

**LAS VEGAS SANDS CORP.**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The Nominating and Governance Committee (the “Committee”) shall (a) review and make recommendations regarding the composition of the Board and its committees, (b) develop and implement policies and procedures for selection of Board members, (c) identify individuals qualified to become Board members and make recommendations to the Board regarding director nominees, (d) assess, develop and make recommendations to the Board with respect to Board effectiveness and related corporate governance matters, including corporate governance guidelines and procedures intended to organize the Board appropriately, and (e) oversee the evaluation of the Board, its committees and management.

**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. Develop and recommend to the Board specific criteria for the selection of directors.
2. Review and make recommendations regarding the composition of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with the requisite independence qualifications and diverse and independent skill sets and backgrounds.
3. Identify individuals qualified to become members of the Board (consistent with criteria recommended by the Committee and approved by the Board), develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Company and review the qualifications of any person submitted to be considered as a member of the Board by any shareholder or otherwise, conduct background checks of individuals the Committee intends to recommend to the Board as director nominees and make recommendations to the Board with respect to the selection of the director nominees for the next annual meeting of shareholders or to fill in vacancies on the Board. In identifying and reviewing qualifications of candidates for membership on the Board, the Committee shall evaluate all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and the criteria approved by the Board.
4. Review and make recommendations to the Board with respect to the size, composition and the organization and processes of the Board and its committees.
5. Develop, reassess annually and make recommendations to the Board with respect to succession plans for the Chief Executive Officer and other key senior officers of the Company.
6. Oversee the annual self-evaluation process of the Board and its committees. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
7. Participate in and oversee the evaluation of management, and report the results of such evaluation to the Board and the Compensation Committee (to assist in the Compensation Committee's responsibilities with respect to management compensation) at least annually.
8. Review and assess the adequacy of the Company's corporate governance guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
9. Oversee the orientation program for new directors and continuing education programs for directors.

10. Review and assess the adequacy of this Charter annually in light of the New York Stock Exchange requirements and federal securities laws, and recommend to the Board any changes deemed appropriate by the Committee.
11. Review its own performance annually.
12. 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 periodically to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the discharge of the Committee's duties and responsibilities, and (iii) 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 a member of the Committee elected by the Committee to give such report to the Board, but if the Committee fails to designate such a member the report shall be given by the Chairperson of the Committee.

## **VI. Resources**

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals, including consultants and legal counsel, to advise the Committee and assist it in the fulfillment of its responsibilities, including with respect to any background checks.

The Committee shall have the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals, including consultants and legal counsel, retained to advise the Committee.

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