

**LAS VEGAS SANDS CORP.**

**COMPLIANCE COMMITTEE CHARTER**

**I. Purpose**

The Compliance Committee (the “Committee”) shall assist the Board in overseeing the Company’s compliance program with respect to: (a) compliance with the laws and regulations applicable to the Company’s business, including gaming laws; and (b) compliance with the Company’s Code of Business Conduct and Ethics, its Anti-Corruption Policy, its Anti-Money Laundering Policy, and its Reporting and Non-Retaliation Policy (collectively, the “Policies”) applicable to the Company’s directors, officers, team members, contractors and agents.

**II. Organization**

The Committee shall consist of three or more directors, all of whom shall be independent. The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s Chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a Chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when it determines it to be appropriate.

**III. Meetings**

The Committee shall meet at least four times per year 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 or any member of the Board 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 Committee shall:

1. Provide oversight as needed to ensure that the Company's compliance program effectively prevents and/or detects violations by the Company's directors, officers, team members, contractors and agents of applicable laws, rules, regulations, the Policies, and any special conditions imposed on the Company by any governmental or regulatory authority.
2. Oversee the compliance review process to ensure that the vendors (including consultants) and customers with which the Company does business are entities/individuals: (a) that will cooperate with appropriate regulatory authorities; (b) that are "suitable" or "qualified" as those terms are used by applicable gaming and other authorities; and (c) whose role with the Company is not likely to result, in the judgment of the Committee, in the Company's failure to obtain, maintain, renew or qualify for a license, concession, contract, franchise or other governmental or regulatory approval with respect to the operation or conduct of the Company's business.
3. Review resources assigned to the Company's compliance program to assess their adequacy relative to the program's effectiveness.
4. Meet separately, on a quarterly basis, with the Company's Global Chief Compliance Officer and receive reports of relevant conduct, misconduct, and such other issues as the Global Chief Compliance Officer deems appropriate. The Global Chief Compliance Officer shall report to the Committee potential criminal acts and serious violations of the Policies committed by the Company's directors, officers, team members, contractors, and agents, including vendors and customers, and all disciplinary actions and remedial measures involving compliance infractions as soon as practicable after the Global Chief Compliance Officer becomes aware of them and no later than the next scheduled meeting of the Committee.
5. Review annually the list of charitable donations, political contributions and lobbying expenditures.
6. Receive summary reports from management on internal messaging to team members regarding the Company's commitment to behavior and practices that comply with law, as well as the Company's efforts to promote a culture of compliance.
7. Receive summary reports from management or the Global Chief Compliance Officer that directors, officers, employees in high-risk and control functions, and, where appropriate, agents and business partners, have completed periodic compliance training and confirmed compliance with Company policies and procedures.

8. Review and discuss on a quarterly basis with the Global Chief Compliance Officer reports made to the Company's confidential hotline and investigations conducted by the Compliance Department.
9. Review and discuss with the Global Chief Compliance Officer the quarterly reports of the Company's internal Operational Compliance Committee meetings.
10. Review periodic reports on compliance-related internal investigations and matters on which the Company has sought advice from external legal counsel or professional consultants in the areas of anti-corruption, anti-money laundering and other compliance matters and review briefings from the Company regarding recent legal or regulatory changes in these areas.
11. Review with the Global Chief Compliance Officer any correspondence with regulatory or government agencies that raise material issues regarding the Company's compliance program.
12. Review and assess the adequacy of the Policies at least annually and recommend to the Board any changes deemed appropriate by the Committee.
13. Review, based upon the recommendation of the Global Chief Compliance Officer, the scope and plan of the work to be done by the compliance group and the responsibilities, budget and staffing needs of the compliance group.
14. Review on an annual basis the performance of the compliance group and the Global Chief Compliance Officer.
15. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
16. Review its own performance annually.
17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

## **V. Reports**

The Committee shall report to the Board (a) following meetings of the Committee, (b) with respect to such other matters as are relevant to the discharge of the Committee's duties and responsibilities, and (c) with respect to such recommendations as the Committee may deem appropriate from time to time. The report can be a written or an oral report by the

Chairperson of the Committee or by a member of the Committee designated by the Committee to give such report to the Board.

## **VI. Resources**

The Company shall provide adequate resources to support the Committee's activities, including reasonable compensation of the Committee's counsel, consultants and other advisors.

The Committee shall have full access to any relevant records of the Company.