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Wynn Macau, Limited
永利澳門有限公司*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

TERMS OF REFERENCE OF THE NOMINATION AND CORPORATE GOVERNANCE COMMITTEE OF WYNN MACAU, LIMITED

The nomination and corporate governance committee (the "**Committee**") of Wynn Macau, Limited (the "**Company**") was established pursuant to a resolution passed by the board of directors of the Company (the "**Board**") on 16 September 2009. Set out below are the terms of reference (the "**Terms of Reference**") of the Committee approved by the Board on 4 December 2025. The Terms of Reference are available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

1. Purpose

1.1 The purpose of the Committee is to identify, consider and recommend to the Board appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board, to develop and recommend to the Board nomination guidelines, and to develop and evaluate the corporate governance practices of the Company with the goal of achieving high standards of corporate governance to safeguard the interests of all shareholders of the Company, which shall be consistent with any applicable laws, regulations and listing standards.

2. Composition

2.1 The Committee shall be appointed by the Board from time to time and shall consist of not less than two independent non-executive directors, a majority of which shall be independent non-executive directors, with at least one member of a different gender, who shall meet the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as amended from time to time).

2.2 A quorum shall be two members of the Committee.

2.3 The Board shall appoint one member of the Committee as the chairman (the "**Chairman**") who is either the chairman of the Board or an independent non-executive director.

3. Meetings

3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association (the "**Articles**") (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

3.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

3.3 The Committee shall meet at least once annually, or more frequently if circumstances require.

3.4 Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

3.5 Members of the Committee may be represented at a meeting of the Committee by a proxy appointed by him or her or his or her alternate.

3.6 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

3.7 A meeting of the Committee may be convened by any of its members.

3.8 The members of the Committee shall appoint a secretary of the Committee (the "**Secretary**") to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the members of the Committee present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman or the Secretary of the meeting or succeeding meeting.

3.9 Unless otherwise agreed by all the members of the Committee, notice of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given. The Chairman shall determine whether or not a meeting of the Committee is a regular meeting.

3.10 The agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least three days before the date of the meeting (or such other period as the members may agree).

3.11 Minutes of meetings of the Committee and the record of individual attendance at such meetings shall be prepared by the Secretary which shall be sent to all members of the Board within a reasonable time after the conclusion of any meeting of the Committee. For the purposes of recording attendance only, the attendance of a proxy or alternate of members of the Committee will not be counted as attendance by the relevant member of the Committee himself or herself.

3.12 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all the members of the Committee (or their respective proxy or alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4. Access

4.1 The Committee shall have full access to management and may invite members of management or others to attend its meetings.

4.2 The Company should provide the Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

5. Reporting Procedures

5.1 The Committee will consult the chairman and/or the chief executive officer of the Company about their proposals relating to the selection and appointment of directors.

5.2 The Committee shall evaluate and assess its effectiveness and the adequacy of its Terms of Reference on an annual basis and recommend any proposed changes to the Board.

6. Authority

6.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "**CG Code**") as contained in Appendix C1 of the Listing Rules (as amended from time to time).

6.2 The Committee is authorized by the Board to determine the procedures, process and criteria to be adopted in relation to the selection and recommendation of candidates for directorship.

7. Responsibilities and Duties

7.1 Without prejudice to any requirement under the CG Code, the Committee shall perform the following duties:

(a) to review the structure, size and composition (including skills, knowledge, experience and diversity profile) of the Board at least annually, to assist the Board in maintaining a Board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy as well as to promote shareholder value;

(b) to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;

(c) to identify individuals who are qualified and suitable to become a member of the Board and to make recommendations to the Board on the selection of individuals nominated for directorships;

(d) to assess the independence of independent non-executive directors to determine their eligibility having regard to the criteria under the Listing Rules;

(e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the Chairman and the chief executive of the Company;

(f) to review and assess each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively, taking in account the factors as required by the Listing Rules;

(g) to support the regular evaluation of the performance of the Board;

(h) to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board;

(i) to develop, review and assess the adequacy of the Company's policies and practices on corporate governance and to make recommendations on any proposed changes or improvements to the Board;

(j) to review and monitor the training and continuous professional development of directors and senior management;

(k) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; and

(l) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to directors and employees.

8. Annual General Meeting

8.1 The Chairman or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting (the "**AGM**") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.

By order of the Board
Wynn Macau, Limited
Dr. Allan Zeman
Chairman

Hong Kong, 4 December 2025

As at the date of this announcement, the Board comprises Craig S. Billings and Frederic Jean-Luc Luvisutto (as Executive Directors); Linda Chen (as Executive Director and Vice Chairman); Ellen F. Whittemore and Julie M. Cameron-Doe (as Non-Executive Directors); Allan Zeman (as Independent Non-Executive Director and Chairman); and Lam Kin Fung Jeffrey, Bruce Rockowitz, Nicholas Sallnow-Smith and Leah Dawn Xiaowei Ye (as Independent Non-Executive Directors).

* *For identification purpose only*