goals and objectives relevant to the Chief Executive Officer's compensation.

7. Management Succession.

The Board oversees management succession planning, including the Company's policies and principles for Chief Executive Officer selection and performance review, and policies regarding succession in the event of an emergency or retirement of the Chief Executive Officer.

8. Annual Board Performance Evaluation.

The Board of Directors will conduct an annual self-evaluation to determine whether the individual directors and the committees of the Board of Directors are functioning effectively. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board or any of its committees could improve.

9. Director Compensation.

The form and amount of Director compensation shall be determined by the Compensation and Stock Option Committee and then recommended to the full Board for action.

Any person may contact the Directors by writing to the following address: c/o Vice President, Administration and Secretary of the Company, 2390 East Camelback Road, Suite 400, Phoenix, Arizona 85016.