

# CODE OF BUSINESS CONDUCT AND ETHICS

EFFECTIVE NOVEMBER 16, 2022

THE VENETIAN® RESORT

———— LAS VEGAS ————

## A MESSAGE FROM PATRICK NICHOLS

### *The Code is a tool for you; read it, refer to it, apply it.*

I am pleased to introduce our Code of Business Conduct and Ethics (“Code”). This Code reflects how The Venetian® Resort Las Vegas does business ethics differently. It embodies our steadfast commitment to the highest standards of professional conduct in every way every day.

Our processes and personnel are and will continue to be the best in every aspect of our business – including, and especially, in the ethical performance of our jobs. We are judged not only by our conduct, but by the appearance of our conduct. At the most fundamental level, the Company strives to always do the right thing and we expect Team Members to do the same. We do the right thing by respecting individuals. We do business ethically and legally. We protect our Company and we enhance our community.

The Code clearly communicates standards and expectations that every Team Member is charged with knowing and abiding by. The Code places greater emphasis on issues that have attracted increased attention within the industry, in public discussion, or among regulators, such as data privacy, social media usage, sustainability, and corporate social responsibility. The Code is a tool for you; read it, refer to it, apply it. No code or policy can spell out the laws and rules of appropriate conduct and ethical behavior for every business situation.

This Code is intended to provide each of us with guiding principles on how to apply our own common sense, good judgment, and conscience and to assist us in our work on behalf of the Company. Remember, we must not only follow these principles when it is easy, but when it is hard to do so. Making the right decision, even when there is pressure or an incentive to do otherwise, protects the Company and our hard-earned reputation.

It is crucial that you report any allegations of violation of the Code to your supervisors, the Compliance Department, and/ or the Ethics Hotline as soon as you are made aware of them. We have strict anti-retaliation policy to protect you when you report concerns. Vigilant Team Members and affiliated Covered Persons are our best line of defense in maintaining our reputation and protecting the business, its customers, and stakeholders.

Compliance with this Code is a standard of conduct to which we must hold ourselves and each other. Each of us – every Team Member – will be judged by how we incorporate these principles into our conduct, and each manager will be judged by how they promote the ethical principles contained in this Code with those they manage. A reputation built over years can be lost through a single careless, unethical act. We hope and expect that through this Code of Business Conduct and Ethics, we will help nurture and sustain this tradition of trust.

Sincerely yours,

A handwritten signature in black ink, appearing to be 'PN', written in a cursive style.

**Patrick Nichols**  
**President & Chief Executive Officer**

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# *Doing What's Right For Individuals, The Company, and Our Community*

## **DOING BUSINESS THE RIGHT WAY**

At The Venetian Resort, we believe in providing unmatched guest service. This concept runs through everything we do, from how we design our hotels to the extra effort our Team Members provide to a guest in need. But just as importantly, we always act with integrity, meeting our legal and ethical duties. In short, whatever we do, we do it the right way. This means carrying out our mission to provide our guests with the very best experience. We keep four principles of ethical conduct in mind at all times:

### *1. We Respect Individuals*

Whether fellow Team Members, guests, suppliers, or members of the community, we treat all individuals with the utmost respect. We strive to make sure they are safe and free from discrimination or harassment.

### *2. We do Business Ethically and Legally*

We follow the letter and the spirit of all laws the Company is obligated to follow. We are aware of our global obligations. We act with integrity in every action we take on behalf of the Company.

### *3. We Protect our Company and our Team Members*

The continued growth of the Company benefits both the Company and our Team Members. Our actions are designed to safeguard the assets and reputation of The Venetian Resort.

### *4. We Enhance our Community*

Our interactions with the community provide opportunities to improve the world around us. Whether working with the local government or making sure we act as stewards of the environment we live in, we look to make our community a better place.

Doing what is right is the most important job a Team Member has. While it can sometimes be tempting to disregard this idea in an effort to meet an executive's urgent request, get a job done quickly, or close a deal, this is not a risk we take. No guest, no contract, no deal is more important than the reputation and future of the Company.

## WE FOLLOW THE CODE

This Code provides you with a high-level overview of the core principles that govern our way of doing business, along with links to the more detailed policies and procedures our Team Members and other Covered Persons are expected to know and follow. This Code is intended to help all of us detect and prevent violations of law and Company policy and to promote individual accountability.

The Code applies to all Team Members—including executives, officers, and managers—consultants, vendors, and agents of the Company. All of these are referred to as “Covered Persons,” and when this Code references “we” or “you,” it includes all Covered Persons.

As you read the Code and related materials, keep in mind compliance and integrity is an element of each of our jobs and an essential part of our commitment to leading in all aspects of our business. Doing the right thing at all times is a standard to which we must hold ourselves and each other.

Compliance with the letter and spirit of all laws, rules, and regulations that govern our business is critical to the Company’s reputation and continued success. You must follow all local, state, and federal laws and avoid even the appearance of impropriety.

You are not expected to navigate these laws and expectations alone. The Venetian Resort has many resources to guide you and provides a variety of ways to voice your concern, listed in the “Making Sure the Code Works” section of this document.

## YOUR RESPONSIBILITIES AS A TEAM MEMBER

We rely on each other to do the right thing. This means seeking help when you have a question or concern. As you will see throughout this Code, there are many ways to seek guidance or report a concern – choose the way most comfortable for you.

Report violations or concerns. If you discover what you in good faith believe are actions that violate this Code or are of a questionable, fraudulent, or illegal nature, you must report the matter immediately in accordance with the **Reporting and Non-retaliation Policy**. Making a report in good faith does not mean your suspicions have to be correct or proven. It just requires that you provide truthful and accurate information if you have a reasonable basis to believe reportable behavior occurred or is going to occur. Reports made out of spite or those which intentionally include false information are not good faith reports. Most of the time, you may choose to remain anonymous in reporting a possible violation. Visit [venetianlasvegas.ethicspoint.com](https://venetianlasvegas.ethicspoint.com) or call **1.844.988.1697** to file a report with the 24/7 Ethics Hotline.

## SPECIAL RESPONSIBILITIES FOR LEADERS AND MANAGERS

Making sure we comply with the Code is the responsibility of every Team Member, but managers, supervisors, and our Company leaders have a special responsibility for ensuring the Code and The Venetian Resort Policies are followed. Every manager and supervisor is responsible for communicating The Venetian Policies to their team, including those dealing with legal and ethical behavior. Managers and supervisors are also responsible for maintaining a work environment where constructive, candid, and open discussion is encouraged and expected, without fear of retaliation. But most importantly, managers, supervisors, and Company leaders should be role models for their teams.

## WE DO NOT TOLERATE RETALIATION

Retaliation can take many forms. It can include a manager reducing pay and benefits, denying promotion, or assignment to less desirable shifts. It can also be more subtle. Treating someone differently simply because they filed a report or complaint is also retaliation.

The Venetian Resort takes all good faith reports seriously. Retaliation against a Team Member making a good faith report or complaint, seeking advice or guidance about a matter under the Code, or cooperating with an investigation of a potential violation will NOT be tolerated under any circumstance. Any person involved in such retaliation violates the Code and is subject to discipline up to and including termination of employment.

### *Example:*

John manages six Team Members in the Safety Department. One of them, Sarah, filed a report claiming that John had been passing certain equipment as certified for use even though a full inspection had not been completed. It turned out that John had gotten approval for this from his manager but did not tell his staff. After the report was resolved, John held his annual summer open house at his home. As in previous years, most of the guests were Team Members, including everyone in his department. However, this year he did not invite Sarah because of her complaint, even though she had been invited in the past.

**Q: Is This Retaliation?**

**A: Yes.** John's party was held off-property and may have been personal in his mind. But because the guest list was primarily Team Members, and many of the attendees were there as co-workers, not personal friends, not inviting Sarah can be seen as treating her differently than her co-workers. As the only difference, this year was Sarah's report about John, and a reasonable person could see this as an effort to retaliate against Sarah.

# PRINCIPLE 1: RESPECT FOR INDIVIDUALS

*We conduct our business in a way that shows respect for our Team Members and guests*

## DOING THE RIGHT THING

**We work hard to ensure our Team Members' and guests' safety.**

### *WHY We Do It*

Any time a Team Member or guest steps onto our property, they should feel The Venetian Resort is doing all it can to keep them safe. We know they expect to be protected from harm while on our property, and we work hard to meet those expectations. We care about our Team Members and want to ensure everyone has a safe and healthy working environment.

### *HOW We Do It*

- Maintaining and enforcing a written Workplace Safety Program.
- Making the prevention of occupational accidents and illness a responsibility of every supervisor and manager.
- Adhering to an Environmental Responsibility Policy.
- Complying with all public health and environmental laws.
- Maintaining an open dialogue with our local community on any hazards posed by our operations.
- Working with government authorities, industry groups, and the public to promote awareness of and develop appropriate responses to any hazards related to our operations.
- Providing state-of-the-art security for our property.

### *Learn More*

- Team Member Handbook
- Workplace Safety Program
- Environmental Responsibility Policy

### *WHAT Can I Do?*

If you see a safety hazard, report it to your supervisor right away. You may help prevent an accident or injury. If an unsafe condition persists, you can report it to the Compliance or Facilities Departments through any of the channels discussed at the end of this Code.



# *PREVENTING DISCRIMINATION AND HARASSMENT*

## **DOING THE RIGHT THING**

**We are committed to providing a workplace free from discrimination and harassment.**

### *WHY We Do It*

The Venetian Resort strives to treat Team Members fairly and create a workplace where they may reach their full potential. Team Members should expect a workplace free from harassment and disrespectful conduct.

Harassment is unwelcome or abusive conduct based on race, color, religion, sex, pregnancy, national origin, sexual orientation, gender identity, age, disability, or genetic information.

Discrimination is the unjust or prejudicial treatment of an individual based on race, color, religion, sex, pregnancy, national origin, sexual orientation, gender identity, age, disability, or genetic information.

The productivity and morale of our Team Members suffer when they are subjected to unwelcome conduct in the workplace. All Team Members should be treated fairly and with respect and protected from all forms of harassment and discrimination.

### *HOW We Do It*

- Promoting and enforcing our Preventing Discrimination and Harassment Policy.
- Requiring all Team Members to complete a sexual harassment awareness training program.
- Training our Team Members to identify and prevent workplace discrimination and harassment.
- Having a zero-tolerance approach to harassment and discrimination within our workplace.
- Basing all employment decisions regarding Team Members on merit, qualifications, and job-related characteristics except as required under local law or local government policy or expectations.
- Providing Team Members multiple channels to report discrimination or harassment.

### *Learn More*

- Preventing Discrimination and Harassment Policy
- U.S. Equal Employment Opportunity Commission: [eeoc.gov](http://eeoc.gov)

### *Q&A:*

**Q: IS SEXUAL HARASSMENT LIMITED TO UNWANTED PHYSICAL CONTACT?**

**A: NO.** Sexual harassment may consist of verbal, visual, or physical conduct of a sexual nature that is unwelcome or makes someone feel uncomfortable. It can take many forms, including sexual advances or unwelcome demands for dates; sexually oriented jokes, pictures, or text messages; or the display of sexually suggestive images or pornography.

# *ENCOURAGING DIVERSITY AND INCLUSION*

## **DOING THE RIGHT THING**

**We are committed to creating a culture of diversity and inclusion and a safe space for our Team Members.**

### *WHY We Do It*

Our Team Members are one of our greatest assets, and our business is most successful when they are treated with dignity and respect. This means showing understanding of and respect for all Team Members' gender, race, ethnicity, sexual orientation, disability, religion, and age, as well as their unique cultural backgrounds, experiences, opinions, and ideas. Our property serves guests from around the world, and having Team Members who reflect this diversity allows us to better serve our guests. It also creates a more successful work environment for Team Members.

### *HOW We Do It*

- Recruiting individuals of all experiences, ages, cultural and racial backgrounds, and religious beliefs.
- Valuing and showing respect for the unique cultural backgrounds and diverse experiences of our Team Members.
- Maintaining membership in and support of groups and programs that encourage and promote various diversity and inclusion initiatives.

### *Learn More*

- Team Member Handbook
- Contact Human Resources
- Diversity, Equity, and Inclusion Committee

### *DID You Know?*

The Company employs over 6,000 Team Members.

# *PREVENTING HUMAN TRAFFICKING*

## **DOING THE RIGHT THING**

**We work to prevent all forms of human trafficking on our property and in our supply chain.**

### *WHY We Do It*

The Venetian Resort takes proactive steps to prevent human trafficking from occurring in our operations and global supply chain. The prevention of human trafficking is an increasing global concern, and vigilance in the face of this critical public safety and human rights issue is especially important in the hospitality industry, as traffickers tend to focus on resort settings to conduct their illegal and inhumane operations. To address this, The Venetian Resort has established robust human trafficking prevention policies and procedures, including reporting protocols for potential human trafficking incidents. We also provide all Team Members with both annual and ongoing training on this important issue.

### *HOW We Do It*

- Promoting and enforcing our Human Trafficking Prevention Policy.
- Taking a zero-tolerance approach to human trafficking.
- Requiring suppliers to comply with our Human Trafficking Prevention Policy and Supplier Code of Conduct.
- Ensuring our procurement team communicates these policies to suppliers.
- Training our Team Members to identify and respond appropriately to instances of sex trafficking on our property.
- Engaging with local law enforcement for specialized training.
- Partnering with local government and non-profit organizations on anti-trafficking efforts.
- Conducting third-party audits of suppliers to ensure fair treatment of workers.
- Prohibiting the use of recruiters that charge employees fees (unless mandatory by local law) or impose inappropriate conditions of hire or employment.

### *Learn More*

- Human Trafficking Prevention Policy
- Supplier Code of Conduct
- Human Trafficking Reporting and Escalation Protocol SOP

### *WHAT Can I Do?*

Be alert. Team Members who are in frequent contact with our guests are in the best position to observe potentially troubling behavior. When you see a concerning situation, look for the “red flags” of trafficking listed in the Policy and on the wallet cards available from your managers and at the Team Member Concierge. If you believe enough red flags are present, alert your supervisor immediately.

# *PROTECTING GUEST AND TEAM MEMBER PRIVACY*

## **DOING THE RIGHT THING**

**We are committed to protecting the privacy and personal information of our guests and Team Members.**

### *WHY We Do It*

Every day, we collect and use information from our guests and Team Members to provide world-class products, services, and experiences. Guests and Team Members trust the Company to safeguard and protect this information, and we are committed to doing so.

### *HOW We Do It*

- Issuing a Privacy Policy and training all Team Members to take reasonable measures to prevent unauthorized access to and disclosure of our guests' personal information.
- Disciplining Team Members who violate the privacy of our guests and/or Team Members.
- Securing information maintained in electronic form on systems protected by best-in-class security measures.

### *Learn More*

- The Venetian Resort Privacy Statement: [venetianlasvegas.com/legal/privacy-notice.html](http://venetianlasvegas.com/legal/privacy-notice.html)
- The Venetian Resort Privacy Policy

### *Q&A:*

**Q: I HAVE SOME PAPERS THAT INCLUDE A LOT OF TEAM MEMBER PERSONAL DATA AND SALARY DETAILS THAT I NO LONGER NEED. CAN I JUST THROW THESE PAPERS AWAY IN THE GENERAL RECYCLING BIN?**

**A: NO.** Records containing personal data need to be disposed of securely (i.e., by shredding or using a secure document disposal facility).

## PRINCIPLE 2: DOING BUSINESS ETHICALLY AND LEGALLY

*In everything we do, we follow the law and act in a responsible and ethical manner*

### COMPLYING WITH GAMING LAWS AND REGULATIONS

#### *WHY We Do It*

Gaming is a highly regulated business, and The Venetian Resort operates pursuant to specially granted licenses that we hold as a privilege, not a right. That is why we must be aware of and follow all of the laws, rules, and regulations that govern our gaming activities. We also must ensure that our gaming activity is fair to our patrons.

#### *HOW We Do It*

- Complying with all rules and regulations established by the Nevada Gaming Commission and Nevada Gaming Control Board.
- Maintaining an industry-leading compliance program focusing on gaming regulatory matters.
- Creating gaming-related policies, procedures, and internal controls and publicizing them where appropriate.
- Cooperating with Nevada regulators.
- Training Team Members on casino-related operations and the rules that apply to them.

#### *Learn More*

- Compliance Department: 702.607.4626 or [lv\\_compliance@venetianlasvegas.com](mailto:lv_compliance@venetianlasvegas.com)

### *Who is Our Gaming Regulator?*

Casinos in Nevada are regulated by the **Nevada Gaming Control Board**, working together with the **Nevada Gaming Commission**.

# *PROMOTING RESPONSIBLE GAMING*

## **DOING THE RIGHT THING**

**We take a proactive stance on responsible gambling by prioritizing training and awareness of the issue.**

### *WHY We Do It*

The Venetian Resort takes problem gambling seriously and understands that a proactive approach is the most beneficial approach. To remain the industry leader in responsible gaming, the Company continually trains Team Members on how to help guests seeking assistance. The Venetian Resort also ensures that information on our community problem gambling resources is readily available for our guests.

### *HOW We Do It*

- We not only comply with but exceed all responsible gaming regulations.
- Training Team Members how to recognize and respond to guests who may exhibit signs of or seek help for problematic gambling behavior.
- Establishing a fun and safe environment that promotes responsible gaming in our resort and raising awareness of the potential effects associated with problem gambling.
- Increasing guest awareness of responsible gaming and the support that is available.
- Partnering with leading experts to develop a specialized Responsible Gaming Program.

### *HOW Can I Help?*

- Familiarize yourself with all Responsible Gaming program materials and services.
- Know how to direct guests to resources addressing the issue.

# PREVENTING BRIBERY AND CORRUPTION

## DOING THE RIGHT THING

We work honestly in all areas of our business.

### *WHY We Do It*

The law prohibits bribing or paying kickbacks to government officials and, in most cases, to an employee of a private company. The person paying the bribe is undermining fair competition and, if discovered, they endanger their company's business and reputation. For example, as a casino, we could lose our license to operate if we were found to have paid or offered to pay a bribe. The law imposes severe criminal and civil penalties on both the companies involved and individual employees responsible for the misconduct.

### *HOW We Do It*

- Enforcing a strict Anti-corruption Policy that prohibits all bribes and kickbacks, whether to a Government Official or anyone else with whom we do business.
- Refusing to pay "grease" or make "facilitation" payments to speed up Government Officials in carrying out their duties.
- Limiting the gifts and entertainment we may accept from or give to other Covered Persons or entities with whom we do business.
- Training Team Members on our anti-corruption program.
- Reviewing how we interact with Government Officials and Politically Exposed Persons on our property, including making sure we extend complimentary only in accordance with our written policies.
- Complying with our Charitable Contributions and Sponsorship Policy requiring management and Compliance Department approval.
- Conducting extensive due diligence on third parties with whom we do business.
- Requiring our suppliers to act legally and ethically in accordance with our Supplier Code of Conduct.

### *Learn More*

- Anti-corruption Policy
- Charitable Contributions and Sponsorship Policy
- Third Party Travel, Gifts & Entertainment Policy
- Conflict of Interest Policy
- Politically Exposed Person Standard Operating Procedure
- Complimentary Policy
- Contracting Overview Policy
- Supplier Code of Conduct

## *Key Concepts*

- **Bribery is prohibited:** No Covered Person or anyone acting on behalf of the Company may ever pay, promise, offer to pay, or approve payment of money or anything of value to any Government Official, directly or indirectly, to influence that official to act or not act in their official capacity.
- **Anything of Value:** Includes cash, cash equivalents (such as gift cards), accommodations, meals, theater tickets, employment, travel, and even such things as charitable donations or sponsorships that may enhance an official's reputation.
- **Politically Exposed Person (PEP):** An individual (including an immediate family member or a close associate) who is or has been entrusted with a prominent public function in the United States or in any other country, or for an international organization (like the United Nations or FIFA).
- **Government Official:** Includes government officials in the United States (whether at the federal, state, or local level) and non-U.S. government officials (including employees of state-owned enterprises, political parties, and international organizations). It also includes almost all employees of state-owned enterprises.

## *ENGAGING IN FAIR COMPETITION*

### **DOING THE RIGHT THING**

**We are committed to winning business fairly and through free and open competition in the marketplace.**

#### *WHY We Do It*

We operate under a variety of laws that promote competition in the marketplace and protect consumers. These laws prohibit companies from sharing information that could reduce competition. Violations of these laws carry serious civil and criminal penalties.

#### *HOW We Do It*

- Promoting, enforcing, and training relevant Team Members on our Competition Policy.
- Never discussing or entering into agreements with competitors about pricing, division of customers, costs, or any other topics that could limit competition or harm consumers.
- Respecting competitive bidding processes when seeking new or continuing business.
- Using only legal methods to gather information about our competitors.

#### *Learn More*

- [Competition Policy](#)
- [Confidential Information Policy](#)

### *Doing the Right Thing in Action*

If you are in a situation where a competitor begins to discuss the topics prohibited by the Competition Policy, politely excuse yourself from the conversation and leave the room, if possible. Inform the Compliance Department of what happened as soon as possible so it can document the action you took to avoid the conversation.



# *PREVENTING MONEY LAUNDERING*

## **DOING THE RIGHT THING**

**We prevent money laundering and terrorist financing activities by complying with all laws and regulations and enforcing a strict Anti-money Laundering (AML) Program.**

### *WHY We Do It*

Money laundering has significant economic, security, and social consequences. Money laundering takes several forms, including

1. hiding the proceeds of illegal activities,
2. making the sources of illegal funds appear legitimate, or
3. spending "dirty money," such as by gambling or shopping.

It also includes terrorist financing, the process by which illegal terrorist organizations channel funds to their operations. A variety of criminal enterprises, including those dealing dangerous drugs or engaging in human trafficking, rely on money laundering to process their illegal profits. At The Venetian Resort, we assist our government in combating money laundering and terrorist financing. We focus on preventing, detecting, and reporting suspicious activities and transactions that may take place on property or in our operations.

### *HOW We Do It*

- Complying with the AML Policy.
- Ensuring strict adherence to all applicable AML and Counter Financing of Terrorism laws and regulations.
- Following a strict program of internal controls to prevent money laundering.
- Training Team Members on their AML duties and responsibilities.
- Promoting and maintaining an open line of communication between departments.
- Knowing our guests and understanding the source of their funds.
- Filing all required reports and partnering with law enforcement and government agencies.
- Recognizing red flags of suspicious activity and transactions in a casino.
- Stopping the play of any guest we believe is involved in money laundering activity.

### *WHAT Does Money Laundering Look Like?*

Every case is unique. One example would be a guest who arrives at a gaming table with large amounts of small bills derived from dealing drugs. The guest converts the cash into chips, plays for only a few minutes, and bets only a very small portion of their stack. The guest then heads to the cage, where they ask for their money in larger denominations. They are paid and leave the premises. The guest can now claim the cash as "winnings," and although they may have to pay taxes on it, they can show it as "legitimate" income.

## *WHAT Are the Red Flags of Money Laundering?*

- A guest's reluctance to proceed with a transaction after being told it must be reported to the government.
- A guest refusing to provide identification or identifying information.
- Large transactions with minimal gaming activity.
- Transactions with large amounts of small-denomination bills.
- A guest providing insufficient or suspicious information, such as conflicting identification.
- A guest sharing chips with unrelated guests or allowing other guests to play under their Grazie® Rewards card.
- A guest providing cash to unrelated guests, particularly in exchange for an electronic funds transfer.

## *Learn More*

- Anti-money Laundering Policy
- Anti-money Laundering SOP

## *Key Definitions*

- **Currency Transaction Report (CTR):** A report we must file with the government when a person or their agent conducts single or multiple currency transactions in excess of \$10,000.
- **Suspicious Activity (SAR):** A report we must file with the government concerning suspicious or potentially suspicious activities and transactions that take place at or involve our casino.
- **Chip Walk:** A patron may have "walked with chips" when they appear to have left the casino without redeeming the chips in their possession and did not return within a reasonable timeframe.
- **Structuring:** When a patron breaks down large transactions into smaller transactions in an attempt to avoid recordkeeping or reporting requirements.

## *TREATING VENDORS AND SUPPLIERS FAIRLY*

### **DOING THE RIGHT THING**

**We maintain objective and fair business relationships with suppliers.**

#### *WHY We Do It*

Our guests expect the best, and we expect to get the best through objective and fair relationships with our vendors and suppliers. We engage with ethical and trustworthy suppliers who will provide the high-quality goods and services our guests expect and deserve. We select partners who not only provide the best value for our Company but safeguard our reputation for excellence as well.

#### *HOW We Do It*

- Maintaining a transparent, open, and fair purchasing and procurement process governed by our Contracting Overview and Procurement Policies.
- Reviewing each supplier and vendor to make sure they are operating according to the legal and ethical standards we expect.
- Avoiding conflicts of interest in our procurement process so decisions are made using objective and independent judgment.

#### *Learn More*

- Contracting Overview Policy
- Procurement Policies
- Third Party Due Diligence Standard Operating Procedure
- Sourcing Procedures
- Conflict of Interest Policy

## *ADHERING TO GLOBAL TRADE LAWS*

### **DOING THE RIGHT THING**

**We follow all applicable laws and regulations that govern global trade and ensure compliance with all United States trade sanctions programs.**

#### *WHY We Do It*

The Venetian Resort is subject to a variety of trade laws. These laws prohibit or restrict our ability to engage in business activities with certain countries and individuals. And, failure to follow these restrictions can result in serious penalties. We must familiarize ourselves and comply with all applicable laws, regulations, and restrictions involving our trade activities.

#### *HOW We Do It*

- Adhering to The Venetian Resort's U.S. Economic Sanctions Compliance Commitment and Policy Statement.
- Training our Team Members on our sanctions compliance policies and procedures.
- Maintaining accurate records of all transactions and audits for at least a five-year period.
- Screening all guests and third parties involved in transactions.
- Being familiar with and identifying the "warning flags" described in the U.S. Economic Sanctions Compliance Commitment and Policy Statement.
- Refusing to participate in international boycotts.
- Following regulations regarding the import or export of specified goods, services, or technologies.

#### *Learn More*

- U.S. Economic Sanctions Compliance Commitment and Policy Statement

### *Key Concepts*

- **U.S. Department of Treasury's Office of Foreign Assets Control (OFAC):** is the federal government agency responsible for administering and enforcing economic sanctions programs, primarily against countries and individuals.
- **Country-based Sanctions:** Prohibit any and all transactions or other dealings involving the sanctioned countries or nationals and residents of such countries.
- **Specially Designated Nationals (SDN):** Individuals or entities specifically designated by OFAC as a threat to U.S. national security and other U.S. foreign policy goals.

## PRINCIPLE 3: PROTECTING OUR COMPANY AND OUR TEAM MEMBERS

*We have a responsibility to grow and protect the Company*

### *PROTECTING COMPANY RESOURCES*

#### **DOING THE RIGHT THING**

**We protect Company resources by using them only for legitimate business purposes.**

#### *WHY We Do It*

The Venetian Resort knows you need the right tools to do your job the right way. In some cases, those may literally be tools—a hammer or a screwdriver, for example. In other cases, it could be a computer, a copier, or the linens we use in guest suites. Our job is to use those resources honestly and efficiently for legitimate business purposes. If our resources are wasted or unavailable, our business will be disrupted.

#### *HOW We Do It*

- Requiring Team Members to sign and abide by the Team Member Handbook.
- Not using Company resources for personal purposes.
- Immediately reporting the loss or theft of Company property.
- Receiving Compliance Department approval to use a Company asset for political purposes.

#### *Learn More*

- Team Member Handbook

#### *Examples of Improper Use*

Borrowing tools to use on a home project; reselling used equipment for personal profit; using a Company vehicle to drive for a ride-sharing service; making personal charges on a Company credit card, even if you intend to pay it back; or spending Company time working on a side business.

# *MAINTAINING ACCURATE BOOKS AND RECORDS*

## **DOING THE RIGHT THING**

**We implement an effective system of internal controls to ensure our internal books and records are accurate and complete.**

### *WHY We Do It*

The trust of the public, regulators, and our investors is paramount. If we lose that trust, we undermine the Company's ability to operate. Part of maintaining that trust is making sure we have a thorough and complete system of internal controls. There can be no question about the accuracy of Company books and records or the integrity of the processes the Company employs. Our records must fully and accurately reflect what actually happens each and every time we engage in a business transaction. In addition, the laws and regulations under which The Venetian Resort operates have very specific requirements regarding our books and records.

### *HOW We Do It*

As a Company, we follow three key principles:

- Maintain, and require all Team Members to comply with, our internal controls.
- Ensure that our internal books and records are prepared with the highest standard of care and accurately reflect our financial transactions.
- Provide reports and documents to the public and our regulators that are complete, accurate, timely, and understandable.

In addition, each individual Team Member is responsible for making sure:

- All transactions are transparent and accurate. Do not establish, for any purpose, an unauthorized, undisclosed, or unrecorded fund or asset. Do not make any attempt to hide or disguise the true nature or cost of any transaction. Do not falsify, omit, alter, or conceal any facts in Company business records.
- Any spending of Company funds must be within your authority under the Approval and Authorization Guidelines and Approval and Authorization Policy.
- Transactions with third parties are structured or recorded in a manner consistent with the Company's policies and procedures for engaging, contracting, and paying third parties.
- All third parties undergo our screening and due diligence process, and contracts with them are tracked, typically via Ariba—the automated system that helps us manage our relationships.

### *Learn More*

- Approval and Authorization Policy
- Contracting Overview Policy
- Financial Reporting Controls & Procedures
- Accounting Policies
- Consultant Engagement Policy
- Complimentary Policy

### *Key Information*

When the Code refers to "books and records" or "business records," it is not limited to the formal accounting ledgers kept by the Company. It includes any document, whether hard copy or electronic, that is created or used in the course of accounting for the Company's operations. This includes emails, spreadsheets, presentations, memos, invoices, purchase orders, and expense reports, as just a few examples. All of these records must be accurate and truthful. You are accountable for the accuracy of the records you create or maintain.

# *AVOIDING CONFLICTS OF INTEREST*

## **DOING THE RIGHT THING**

**We work diligently to identify and prevent situations in which Covered Persons' interests conflict or appear to conflict with the best interests of the Company.**

### *WHY We Do It*

Our leaders and fellow Team Members expect that in everything we do at work, we act in the best interests of The Venetian Resort. That means bringing fair and unbiased, independent judgment to our work. A conflict of interest exists where a Covered Person has a personal or private interest that does, could, or appears to interfere with the Covered Person's ability to do their job fairly and ethically or that compromises their position of trust with the Company.

### *HOW We Do It*

- Following the Conflict of Interest Policy, which requires us to disclose and resolve all conflicts.
- Avoiding any personal interest that does, could, or appears to influence our independent judgment or conflicts with the Company's interests.
- Providing written notice to the Company of any actual, perceived, or potential conflicts of interest, as soon as the Covered Person becomes aware of the situation, by:
  - Completing the Disclosure Form attached to the Conflict of Interest Policy, or
  - Using the reporting tool in ServiceNow (our electronic portal).
- Prioritizing advancement of the Company's legitimate business interests.

### *Learn More*

- Conflict of Interest Policy
- Anti-corruption Policy
- Third Party Travel, Gifts & Entertainment Policy
- Complimentary Policy
- Team Member Travel and Expense Policy
- Competition Policy
- Team Member Handbook

### *Key Concepts*

- Do not accept gifts or entertainment that could unduly influence our business decisions, to ensure that we award business solely on the merits and at the best terms and conditions for the Company.
- Do not engage in secondary employment or have an outside business interest that conflicts with your responsibilities to, or competes with, the Company.
- Ensure that your personal relationships, whether family, friends, or otherwise, do not improperly influence your decisions at work.
- Make sure your activities outside of work do not interfere with your job responsibilities, reflect poorly on the Company, or create a conflict with the Company's business goals. For example, Team Members in certain management positions must seek approval to serve on a board of directors or executive level of a public or private company or a non-profit or industry board or association.
- Do not use Company information, property, or authority in pursuing outside financial interests.
- Do not use your position or Company resources (1) to take opportunities away from The Venetian Resort, (2) for personal gain, or (3) to compete against the Company.

## Examples

ACTUAL CONFLICT:	Potential Conflict:	PERCEIVED CONFLICT:
<p>Jane in the Horticulture Department is overseeing a bid for a new flower supplier. Her husband owns a flower company and submits a bid for the job. Even though the husband's bid is higher cost, Jane selects him for the contract without disclosing their relationship. Jane violated the policy both by failing to disclose the relationship and by letting the relationship influence the award of the contract.</p> <p><i>Note: Even if Jane's husband's bid had been the lowest bid, there is still a perceived conflict here that must be disclosed.</i></p>	<p>Sarah works in IT. For almost 10 years, she worked for Acme Corp., which is now bidding on an IT contract with The Venetian Resort. Sarah is not directly involved in the contracting process, but she will work closely with whomever is selected and may be asked for performance feedback. Sarah raises this issue with her supervisor, and they agree she will not be consulted about vendor selection, and any performance reviews of the selected vendor will be screened by the supervisor. Sarah and her supervisor have appropriately resolved this potential conflict.</p>	<p>Fred manages a team of about 50 Team Members. At a social event, Fred hears that John, who is on Fred's team, is selling a vintage car. Fred is a collector. Fred asks John about the car, and John says he has it listed for \$15,000 but will give it to Fred for \$12,000 because he wants to "sell it quickly." Should Fred accept? Probably not. Other Team Members may view John's discount as an attempt to gain favor with the boss. Even if \$12,000 is a reasonable price, the apparent discount gives the appearance of an inappropriate gift to a supervisor.</p>



# *SAFEGUARDING COMPANY CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY*

## **DOING THE RIGHT THING**

**We protect the Company's confidential and proprietary information by not disclosing it to any unauthorized persons.**

### *WHY We Do It*

The Venetian Resort has invested significant time and resources into developing its business practices and intellectual property. Unauthorized disclosure of this information could destroy its value to the Company and give an unfair advantage to others. Each of us must diligently protect the Company's confidential business and technical information as we do its tangible property.

### *HOW We Do It*

- Requiring Team Members to abide by the Confidentiality Agreement or Confidential Information Policy in the Team Member Handbook.
- Prohibiting disclosure of confidential information to third parties without written authorization.
- Only disseminating information to and sharing access to documents or systems with Team Members specifically authorized for access.
- Protecting information entrusted to us by third parties and business partners as if it was Company information.
- Prohibiting Team Members and business partners from using Company intellectual property for personal or outside business ventures.
- Requiring the President's approval for any grant of naming rights to a Company venue.

### *Learn More*

- Team Member Handbook
- Confidential Information Policy

### *Key Definitions*

- **Intellectual Property:**  
Any work of invention that is developed as a result of creativity and which can be protected under law. For example, marketing materials, ads, and game designs or processes.
- **Confidential Information:**  
All material private or proprietary information owned by or pertaining to the Company or its executives, vendors, and guests that was learned as a result of your relationship with the Company. This includes, for example, customer lists, financial records, and Team Member records.

## *RESPECTING TRADE SECRETS OF OTHERS*

### **DOING THE RIGHT THING**

We follow the golden rule—respecting the trade secrets and intellectual property of our competitors as if they were our own.

#### *WHY We Do It*

We are committed to competing fairly and ethically. We expect our competitors to respect our intellectual property, trade secrets, and proprietary information. Accordingly, we need to respect their property as well. This is not only the right thing to do but is required by law. Competitors' intellectual property may be protected by trademark, copyright, and patent laws. Their trade secrets and proprietary information may also be protected under various fair competition and business practices statutes.

#### *HOW We Do It*

- Respecting the confidential information and intellectual property (e.g., trademarks, logos, designs, copyrights, and patents) of our competitors and other third parties.
- Using only lawful means to obtain information about our competitors.
- Never publicly commenting on a competitor's products or services in an inaccurate or untruthful manner.

#### *Learn More*

- Contact the Legal and/or Compliance Departments.

#### *Q&A:*

**Q:** I PREVIOUSLY WORKED FOR A COMPETITOR OF THE VENETIAN RESORT. IN MY JOB, I HAD ACCESS TO CONFIDENTIAL INFORMATION ABOUT MY EMPLOYER'S FUTURE DEVELOPMENT STRATEGY. CAN I SHARE THIS INFORMATION WITH MY NEW TEAM AT THE VENETIAN RESORT?

**A:** **NO.** We have an obligation to our competitors, and you have an obligation to your former employer to protect their confidential information from unauthorized access or disclosure. As such, any attempt to share, profit, or gain from the confidential information of others would not only be unethical but also a breach of our Code of Conduct.

# *PROPERLY COMMUNICATING OUTSIDE THE COMPANY*

## **DOING THE RIGHT THING**

**We speak with one voice.**

### *WHY We Do It*

Our Company is frequently in the news. It may be a celebrity attending an event, a big jackpot winner, or an unusual occurrence at our property. How we respond to media requests can impact how The Venetian Resort is perceived by the public and its regulators. Therefore, Team Members should not discuss confidential Company business with members of the press without authorization.

### *HOW We Do It*

Directing all requests to talk about Company business from members of the press to the Public Relations Department.

### *Direct Media Inquiries to*

- The Venetian Resort Public Relations Department: [publicrelations@venetianlasvegas.com](mailto:publicrelations@venetianlasvegas.com)

## *PROPERLY USING SOCIAL MEDIA*

### **DOING THE RIGHT THING**

**We balance our Team Members' rights to express themselves with their obligation to properly represent the Company.**

#### *WHY We Do It*

Social media is all around us today. It gives us the power to connect with one another and express our views to a wide audience. While The Venetian Resort respects all individuals' right to express themselves on social media, we all need to be aware that when we do so, we may be seen as representatives of the Company. We have a responsibility to protect the Company's confidential information and reputation when we use social media.

#### *HOW We Do It*

- Recognizing that social media posts are still governed by our confidentiality rules.
- Distinguishing between authorized business communications and personal communications.
- Requiring Team Members who endorse our property on social media to identify themselves as Team Members of The Venetian Resort.
- Not allowing social media to interfere with doing your job.

#### *Learn More*

- If you have any questions, ask your supervisor or Human Resources.
- Team Member Handbook

**Important note:** U.S. law allows Team Members to freely communicate with one another and third parties about terms of employment and working conditions. Nothing in this Code is meant to limit that right, but you must still adhere to rules around confidentiality and privacy.

#### *Q&A:*

**Q: A CELEBRITY WAS ON PROPERTY, AND I WAS ABLE TO SNAP A FEW QUICK PICTURES. CAN I POST THESE TO MY SOCIAL MEDIA ACCOUNT?**

**A: NO.** We protect our guests' privacy and do not make unauthorized communications about Company business. Posting the photos would violate both principles.

## PRINCIPLE 4: ENHANCING OUR COMMUNITY

*We are part of a larger community and look for ways to positively impact the world around us*

### *PARTICIPATING IN CIVIC AND GOVERNMENT ACTIVITIES*

#### **DOING THE RIGHT THING**

**We ethically engage in civic activities to advocate on behalf of the Company and encourage Team Members to individually participate in civic activities.**

#### *WHY We Do It*

Constructively engaging in civic activities helps The Venetian Resort achieve its goals and contributes to public discourse on important issues. Likewise, when Team Members responsibly participate in the political process or civic activities in a personal capacity, they also promote open and vibrant societies. Adhering to all applicable laws and high ethical standards in conducting such activities—as a Company and as individuals—helps ensure fair and inclusive political processes.

#### *HOW We Do It*

As a Company we:

- Comply with all applicable political campaign finance and election laws.
- Prohibit Team Members from directly or indirectly making political contributions on behalf of the Company or with Company funds unless it is legal and prior approval is received.
- Never exert improper influence on any government agency or representative to gain a favorable outcome for the Company.
- Conduct due diligence on charitable contributions to, or sponsorships of, civic events or organizations to ensure such contributions are proper and legitimate.

As individual Team Members we:

- Speak and act solely in a personal capacity and not on behalf of The Venetian Resort.
- Disclose to the Company any political engagement that may pose an actual or potential conflict of interest.

#### *Learn More*

- Anti-corruption Policy
- Charitable Contributions and Sponsorship Policy
- Conflict of Interest Policy
- Third Party Travel, Gifts & Entertainment Policy

#### *Q&A:*

**Q: LAST SATURDAY, I ATTENDED A POLITICAL RALLY WHERE I WAS INTERVIEWED BY A LOCAL NEWS STATION. WHEN ASKED TO INTRODUCE MYSELF, I TOLD THE REPORTER THAT I AM A TEAM MEMBER AT THE VENETIAN RESORT. WAS IT OK TO MENTION THAT?**

**A:** Because you are engaging in the political process as a private citizen, and not a representative of The Venetian Resort, refrain from associating yourself with the Company. If a third party identifies you as a Team Member, make clear that your statements and actions are your own and do not represent those of the Company.

## *CONDUCTING BUSINESS SUSTAINABLY*

### **DOING THE RIGHT THING**

**We are committed to protecting the environment by practicing sustainability in our operations and conserving natural resources.**

#### *WHY We Do It*

Our responsibility to the planet is as important to us as our commitment to the comfort and well-being of our guests and Team Members. Our sustainability strategy is designed to help minimize our environmental impact, and it reflects our vision to lead the way in sustainable development and resort operations.

#### *HOW We Do It*

- Promulgating policies to promote environmental responsibility and sustainable procurement.
- Developing a holistic sustainability program that addresses key issues, including energy, water, and waste.
- Using a formal environmental management system to identify the impacts of our operations, establish priorities, set performance goals, and continuously monitor our sustainability program.
- Producing an annual progress report sharing our sustainability efforts and achievements.
- Conducting environmental risk and opportunity assessments and developing mitigation plans.
- Promoting responsible business conduct that upholds environmental regulatory requirements and demonstrates industry-leading practices.
- Establishing strategic relationships with various organizations to create transformational change.
- Using third-party rating standards and certifications to measure our sustainability performance and improve our methods.
- Providing Team Members and other stakeholders with opportunities to learn about and contribute to our sustainability efforts.

#### *Learn More*

- Environmental Responsibility Policy
- Sustainable Procurement Policy
- Sustainable Development Standards

### *How to Make a Difference*

- **Conserving:** Use less water, paper, and electricity by turning off lights, setting computers to “sleep” mode, printing double-sided or not at all, using reusable mugs and water bottles, and using hand dryers instead of paper towels.
- **Engaging and Learning:** Participate in The Venetian Resort activities such as assembling hygiene kits with repurposed amenities from hotel rooms, planting trees, the Clean Plate Challenge, building community gardens, property tours, and sustainability education sessions.

## *MAKING SURE THE CODE WORKS*

### **THE COMPLIANCE DEPARTMENT**

The Compliance Department has primary responsibility for this Code of Conduct. This includes issuing, updating, answering questions about, and investigating and remediating any alleged violations of the Code. The Compliance Department works with many other departments at The Venetian Resort to best address matters related to the Code, and the Compliance Committee helps ensure the Code is properly implemented. In addition to all other ways in which you can report allegations of misconduct, illegal activity, or violations of the Code, or ask questions about the Code and the laws under which The Venetian Resort operates, you can always contact the Compliance Department.

### **OTHER RESOURCES IN THE COMPANY**

Human Resources and the Legal Department partner closely with Compliance to administer and resolve employment-related issues that arise under the Code. HR is likely to be the most appropriate place to initially raise issues related to discrimination and harassment, as well as workplace treatment and conditions. For these types of issues and others, you can always contact HR.

### **SEEKING GUIDANCE**

As we have seen, there are many ways for you to seek guidance or report a concern – choose the way that is most comfortable for you. Key contacts are listed at the end of this Code, but you can always use the Ethics Hotline to seek help:

- Website: [venetianlasvegas.ethicspoint.com](http://venetianlasvegas.ethicspoint.com)
- Phone: 1.844.988.1697

Nothing in this Code prohibits you from reporting possible violations of law or regulation to any applicable governmental agency or entity.

### **HOW WE INVESTIGATE MISCONDUCT**

You can report alleged misconduct in a variety of ways, including the Ethics Hotline, direct emails, and through conversations with your managers. The Venetian Resort takes all good faith reports seriously and protects those making them from retaliation. All reports of alleged violations of this Code will be assigned to an appropriate investigator to conduct a prompt, fair, thorough, and confidential investigation. All information obtained during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, and in accordance with applicable law. Similarly, we ask Team Members involved in the investigation to keep all information confidential to allow a fair and impartial investigation to proceed. If, at the conclusion of the investigation, it is determined that a violation of this Code or any Venetian Resort Policy has occurred, the Company will take prompt, remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination of employment. The Company will also take reasonable and necessary steps to prevent any further violation of the policy at issue. When consistent with law and our confidentiality obligations, we will make every effort to advise the reporting party about the closure of the matter.

## DISCIPLINARY ACTION

At The Venetian Resort, our Code of Conduct is very important. Failure to comply with its standards and referenced policies will result in disciplinary action up to and including, in some instances, termination or employment. Some violations of the Code or other policies of The Venetian Resort are serious enough to warrant dismissal in the first instance.

Disciplinary action will be taken against:

- Any Team Member who violates the Code or pertinent law.
- Any Team Member who deliberately withholds relevant information concerning a violation of the Code or pertinent law.
- The Team Member's manager or supervisor to the extent that the circumstances of the violation reflect participation in the violation or lack of diligence.
- Any Team Member who retaliates, directly or indirectly, or encourages others to do so against a Team Member who reports a Code, policy, or law violation.
- Any Team Member who knowingly falsely accuses another Team Member of a Code, policy, or law violation.

## YOUR OBLIGATION TO HELP

If you discover what you in good faith believe to be actions that violate this Code, or are of a questionable, fraudulent, or illegal nature, you must report the matter immediately. Be assured, The Venetian Resort strictly prohibits retaliation in any form. All Team Members have a duty to cooperate truthfully and fully in the investigation of any alleged violation of the Code and may be subject to disciplinary action, up to and including termination of employment, if they fail to do so. Failure to cooperate in an investigation may include deliberately providing false or misleading (including diverting, misdirecting, or offering incomplete) information during an investigation or deliberately concealing or destroying something in order to hinder the investigation.

## GOVERNMENT INVESTIGATIONS

As a regulated entity, we may occasionally be asked to respond to a government inquiry or investigation. In any interactions with the government, we will act lawfully and provide information truthfully and to the best of our knowledge and ability. To ensure that we adhere to these rules and to protect the Company's interests, you must seek advice from the Legal or Compliance Departments before responding to any non-routine request for information from a government or regulatory agency.

You must never under any circumstance:

- Destroy or alter any Company document or record, including emails and other electronic records, in anticipation of a request for the document or record by a governmental agency or court.
- Lie or make false or misleading statements to any governmental investigator.
- Attempt to persuade any Covered Person, or any other person, to provide false or misleading information to a governmental investigator, to destroy or alter any document or record, or to fail to fully and truthfully cooperate with a governmental inquiry.



Nothing in this Code should be interpreted as prohibiting or discouraging you from testifying, participating, or otherwise assisting in any state, federal, judicial, or legislative proceeding or inquiry.

### **THIS CODE IS NOT A CONTRACT**

This Code is not an employment contract. Adherence to the standards of the Code, however, is a condition of continued employment at the Company. This Code does not give you rights of any kind and may be changed by the Company at any time without notice. Unless governed by a collective bargaining agreement or written employment contract, employment with the Company is “at will,” which means that you or the Company may terminate your employment for any reason or no reason, with or without notice, at any time. This at-will employment relationship may not be modified except in a written agreement signed by the Team Member and an authorized representative of the Company [Team Member Handbook].

### **ACKNOWLEDGMENT**

Each Team Member is required to certify his or her understanding of and compliance with the terms of this Code and related policies by electronically acknowledging that they have received a copy of the Code. Be sure you have taken the time to read and understand the Code before signing the electronic acknowledgment, which is accessible in your online training package. Other Covered Persons should read and sign the attached form and submit it to your contact at the Company. If, in good faith, you believe you cannot sign the electronic acknowledgment, you must advise your supervisor or the Compliance Officer of your reasons for not signing and provide the information requested on the Good Faith Objection Form, which can also be accessed in your online training package.

## *WHO TO CONTACT*

<b>Compliance:</b>	lv_compliance@venetianlasvegas.com or 702.607.4628
<b>Legal:</b>	702.414.4288
<b>Human Resources:</b>	702.414.3250
<b>Human Resources Helpline:</b>	702.414.4343
<b>Ethics Hotline:</b>	Website: <a href="http://venetianlasvegas.ethicspoint.com">venetianlasvegas.ethicspoint.com</a> Phone: 1.844.988.1697

## **ACCESS TO POLICIES AND STANDARD OPERATING PROCEDURES**

Company policies are accessible to all Team Members via the Central Repository for Policies or myHR.

**THE VENETIAN® RESORT**  
———— LAS VEGAS ————