

**Corporate Governance Guidelines of  
Wynn Resorts, Limited**  
(last amended February 23, 2023)

The following Corporate Governance Guidelines (the “**Guidelines**”) have been adopted by the Board of Directors (the “**Board**”) of Wynn Resorts, Limited (the “**Company**”). The Guidelines were developed by the Nominating and Corporate Governance Committee of the Board and recommended to the Board for the Board’s approval. The Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing stockholder value.

These Guidelines are not intended to change or interpret any Federal or state law or regulation, including Nevada or Massachusetts law or the Company’s Articles of Incorporation or Bylaws, as each may be amended from time to time. The Nominating and Corporate Governance Committee reviews these Guidelines annually and recommends changes as appropriate to the Board.

## **The Board**

### *Role of the Board*

The Board, which is elected by the Company’s stockholders, oversees the management of the Company and its business.

### *Board’s Commitment to Respect, Diversity, and Inclusion*

The Board is committed to maintaining a respectful, courteous workplace in which employees are able to perform their jobs free from harassment, discrimination or retaliation. The Company does not tolerate sexual or other unlawful harassment or discrimination by any employee, volunteer, vendor, contractor, consultant, guest, customer, or visitor. The Board has directed Company management to adopt, implement, and update as appropriate, policies that are consistent with this commitment, as well as applicable law.

The Company is an equal opportunity employer committed to complying with all state and federal laws, as well as maintaining a workforce that reflects the diversity of the community. The Board believes in and supports equal opportunity in employment to all persons regardless of race, color, national origin, sex, actual or perceived sexual orientation or gender identity/expression, age, religion, veteran status, genetic information, disability, history of disability or perceived disability.

### *Responsibilities of Directors*

Directors are expected to spend the time and effort necessary to discharge their responsibilities. Accordingly, each Director is expected to regularly attend meetings of the Board and the committees on which the Director sits, and to review prior to meetings material distributed in advance for such meetings.

A Director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Company in advance of such meeting.

### *The Board's Goals*

The Board's goals are to build value for the Company's stockholders and to promote the vitality and sustainability of the Company for its customers, employees, jurisdictions in which it does business and the other individuals and organizations that depend on the Company.

To achieve these goals, the Board monitors the performance of the Company (in relation to its goals, strategy, risks and competitors); reviews the Company's compliance efforts; and, through the Compensation Committee, evaluates and addresses the performance of management, including the Chief Executive Officer.

### *Board Access to Management*

Board members shall have access to the Company's management as set forth in the Company's Board and Management Communications Policy. Under that policy, Board members shall coordinate their interaction with management through the Chief Executive Officer and use judgment to assure that such access is efficient and creates minimum disruption to the operations of the Company.

### *Outside Advisers*

The Board and its Committees each has the authority to retain such outside counsel, experts and other advisers as it deems necessary or appropriate to assist it in the performance of its functions.

### *Size and Structure of the Board*

The Board believes that it should generally have no fewer than seven and no more than 13 directors. This range permits diversity of backgrounds and experience without hindering effective discussion or diminishing individual accountability. The Board is divided into three classes, approximately equal in number, with staggered terms of three years each, so that the term of one class expires at each Annual Meeting of Stockholders. Thus, directors typically stand for reelection every three years.

The Nominating and Corporate Governance Committee periodically reviews the size of the Board and may make recommendations to the Board for changes in the number of members. Based on such recommendations or on its own accord the Board may, from time to time, make changes to the size of the Board to such number as deemed appropriate by the Board.

### *Independence of the Board*

The Board consists of a majority of Directors whom the Board has determined (i) are "independent" under the applicable listing standards; and (ii) meet additional, heightened independence criteria with respect to audit committee members and compensation committee members under applicable rules and regulations. Although these rules and regulations require only audit and compensation committee members to meet heightened independence criteria, the Company requires all independent directors to meet the heightened criteria applicable under audit committee standards. The Board reviews the relationships that each Director and each immediate family member of the Director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) and makes an affirmative determination regarding the independence of each Director annually, based upon the recommendation of the Nominating and Corporate Governance Committee.

### *Board Leadership*

The Board will annually elect (by a majority of the Directors) one of its members to serve as Chair of the Board. The Chair will be an independent, non-executive member of the Board.<sup>i</sup> The Chair of the Board may, but need not be, the chairperson of a Board committee. Unless otherwise determined by a majority of the Directors under special circumstances, the Chair of the Board shall serve for a one-year period, or until his or her earlier termination of service on the Board. A Director may be elected as the Chair of the Board for more than one term in succession.

The Chair of the Board's responsibilities include: (i) presiding at all meetings of the Board, including executive sessions of the independent Directors; (ii) overseeing and reviewing information sent to the Board; (iii) approving the agenda and schedule for Board meetings to provide that there is sufficient time for discussion of all agenda items; (iv) acting as the liaison between management and the independent Directors; (v) overseeing the Company's engagement with stockholders on corporate governance and other appropriate issues, including being available, if requested by stockholders, when appropriate, for consultation and direct communication with significant stockholders; and (vi) performing such additional functions as designated by the Board.

### *Selection of Directors*

The Nominating and Corporate Governance Committee is responsible for periodically assessing the desired qualifications, attributes, skills and experience of directors for the Board, taking into account 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. Based on the foregoing, the Committee also is responsible for (i) developing and recommending to the Board criteria for identifying and evaluating Director candidates, (ii) identifying, screening and recommending candidates to the Board for Board membership, (iii) assessing the experience and contribution to the Board's work of existing directors in determining whether to recommend them for re-nomination to the Board, and (iv) selecting the Company's director nominees for election to the Board and for filling vacancies that may occur between Annual Meetings of Stockholders.

The Nominating and Corporate Governance Committee considers Director candidates recommended for the Committee's consideration by Company stockholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee evaluates these candidates in the same manner as candidates from other sources.

### *Board Membership Criteria*

The Nominating and Corporate Governance Committee is responsible for assessing the appropriate balance of attributes, skills and experience required of Board members in order to fulfill their duties and satisfy any independence, financial expertise or other requirements imposed by law, regulation or qualification requirement of applicable listing standards, the Nevada Gaming Commission, Massachusetts Gaming Commission or any other relevant licensing board or regulatory authority. The Board should represent a diversity of backgrounds, attributes, skills and experience that take into account the Company's current and planned business. Criteria for membership on the Board include a candidate's demonstration, by significant accomplishment in his or her field, of an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company, and a reputation for honest and ethical conduct in both

personal and professional activities. In addition, the Nominating and Corporate Governance Committee examines a candidate's other commitments, potential conflicts of interest, and independence from management and the Company. The Board aspires to maintain at least 50% diversity among Board members. When evaluating candidates for nomination as new Directors, the Nominating and Corporate Governance Committee will consider (and will ask any search firm that it engages to provide) a set of candidates that includes a diversity of race, ethnicity, and gender.

#### *Retirement Policy*

The Board believes that 75 is an appropriate retirement age for Directors. No person shall be nominated or re-nominated for election to the Board after he or she has passed his or her 75th birthday, unless the Nominating and Corporate Governance Committee approves an exception on a case-by-case basis. Any Director who turns age 75 while serving as a Director may continue to serve as a Director for the remainder of his or her then current term.

#### *Other Public Company Directorships*

The Company believes that participation by Board members on the boards of other companies can provide such members with experience and insight beneficial to the Board and the Company; however, Directors should not serve on more than four other boards of public companies in addition to the Board of the Company. In connection with the evaluation of any current or prospective Director, the Nominating and Corporate Governance Committee and the Board consider whether service on other boards will unreasonably detract from the nominee's ability to fulfill his or her responsibilities and duties to the Company. Directors and senior officers should advise the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another corporate board.

#### *Change in Principal Occupation*

When a Director's principal occupation or business association changes substantially during the Director's tenure on the Board, the Director shall advise the Company. The Nominating & Corporate Governance Committee recommends to the Board and the Chair the action, if any, to be taken in such situation.

#### *Board Compensation*

The Compensation Committee periodically reviews the compensation of Directors for service on the Board and its committees. Director compensation is set by the Board based on the recommendation of the Committee. Management Directors, if any, do not receive compensation for their service on the Board.

#### *Board Orientation and Continuing Education*

Orientation is available to new directors to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflict policies, code of business conduct and ethics, corporate governance practices, principal officers, internal auditors and independent auditors. Directors are expected to maintain the necessary level of expertise to perform their responsibilities as Directors.

## **Board Meetings**

### *Separate Sessions of Independent Directors*

The independent Directors of the Company meet in executive session without management on a regularly scheduled basis, usually in conjunction with each regular Board meeting. The Chair of the Board presides at such executive sessions.

### *Strategic Direction of the Company*

It is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. As a practical matter, the Board and management carry out their respective strategic responsibilities in collaboration through an ongoing dialogue among the Chief Executive Officer, other members of top management and Board members. To facilitate such discussions, members of senior management who are not Directors may be invited by the Chair of the Board to participate in Board meetings when appropriate.

### *Agendas*

The Chair of the Board establishes the agenda for each Board meeting which will include reports from each of the Board committees and the Compliance Committee.. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed by the chair of that committee. A board member serving as an ex officio member of the compliance committee will review matters considered by that committee. Directors may suggest the inclusion of items on the agenda as they deem appropriate. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

### *Board Materials Distributed in Advance*

Information and materials that are related to agenda items and other topics to be considered at a Board meeting generally, to the extent practicable, shall be distributed sufficiently in advance of the meeting to permit prior review by the Directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be provided in advance of the meeting.

### *Frequency of Meetings*

The Board holds four regularly scheduled meetings each year and may meet more frequently as determined appropriate by the Chair of the Board or a majority of the Board.

### *Attendance of Management Personnel at Board Meetings*

The Board encourages the attendance of management from time to time at Board meetings to (i) provide management insight into items being discussed by the Board that involve the manager; (ii) make presentations to the Board on matters that involve the manager; and (iii) bring managers with significant potential into contact with the Board. The Chair of the Board shall extend such invitations.

### *Annual Meeting of Stockholders*

Directors are invited and expected to attend the Annual Meeting of Stockholders.

### *Board Confidentiality and Communications with Institutional Investors, Analysts, Press and Customers*

It is expected that Directors will maintain the confidentiality of all information presented at and discussions that occur in Board meetings in accordance with the Company's Policy Regarding Nondisclosure and Nonuse of Confidential Information.

So that the Company can effectively and consistently communicate with the public, senior management serves as the primary spokesperson for the Company and each Director generally should refer inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his designee, or should coordinate any direct responses or communications through the Chair of the Board.

## **Committee Matters**

### *Number, Names and Operations of Board Committees*

The Board has three standing committees: Audit, Nominating and Corporate Governance, and Compensation. The Board may, from time to time, form or eliminate additional committees depending on circumstances.

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each standing committee assesses the adequacy of its charter annually and recommends changes as appropriate. All committees report regularly to the full Board concerning their activities.

### *Independence of Board Committees*

Each of the Audit Committee, the Nominating and Corporate Governance Committee, and the Compensation Committee is composed entirely of independent Directors.

### *Assignment of Committee Members*

The Nominating and Corporate Governance Committee is responsible for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee recommendations (including any recommendations for the rotation of committee memberships and/or chairpersonships), the Board appoints each chair and member to the committees on an annual basis.

## **Leadership Development**

### *Succession Planning*

The Board is responsible for the oversight of succession planning for all key positions, including the Chief Executive Officer. Management reports to the Board periodically on succession planning and provides the Board with recommendations and evaluations of potential successors. The Board then reviews the succession planning analysis of the Company for all key positions, including the Chief Executive Officer. This process enables the Board to maintain a long-term and

continuing program for effective senior leadership development and succession as well as emergency succession plans.

#### *Chief Executive Officer Evaluation*

The Compensation Committee is responsible for setting annual and long-term goals for the Chief Executive Officer and evaluating the Chief Executive Officer's performance against those goals. The results of the evaluation are shared with the Chief Executive Officer and used by the Compensation Committee in setting the Chief Executive Officer's compensation.

#### **Board Evaluation Process**

The Nominating and Corporate Governance Committee oversees an annual self-assessment of the Board's performance as well as the performance of each standing committee of the Board. The results of the Board and committee evaluations are discussed with the full Board and the respective committees.

#### **Stock Ownership Requirements**

The Board has adopted the following stock ownership requirements applicable to members of the Board of Directors and senior officers:

Chief Executive Officer	6x base salary
Other Named Executive Officers	3x base salary
Non-employee Members of the Board	3x annual cash retainer

Ownership requirements must be met for senior officers within five years of appointment to office and for Directors within five years of election to the Board, with vested options and all restricted stock grants counted toward satisfaction of ownership requirements. Shares directly owned by a senior officer or Director and shares owned by an immediate family member, in each case, including shares held in a 401(k) plan or held in trust beneficially owned by the senior officer, Director, or an immediate family member, will be counted as shares owned by the senior officer or director.

Senior officers are expected to acquire shares at a consistent rate prior to achieving the applicable ownership level. A new senior officer should own 1/5th of the required shares no later than their first anniversary of becoming a senior officer, 2/5th of the required shares no later than their second anniversary, 3/5th of the required shares no later than their third anniversary, 4/5th of the required shares no later than their fourth anniversary and meet their entire obligation by the fifth anniversary. The Company will compute all progress calculations on a periodic basis using the senior officer's salary and a closing stock price within 30 days before any eligible vesting date. If a senior officer fails to make proportionate progress, the senior officer will be notified and the senior officer will be automatically restricted by the Company from selling shares in future vesting beyond what is required to meet tax obligations (i.e., "automatic sell-to-cover") until the required proportionate progress toward ownership has been attained. If a determination is made that automatic sell-to-cover is warranted, the entire vest shall be subject to this requirement.

After achieving the applicable ownership level, individuals must continue to retain enough shares to maintain such level. After achieving the applicable ownership level, an individual shall be deemed to remain in compliance with the requirements notwithstanding any fluctuation in the Company's stock price; however, such individual may not sell or transfer any shares until the applicable ownership level is achieved, except as provided below.

A senior officer may not sell or transfer shares that would cause the senior officer to fall out of compliance with the requirements, except: (i) cases of hardship reasonably approved by the Nominating and Corporate Governance Committee; or (ii) transfers of shares due to a final divorce decree assigning shares to an ex-spouse or selling shares as part of the overall divorce settlement. If a senior officer falls out of compliance due to these reasons, the senior officer will have three years in which to return to compliance. With respect to clause (ii) above, such senior officer will have three years from the date of the finalization of the divorce decree to return his or her ownership to the required level. Senior officers will be expected to return to compliance with the ownership levels proportionately over the three-year period.

Compliance with the requirements will be evaluated on an annual basis by the Nominating and Corporate Governance Committee.

### **Political Contributions**

The Board oversees the Company's policies and procedures regarding political contributions.

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<sup>i</sup> Reference is made to that certain Cooperation Agreement, dated as of August 3, 2018, by and between the Company and Elaine P. Wynn.