

RED ROCK RESORTS, INC.

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

Organization

This Charter governs the operations of the Nominating and Corporate Governance Committee of the Board of Directors (“the Board”) of Red Rock Resorts, Inc., a Delaware corporation (the “Company”). The Board of Directors shall appoint a Nominating and Corporate Governance Committee (the “Committee”) of not less than three members of the Board, and shall designate one member as chairperson. 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. Each Committee member shall have been determined to be independent, as defined by the listing standards of the Nasdaq Stock Market (“NASDAQ”), as amended from time to time. The Board may remove any member of the Committee in accordance with the Company’s bylaws.

The Committee shall meet at least annually, but will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Board or any member of the Committee. The Committee may meet by telephone conference. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. Appropriate notice of meetings shall be provided to each member (or waivers of such notice obtained), and written minutes of each meeting shall be duly filed in the Company records. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

Purpose

The purposes and responsibilities of the Committee shall be to provide assistance to the Board with regard to the following: (1) to identify, screen, review and recommend to the Board individuals qualified to be nominated for election to the Board and to fill vacancies or newly created positions on the Board consistent with criteria approved by the Committee with input from the Board, (2) to recommend to the Board directors to serve on each Board committee, including the Committee, (3) to develop and recommend to the Board a set of corporate governance principles and codes of conduct applicable to the Company and to take a leadership

role in implementing and monitoring the effectiveness of the Company's Corporate Governance Guidelines (the "Guidelines"), (4) to make recommendations to the full Board concerning the appropriate size and needs of the Board, (5) to oversee an annual evaluation of the Board and management and recommend improvements when necessary and (6) any related matters required by the federal securities laws.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with all requisite access to the books, records, facilities and personnel of the Company and with access to the Company's outside legal counsel and other advisors. The Committee has the power, in its sole discretion, to retain separate outside counsel or other advisors, different from the Company's regular outside counsel and advisors, and will receive adequate funding from the Company to engage such counsel and advisors. The Committee shall have the sole authority to retain and terminate any search firm or recruitment consultant used to identify director candidates, including sole authority to approve the fees and other retention terms.

Duties and Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities in the section entitled "Purpose" of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in the section entitled "Purpose" of this Charter.

Board Selection and Composition

1. Establish standards, criteria and processes for the selection of directors.
2. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting.
3. Evaluate candidates for nomination to the Board, including those recommended by shareholders. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
5. If deemed advisable by the Committee, retain, compensate, terminate and oversee search firms and recruitment consultants to help identify, screen and review director candidates.
6. Review each incumbent director and recommend whether that director should be nominated for re-election.

7. Consider questions of independence and possible conflicts of interest and assist the Board in making determinations as to the independence of the directors as well as the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee.
8. Review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, and other desired qualities.
9. Review periodically the size of the Board and recommend to the Board any appropriate changes.
10. Consider matters relating to the resignation of Board members.

Committee Selection and Composition

1. Recommend directors to serve on each committee of the Board after consultation with individual directors and the Chairman of the Board and giving consideration to the criteria for service on each committee set forth in the charter for such committee as well as other factors the Committee deems relevant.
2. Review and monitor the composition, purpose, functions and structure of each committee and the qualifications and criteria for membership on each committee.
3. Consider matters related to the removal, resignation and rotation of members of each committee.

Corporate Governance

1. Review and monitor compliance with, and the effectiveness of, the Guidelines and the Company's Code of Business Conduct and Ethics (the "Code").
2. Review and monitor matters relating to the Company's corporate governance and develop and recommend to the Board, if appropriate, modifications or additions to the Guidelines and the Code, the Company's organizational documents or the Company's other corporate governance policies or processes.
3. Review the corporate governance implications, if any, of any proposed changes in director compensation.

Board Evaluation

1. Develop procedures for an annual evaluation of the Board.
2. Oversee and lead the Board in undertaking an annual evaluation of the effectiveness and performance of the Board and management.

Other Duties

1. At least annually, review the adequacy of this Charter and recommend to the Board any changes to this Charter that the Committee deems necessary or desirable.
2. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with its Charter.
3. Report to the Board as necessary regarding the Committee's recommendations and activities.
4. Develop and recommend to the Board for approval a Company policy on approval of related party transactions and to review and approve any transaction between the Company and any related person.
5. Perform such other specific functions as the Board may from time to time direct, and make such investigations and reviews as the Chief Executive Officer or the Board may from time to time request.
6. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
7. Conduct such investigations as the Committee deems necessary, and retain outside experts, if required.

The foregoing functions and responsibilities are set forth as a guide with the understanding that the Committee may, to the extent permitted by applicable laws or regulations, diverge from this guide as appropriate given the circumstances. In addition, the Committee is authorized to take any actions reasonably related to the mandate of this Charter.