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Attorneys for Lead Plaintiffs

DISTRICT COURT
CLARK COUNTY, NEVADA

IN RE WYNN RESORTS, LTD.
DERIVATIVE LITIGATION

Lead Case No. A-18-769630-B

Consolidated with:
A-18-770013-B
A-18-770222-B
A-18-770578-B
A-18-771162-B
A-19-795981-B
Dept. No.: XVI

ORDER REGARDING SETTLEMENT
HEARING, NOTICE AND RELATED
MATTERS

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1 This matter having come before the Court upon the parties' joint submission of the
2 Stipulation and Agreement of Settlement and Release, dated November 21, 2019, and the exhibits
3 attached thereto (the "Agreement"), and the Court having reviewed the Agreement and being fully
4 advised of the premises therein, IT IS HEREBY ORDERED that:

5 1. A hearing (the "Settlement Hearing") shall be held before this Court on the **12th**
6 **day of February, 2020 at 1:15 p.m.**, to (i) determine whether the above-captioned action (the
7 "Action") may proceed as a stockholder derivative action pursuant to Nevada Rule of Civil
8 Procedure 23.1, solely for purposes of the Settlement and without prejudice to the Company's
9 right to raise defenses under Rule 23.1 or any other defenses in the Action in the event that the
10 Court fails to grant final approval of the Settlement, (ii) determine whether the Settlement, on the
11 terms and conditions provided for in the Agreement is fair, reasonable, and adequate and in the
12 best interests of Wynn Resorts, Ltd. ("Wynn Resorts") and its stockholders, (iii) determine
13 whether the Court should finally approve the Settlement and enter a judgment, substantially in the
14 form attached hereto as Exhibit E, dismissing the Action with prejudice and extinguishing and
15 releasing the claims as set forth therein, (iv) hear and determine any objections to the Settlement,
16 (v) rule on Lead Plaintiffs' application for an award of attorneys' fees and expenses, and (vi) rule
17 on such other matters as the Court may deem appropriate.

18 2. The Court approves, as to form and content, the Notice of Pendency of Derivative
19 Action, Proposed Settlement of Derivative Action, and Settlement Hearing (the "Notice"),
20 attached as Exhibit C to the Agreement, and the Summary Notice of Pendency of Derivative
21 Action, Proposed Settlement of Derivative Action, and Settlement Hearing (the "Summary
22 Notice"), attached as Exhibit D to the Agreement, and finds that the mailing and posting of these
23 notices, substantially in the manner and form set forth in the Agreement, meet the requirements of
24 Nevada Rule of Civil Procedure 23.1 and due process, are the best notices practicable under the
25 circumstances, and shall constitute due and sufficient notice to Wynn Resorts' stockholders.

26 3. On or before **December 24, 2019**, at least **fifty (50) calendar days** before the
27 Settlement Hearing, Wynn Resorts shall cause the Notice, attached as Exhibit C to the Agreement,
28 to be mailed by first-class mail to all stockholders of record as of the close of business on the date

1 of this Order at the addresses provided on the books of Wynn Resorts.

2 4. On or before **December 14, 2019**, at least **sixty (60) calendar days** before the
3 Settlement Hearing, Wynn Resorts shall cause the Notice to be posted on its corporate website.

4 5. On or before **December 14, 2019**, at least **sixty (60) calendar days** before the
5 Settlement Hearing, Wynn Resorts shall cause the newswire service PR Newswire to issue the
6 Summary Notice once to the public in the United States.

7 6. On or before **January 29, 2020**, at least **fourteen (14) calendar days** before the
8 Settlement Hearing, Wynn Resorts shall file with the Court proof, by appropriate declaration, of
9 such mailing and posting described in paragraphs 3, 4, and 5.

10 7. All papers in support of the settlement shall be filed with the court and served on or
11 before **January 23, 2020**, at least **twenty (20) calendar days** before the Settlement Hearing.

12 8. Any Wynn Resorts stockholders may appear and show cause, if he, she, or it has
13 any reason why the settlement should not be approved as fair, reasonable, and adequate, or why a
14 judgment should not be entered thereon, or why attorneys' fees should not be awarded to
15 Plaintiffs' counsel; provided, however, that no Wynn Resorts stockholder shall be heard or entitled
16 to contest the approval of the terms and conditions of the settlement unless that person has, on or
17 before **January 13, 2020**, at least **thirty (30) calendar days** before the Settlement Hearing, filed a
18 detailed objection in writing (described further below) with the Clerk of Court and served on the
19 following counsel so that it was received no later than, **January 13, 2020**, thirty (30) calendar
20 days before the Settlement hearing:

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24 TOLL LLC
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27 *Counsel for Lead Plaintiffs*

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9 *Counsel for Wynn Resorts*

10 Such objections must contain the following information: (i) the Wynn Resorts stockholder's name,
11 legal address, and telephone number; (ii) proof of being a Current Wynn Resorts Shareholder as of
12 the Record Date; (iii) the date(s) the Wynn Resorts stockholder purchased their Wynn Resorts
13 shares; (iv) a statement of the Wynn Resorts stockholder's position with respect to the matters to
14 be heard at the Final Hearing, including a statement of each objection being made; and (v) the
15 grounds for each objection or the reasons for the Wynn Resorts stockholder desiring to appear and
16 to be heard. Any Wynn Resorts stockholder who fails to object or otherwise request to be heard in
17 the manner prescribed above will be deemed to have waived the right to object to any aspect of the
18 settlement or to otherwise request to be heard (including the right to appeal) and will be forever
19 barred from raising such objection or request to be heard in this or any other action or proceeding,
20 and shall be bound by the settlement, the judgment, and the releases given.

21 9. All replies to any objections shall be filed and served on or before **February 5,**
22 **2020**, at least **seven (7) calendar days** before the Settlement Hearing.

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24 **IT IS SO ORDERED.**

25 Dated this 11th day of Dec, 2019.

26 
DISTRICT COURT JUDGE

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1 Respectfully submitted:

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3 **SHULMAN & RABKIN, LLP**

4 *By: /s/ Don Springmeyer*
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