

LAS VEGAS SANDS CORP. COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee shall have direct responsibility for the compensation of the executive officers of Las Vegas Sands Corp. (the “Company”). For this purpose, compensation shall include:

- annual base salary;
- annual and other long term incentive opportunity;
- stock option or other equity participation plans;
- profit-sharing plans;
- the terms of employment agreements, severance arrangements, change in control agreements and other similar arrangements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments that are deemed compensation under applicable Securities and Exchange Commission (“SEC”) rules.

II. Organization

The members of the Compensation Committee shall be appointed by the Board of Directors of the Company (the “Board”). Members of the Compensation Committee may be removed at any time by action of the Board. The Compensation Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Compensation Committee shall elect a chairperson by a vote of the majority of the full Compensation Committee.

In the event that all members of the Compensation Committee do not qualify as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations promulgated thereunder, then the Compensation Committee shall appoint a subcommittee consisting of at least two members, each of whom shall qualify as an “outside director” and shall satisfy the applicable independence requirements of the New York Stock Exchange. Such subcommittee shall be responsible for approving (or disapproving) any award under the Company's incentive compensation or equity award plans or agreements for which approval by such a subcommittee would be required in order to qualify such award as “performance based compensation” within the meaning of Section 162(m)(C) of the Code.

III. Meetings

The Compensation Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Compensation Committee shall:

1. Review and approve corporate goals and objectives relevant to the Chief Executive Officer's ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. The review and approval of performance-based compensation shall be made at least annually. In determining the long-term incentive component of CEO compensation, the Compensation Committee will also consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO's compensation.
2. Review and make recommendations to the Board on an annual basis with respect to non-CEO executive officer compensation.
3. Make recommendations to the Board with respect to the Company's incentive compensation and equity-based plans that are subject to Board approval.
4. Approve compensation awards (with or without ratification or approval of the Board) as may be required to comply with applicable tax and state corporate laws.
5. Prepare the report on executive officer compensation required by the Securities and Exchange Commission to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the Securities and Exchange Commission.
6. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Compensation Committee.
7. Review its own performance annually.
8. Report regularly to the Board.
9. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Compensation Committee or the Board deems necessary or appropriate.

Nothing in this Charter shall preclude the Board from discussing CEO or non-CEO compensation generally or any other subject.

V. Resources

The Compensation Committee shall have the sole authority to retain or terminate consultants to assist the Compensation Committee in the evaluation of director, CEO or senior executive compensation.

The Compensation Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any consultant retained to advise the Compensation Committee.