

## **RED ROCK RESORTS, INC.**

### **AUDIT 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 Audit Committee of the Board of Directors (the "Board") of Red Rock Resorts, Inc., a Delaware corporation (the "Company").

#### ***Committee Membership***

The Board shall appoint an Audit Committee (the "Committee") of at least three members, consisting entirely of independent directors, 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 and to the extent required by the applicable rules of the Securities and Exchange Commission ("SEC") and under the listing standards of the Nasdaq Stock Market ("NASDAQ"), as amended from time to time. However, one director who does not meet the NASDAQ definition of independence, but who meets the criteria set forth in Section 10A(m)(3) under the Exchange Act and the rules thereunder, and who is not a current officer or employee or a family member of such individual, may serve for no more than two years on the Committee if the Board, under exceptional and limited circumstances, determines that such individual's membership is required by the best interests of the Company and its shareholders. Such individual may not chair the Committee. The use of this "exceptional and limited circumstances" exception, as well as the nature of the individual's relationship to the Company and the basis for the Board's determination shall be disclosed in the annual proxy statement.

In addition, if a Committee member ceases to be independent for reasons outside the member's reasonable control, his or her membership on the Committee may continue until the earlier of the Company's next annual shareholders' meeting or one year from the occurrence of the event that caused the failure to qualify as independent. If the Company is not already relying on this provision, and falls out of compliance with the requirements regarding Committee composition due to a single vacancy on the Committee, then the Company will have until the earlier of the next annual shareholders' meeting or one year from the occurrence of the event that caused the failure to comply with this requirement. The Company shall provide notice to NASDAQ immediately upon learning of the event or circumstance that caused the non-compliance if it expects to rely on either of these provisions for a cure period.

The Board may remove any member of the Committee in accordance with the Company's bylaws. Each member of the Committee shall be financially literate and at least one member of the Committee shall have accounting or related financial management expertise, as each such qualification is interpreted by the Board in accordance with applicable listing standards. In addition, at least one member of the Committee shall be an "audit committee financial expert" as such term is defined by the SEC. No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years.

The members of the Committee shall be appointed by the Board, based on recommendations of the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

### *Meetings*

The Committee shall meet as often as it determines necessary, but not less frequently than quarterly. Meeting 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. The Committee may delegate specific functions to one or more of its members. The Committee shall meet separately and periodically with management, with internal auditors (or other personnel responsible for the internal audit function) and the independent auditors.

### *Purpose*

The purpose of the Committee shall be to oversee the Company's corporate accounting and financial reporting processes. The primary responsibilities of the Committee are, among other things, as follows:

- Perform the Board's oversight responsibilities as they relate to the Company's accounting policies and internal controls, financial reporting practices and legal and regulatory compliance, including, among other things:
  - The quality and integrity of the Company's financial statements;
  - The Company's compliance with legal and regulatory requirements;
  - Review of the independent auditors' qualifications and independence; and

- The performance of the Company’s internal audit function and the Company’s independent auditors;
- Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company’s financial management, internal auditors and independent auditors; and
- Prepare the report to be included in the Company’s annual proxy statement, as required by SEC rules.

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.

### *Duties and Responsibilities*

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. It is not the duty of the Committee to conduct audits or determine that the Company’s financial statements and disclosures are complete and accurate or that they comply with generally accepted accounting principles (“GAAP”) and other applicable reporting and disclosure standards. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with GAAP and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

The Committee shall, subject to foregoing and the Company’s Certificate of Incorporation and Bylaws and applicable law and the principles set forth in the Company’s Corporate Governance Guidelines, carry out the following responsibilities and functions:

### *Risk Management and Controls*

1. Discuss the Company’s policies with respect to risk assessment and risk management, including the risk of fraud, and the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures.
2. Review the Company’s overall anti-fraud programs and controls with senior management and the Compliance Committee.

### *Pre-Approval of Auditor Services*

1. Pre-approve all audit services (including the provisions of comfort letters in connection with securities offerings) and non-audit services permitted by applicable law to be provided to the Company by the Company’s independent auditors, and the related fees

for such services other than prohibited non-auditing services promulgated under the rules and regulations of the SEC (subject to the inadvertent *de minimis* exceptions set forth in the Sarbanes-Oxley Act of 2002 and the SEC rules). Such services shall be promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

2. Any approval by the Committee of a permitted non-audit service shall be disclosed as required by law in the Company's applicable periodic public filings.

#### *Oversight of Independent Auditing Services*

1. Have direct responsibility and sole discretion for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
2. Meet with the independent auditors to review and approve the plan and scope for each audit and review of the Company's financial statements and related services, including proposed fees to be incurred with respect thereto.
3. Review and recommend action with respect to the results of each independent audit of the Company's financial statements and recommendations of the independent auditors arising as a result of such audit.
4. Review with the independent auditors any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management; and shall obtain from the independent auditor assurances that Section 10A(b) of the Exchange Act (required response to audit discoveries) has not been implicated. The review should also include a discussion of the responsibilities, budget and staffing of the Company's internal audit function.
5. Discuss with the Company's independent auditors the matters required to be communicated pursuant to applicable auditing standards.
6. At least annually, obtain and review a report by the independent auditors describing (i) the independent auditors' internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to respond to such issues, and (iii) all relationships between the independent auditors and the Company.
7. At least annually, discuss with the independent auditors their independence and receive each of the following in writing:

- i. disclosure of all relationships between the independent auditors and their related entities and the Company and its related entities that in the auditors' professional judgment may reasonably be thought to bear on independence; and
  - ii. confirmation that, in the auditors' professional judgment, they are independent of the Company within the meaning of the federal securities laws.
8. Discuss with the Company's independent auditors any relationships or services disclosed by the independent auditors that may impact the objectivity and independence of the independent auditors and recommend to the Board any actions in response to the independent auditors' disclosures to satisfy itself of the independent auditors' independence.
9. Obtain and review the reports of the Public Company Accounting Oversight Board with respect to the Company's independent auditors when such reports are made publicly available.
10. At least annually, evaluate the independent auditors' qualifications, performance and independence, including a review and evaluation of the lead partner of the independent auditors, and present its conclusions to the Board. In making its evaluation, the Committee should take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function).
11. Confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

#### *Financial Statements and Disclosures*

1. Review major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles.
2. Review analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
3. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
4. Resolve any disagreements between management and the independent auditors regarding financial reporting.
5. Receive the report of the independent auditor that performs for the Company any audit required by the Exchange Act with respect to each of the following:

- i. All critical accounting policies and practices to be used;
  - ii. All alternative treatments of financial information within GAAP that have been discussed with management officials of the Company, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and
  - iii. Other material written communications between the independent auditor and the Company such as any management letter or schedule of unadjusted differences.
6. Review and discuss with the Company's independent auditors and management the Company's audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K and the proposed audit opinion.
7. Based on (1) its review and discussions with management of the Company's audited financial statements, (2) its discussion with the independent auditor of the matters required to be discussed in accordance with applicable auditing standards, and (3) the written disclosures from the Company's independent auditors regarding independence, recommend to the Board whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC.
8. Review and discuss with the Company's independent auditors and management the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Quarterly Reports on Form 10-Q.
9. Review and discuss with management earnings press releases (including the type and presentation of information to be included therein, particularly the use of "pro forma" or "adjusted" non-GAAP information before their release to the public), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion may be general in nature (e.g., discussion of the types of information to be disclosed and the type of presentation to be made) and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

#### *Internal Accounting and Controls*

1. To review and approve the design and implementation of an internal audit function for the Company, including its purpose, organization, responsibilities, budget and performance; and to discuss with the Company's independent auditors management's plans with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function.

2. Review with management and the Company's independent auditors and financial management the adequacy and effectiveness of the Company's system of internal accounting controls, including the adequacy of such controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper and any special audit steps adopted in light of material control deficiencies and the report of management and the independent auditors thereon.
3. Prior to the Company's filing of any Quarterly Report on Form 10-Q or Annual Report on Form 10-K, receive disclosures from the Company's principal executive officer and principal financial officer with respect to the following:
  - i. All significant deficiencies in the design or operation of internal controls over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data;
  - ii. All material weaknesses in internal controls identified by such officers to the Company's independent auditors; and
  - iii. Any fraud, whether material or not material, that involves management of the Company or other employees who have a significant role in the Company's internal controls.
4. Review the scope and results of the Company's internal auditing procedures and practices and oversee the effectiveness thereof.

#### *Management Conduct Policies*

1. Establish procedures for:
  - i. The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - ii. The confidential, anonymous submission by employees of the Company and others of concerns regarding questionable accounting or auditing matters.
2. Review from time to time and make recommendations with respect to the Company's policies relating to management conduct and oversee procedures and practices to ensure compliance therewith. Such policies shall include, without limitation, those relating to (1) transactions between the Company and members of its management, (2) political contributions and other sensitive payments and (3) corporate or competitive opportunities offered or enjoyed by members of such management.
3. Review from time to time and administer the Company's Code of Business Conduct and Ethics, which includes those standards required by applicable SEC and NASDAQ rules.

4. Review the Company's compliance with applicable laws and regulations and review and oversee the Company's policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance.
5. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
6. Make interpretations from time to time as to the scope and application of the Company's management conduct policies.
7. Receive any report required to be made by the Company's attorneys pursuant to the standards adopted by the SEC for professional conduct of attorneys appearing and practicing before the SEC.

#### *Reports*

1. Prepare an audit committee report to the extent required by the SEC to be included in the Company's annual proxy statement.
2. Review with the Board, among other matters, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.
3. Report to the Board as necessary regarding the Committee's recommendations and activities.

#### *Other Duties*

1. Set clear policies for the employment by the Company or its subsidiaries of employees or former employees of the independent auditors, taking into consideration the pressures that may exist for auditors consciously or subconsciously seeking a job with the Company.
2. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis.
3. At least annually, review the adequacy of this charter and recommend to the Company's Board any changes to this charter that the Committee deems necessary, appropriate or desirable.
4. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.



5. Perform such other specific functions as the Board may from time to time direct, and make such investigations and reviews of the Company and its operations as the Chief Executive Officer or the Board may from time to time request.
6. Conduct such investigations as the Committee deems necessary and retain outside experts, if required.

### ***Limitation of Audit Committee's Role***

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. However, it is not the duty of the Audit Committee to plan or conduct audits, or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.