

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF
WYNN RESORTS, LIMITED
(last amended November 4, 2021)**

ARTICLE I

FORMATION AND PURPOSE

The Board of Directors (the “**Board**”) of Wynn Resorts, Limited (the “**Corporation**”) has established the Nominating and Corporate Governance Committee of the Board (the “**Committee**”) pursuant to Section 78.125 of the Nevada Revised Statutes and Article III, Section 3.17(c) of the Corporation’s Bylaws. The purposes of the Committee shall be to recommend to the Board individuals qualified to serve as directors of the Corporation and on committees of the Board; to advise the Board with respect to Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines and oversee effective corporate governance; and to oversee the evaluation of the Board and its committees.

ARTICLE II

COMPOSITION

The Committee shall be comprised of not less than three members of the Board. Subject to the foregoing, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board. The qualifications of Committee membership shall be as follows:

All of the members of the Committee shall be: (i) “independent,” as determined by the Board of Directors, in accordance with applicable listing standards; and (ii) “independent,” as determined by the Board in accordance with the definition of independence applicable to audit committee members under the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, in each case, as amended.

ARTICLE III

MEETINGS AND PROCEDURES

The Committee shall keep regular minutes of its meetings and shall meet at least two times annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chair. Meetings and actions of the Committee shall be governed by, and held and taken in accordance with, the provisions of the Corporation’s Bylaws, with such changes in the context of those Bylaws as necessary to substitute the Committee, the Chair of the Committee and its members for the Board,

the Chair of the Board and its members. Regular meetings of the Committee may be held at such time and such place as the Committee determines from time to time.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members, and *provided further*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or qualification requirement to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Corporation, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee. The Committee shall make regular reports to the Board concerning its activities.

ARTICLE IV

FUNCTIONS, POWERS AND DUTIES

The Committee shall have the following functions, powers and duties:

A. Board Candidates and Nominees

- To establish criteria and procedures for identifying and evaluating the suitability of potential director nominees, including any candidates recommended for the Committee's consideration by stockholders.
- To assess qualifications, attributes, skills, experience and independence of potential Board members including business experience.
- To identify, evaluate and recommend to the Board the Company's director nominees for election by the stockholders and director nominees for appointment by the Board, as the case may be.

B. Board Composition and Procedures

- To assess periodically the desired qualifications, attributes, skills and experience of directors, taking into account such considerations as it determines appropriate, including the Company's current and planned business, the existing membership of the Board, any planned succession of current directors, the regulatory qualification required of directors under the gaming laws of jurisdictions where the Company operates, and the benefits of diversity on the Board.
- To review annually with the Board the composition of the Board as a whole and to recommend, as appropriate, measures to be taken for Board refreshment and Board succession planning so that the Board reflects the appropriate balance of knowledge, depth and diversity of backgrounds and experience, and skills and

expertise required for the Board as a whole, contains an appropriate number of independent directors, and satisfies applicable legal and regulatory requirements.

- To assess at least annually and otherwise as appropriate, and make recommendations to the Board, regarding the independence of Board members.
- To review periodically the size of the Board and to recommend to the Board any changes the Committee deems appropriate.
- To make recommendations on the frequency and structure of Board meetings.
- To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.

C. Board Committees

- To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of the Committee and all other committees, and to recommend individual directors to serve on each committee (including the Committee).
- To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.
- To review annually assignments for directors to serve as chair of the Board committees, and to report any recommendations to the Board.
- To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall not preclude any other committee of the Board, or any individual director, from making such a recommendation at any time.

D. Corporate Governance

- To develop and recommend to the Board a set of corporate governance guidelines for the Corporation, and to review the Guidelines at least annually and recommend changes to the Board as the Committee may determine appropriate.
- To review directorships in other public companies held by or offered to directors or senior officers of the Corporation.
- To review periodically the Board's leadership structure and recommend changes to the Board as appropriate.
- To oversee the orientation process for new directors and ongoing education for directors.

- To consider any other corporate governance issues that may arise from time to time and to develop appropriate recommendations for the Board.
- To oversee and, as it determines appropriate, designate directors to participate in the Company's engagement with stockholders.
- To consider any corporate governance related shareholder proposals and make recommendations to the Board with respect to such proposals.

E. Evaluation of the Board

The Committee shall be responsible for overseeing the annual evaluation of the Board as a whole and the standing committees of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

F. Other Duties

The Committee shall perform such other specific functions as the Board may from time to time direct, and may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.

ARTICLE V

EVALUATION

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

ARTICLE VI

OUTSIDE ADVISERS

The Committee shall have the authority to retain, at the Corporation's expense, such outside legal or other advisers as it deems necessary or appropriate, including any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any such advisers, with such fees to be borne by the Corporation.