

LAS VEGAS SANDS CORP.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee shall have direct responsibility for the compensation of the executive officers and certain other highly compensated employees of Las Vegas Sands Corp. and its subsidiaries (the “Company”).

Nothing contained in this Charter is intended to alter or impair the operation of the “business judgment rule” as interpreted by the courts under the Nevada Revised Statutes. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Compensation Committee under the Nevada Revised Statutes to rely, in discharging their responsibilities, on the records of the Company and on other information presented to the Compensation Committee, the Board of Directors (the “Board”) or the Company by the Company’s officers or employees or by outside experts.

For purposes of this Charter, the term “executive officer” has the meaning set forth in Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”).

II. Organization

The members of the Compensation Committee shall be appointed by the Board. All members of the Compensation Committee shall satisfy the applicable independence and other compensation committee membership requirements of the Company’s corporate governance guidelines, the New York Stock Exchange listing standards and any other regulatory requirements, subject to the cure period provisions of the Exchange Act and the New York Stock Exchange listing standards. Members of the Compensation Committee may be removed at any time by action of the Board. The Compensation Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Compensation Committee shall elect a chairperson by a vote of the majority of the full Compensation Committee.

If at any time the Compensation Committee includes a member who is not a “non-employee director” (“Non-Employee Director”) within the meaning of Rule 16b-3 under the Exchange Act, then either a subcommittee comprised entirely of individuals who are Non-Employee Directors or the Board of Directors of the Company shall approve any grants of equity securities of the Company made to any individual who is subject to liability under Section 16 of the Exchange Act.

If at any time the Compensation Committee includes a member who is not an “outside director” (“Outside Director”) within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, including Treasury Regulations Section 1.162-27 (the “Code”), then a

subcommittee comprised entirely of two or more individuals who are Outside Directors shall administer, in accordance with the requirements of Section 162(m) of the Code, any grandfathered “performance-based compensation” within the meaning of Section 162(m) of the Code.

III. Meetings

The Compensation Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. The time and place of the meetings of the Committee and the procedures to be followed at such meetings shall be determined from time to time by the members of the Committee, provided that (i) the Committee may act by unanimous written consent signed by each member of the Committee and (ii) meetings may be held telephonically to the extent permitted by the Company’s organizational documents and Nevada law. A quorum for meetings shall be a majority of the members present in person or by telephone or any other telecommunications device which allows all persons participating in the meeting to speak and hear each other and the affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

The Committee may request any officer or employee of the Company, any member of the Board or any consultants to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Compensation Committee shall:

1. Review and make recommendations to the Board with respect to the Company’s compensation strategy to ensure it is appropriate to continue to attract, retain and motivate senior management and other key employees and review and discuss, at least annually, the material risks associated with the Company’s compensation strategy, to determine whether such strategy encourages excessive risk-taking and to evaluate compensation policies and practices that could mitigate any such risk.
2. Review, evaluate and approve corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. The review and approval of performance-based compensation shall be made at least annually. In determining the long-term incentive component of CEO compensation, the Compensation Committee will also consider, among such other factors as it may deem relevant, the Company’s performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO’s compensation.

3. Review, evaluate and make recommendations to the Board on an annual basis with respect to non-CEO executive officer compensation. Management reviews performance and determines compensation of all other employees.
4. Review, evaluate and recommend to the Board for determination and approval the type and amount of director compensation.
5. Review, evaluate and make recommendations to the Board with respect to the Company's incentive compensation and equity-based plans that are subject to Board approval.
6. Fulfill the Compensation Committee's obligations and duties, if any, under the Company's incentive compensation and equity-based plans.
7. Review and approve the terms of any compensation or employment agreement or arrangement prior to execution with (a) an executive officer and (b) any other employee or prospective employee of the Company (or any of its subsidiaries) if the compensation or employment agreement or arrangement provides for annual base cash compensation (other than commission-based compensation), exclusive of any potential bonus, in excess of \$750,000.
8. Review and approve the terms of any proposed grant of stock options or other equity-based awards under the Company's equity-based plans before the terms of the proposed grant are communicated to an employee or prospective employee of the Company if the proposed grant exceeds the guidelines established by the Committee from time to time.
9. Establish and periodically review policies concerning perquisite benefits.
10. Determine and approve the Company's policy with respect to change of control or "parachute" payments.
11. Approve compensation awards (with or without ratification or approval of the Board) as may be required to comply with applicable tax and state corporate laws.
12. Review the Company's compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the SEC. Review and discuss with management the Company's Compensation Discussion and Analysis ("CDA"). Recommend to the Board whether such compensation disclosures and CDA should be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
13. Prepare any report required by applicable rules and regulations or listing standards, including the report required by the SEC to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the SEC.

14. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Compensation Committee.
15. Review its own performance annually.
16. Report regularly to the Board, including providing reasonable detail on the Compensation Committee's performance of its duties, hiring of Advisors (as defined below) and any other relevant matters.
17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Compensation Committee or the Board deems necessary or appropriate.

Nothing in this Charter shall preclude the Board from discussing CEO or non-CEO compensation generally or any other subject.

V. Resources

The Compensation Committee shall have the sole authority to retain or terminate consultants, legal counsel or other advisors (collectively, "Advisors") to assist the Compensation Committee in the evaluation of director, CEO or executive officer compensation, and shall be directly responsible for overseeing the work of such Advisors. Before retaining any Advisors, other than in-house legal counsel, the Compensation Committee shall consider the independence of such Advisor, including any independence factors that it is required to consider by law or New York Stock Exchange listing standards.

The Compensation Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for the payment of reasonable compensation to any Advisor retained to advise the Compensation Committee.