

Revised March 19, 2015

**CHARTER OF THE
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF MGM RESORTS INTERNATIONAL**

OVERALL MISSION

The Nominating/Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MGM Resorts International (the “Company”) to: (1) review and make recommendations regarding the composition of the Board and its committees; (2) develop and implement policies and procedures for selection of Board members, including with respect to stockholder suggestions regarding Board composition and recommendations of candidates or nominations by the Board; (3) identify, screen and review individuals qualified to serve as Directors and recommend to the Board candidates for nomination for election at the next annual meeting of stockholders or to fill Board vacancies; (4) assess, develop and make recommendations to the Board and oversee the implementation of the Company’s Corporate Governance Guidelines; (5) review on a regular basis the overall corporate governance of the Company and recommend improvements when necessary; and (6) oversee the evaluation of the Board and its committees and management.

COMPOSITION AND ORGANIZATION

The Committee shall be comprised of at least three Directors appointed by the Board, each to serve until his or her earlier death, resignation, disqualification or removal. Committee members may be removed, with or without cause, at any time by the Board’s action. Each member of the Committee shall be “independent” in accordance with the Company’s Corporate Governance Guidelines and the applicable listing standards of the New York Stock Exchange (the “NYSE”). One of the Committee members will be appointed by the Board to serve as chair (the “Chair”) and will preside at Committee meetings and make reports to the Board.

Any Director that is affiliated with Tracinda Corporation may not serve as Chair of the Committee.

MEETINGS

The Committee will meet as frequently as necessary to properly carry out its responsibilities but not less than once every fiscal quarter and additionally as circumstances dictate. Such meetings, at the Committee’s discretion, may be in person or by telephone. The Committee may also act by unanimous written consent. The Committee will keep written minutes of its meetings, which will be retained in the Company’s minute books. Unless otherwise provided in the Company’s Bylaws, notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee. The Committee may otherwise establish its own rules and

procedures for notice and conduct of its meetings provided that such rules and procedures are not inconsistent with the Company's Bylaws. The Chair, or in his or her absence a member designated by the Chair, will preside at each Committee meeting and set the agenda for the meetings. The Committee may include in its meetings members of the Company's management or any other persons whose presence the Chair believes to be appropriate.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities set forth below should serve as a guide only with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions. To fulfill its duties, the Committee will:

1. Recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nominees; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by stockholders.
2. Review annually with the Board and make recommendations regarding the Board's composition, as a whole, to ensure that the Board includes the right mix and balance of skills sets, financial acumen, general and specialized business experience and expertise, industry knowledge, diversity, leadership abilities, high ethical standards, independence, sound judgment, interpersonal skills, overall effectiveness, and other desired qualities.
3. Identify individuals qualified to become Board members (consistent with criteria established by the Board), review the qualifications of any person submitted to be considered as a Board nominee candidate by any stockholder or otherwise (including evaluation of incumbent Directors for potential re-nomination), conduct background checks of individuals the Committee intends to recommend to the Board as Director nominees, and recommend Board candidates for nomination for election or reelection by the stockholders or to fill vacancies on the Board. In identifying and reviewing qualifications of candidates for Board membership, the Committee will evaluate all factors that it deems appropriate, including the Company's Corporate Governance Guidelines and the Board's approved criteria. The Committee shall also periodically consider mechanisms to ensure that Board composition is periodically refreshed.
4. Review annually the relationships between Directors, the Company and members of management and recommend to the Board whether each Director qualifies as "independent" as defined in the Company's Corporate Governance Guidelines and the applicable rules of the NYSE.
5. Assess the appropriateness of a Director nominee who does not receive a "majority of votes cast" at an election of Directors continuing to serve as a Director and recommend to the Board the action to be taken with respect to any letter of resignation submitted by such Director.

6. Assess the appropriateness of a Director continuing to serve on the Board where such director submits his or her offer to resign upon a substantial change in the Director's principal occupation or business association from the position such Director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto.

7. Review periodically the size of the Board and recommend to the Board any appropriate changes.

8. Review periodically the committee structure of the Board and recommend to the Board the appointment of Directors to Board committees, including chairs (other than the Committee).

9. In consultation with the Board and Chief Executive Officer ("CEO"), establish, reassess annually and make recommendations with respect to formal and informal policies and procedures regarding succession plans in the event of the retirement, death, incapacity, emergency or other eventuality with respect to the CEO, as well as succession plans for other senior management positions.

10. Discuss issues of management performance together with the Compensation Committee.

11. Coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees and management in the governance of the Company and report such assessments annually to the Board.

12. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.

13. Review and assess the adequacy and oversee the implementation of the Company's Corporate Governance Guidelines annually and recommend to the Board any amendments that the Committee deems appropriate.

14. Design, with input from management, and oversee an appropriate orientation program for new directors and identify appropriate continuing education programs for Directors.

15. Consult with the Audit Committee on matters involving potential or actual conflicts of interest involving directors and executive officers to ensure that the Audit Committee has the benefit of this Committee's assessment of any potential impact on governance matters, including but not limited to any impact on Director independence.

16. Review and recommend to the Board for approval general principles for determining the form and amount of Director compensation and subject to such principles, evaluate annually the status of Board compensation, and report its findings and recommendations for any changes to such compensation to the Board for approval.

17. Review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders and advise the Board on policies to further effective

communications with such stockholders, which may include meetings between Directors and significant stockholders from time to time and other communication opportunities.

18. Review and assess at least annually the adequacy of this Charter in light of the NYSE rules and federal securities laws and recommend to the Board any amendments that the Committee deems appropriate.

19. Follow closely developments regarding corporate governance and best practices relating thereto.

20. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law that the Committee deems appropriate.

REPORTS

The Committee will report to the Board (1) after Committee meetings; (2) with respect to other matters that are relevant to the discharge of the Committee's duties and responsibilities; and (3) with respect to the recommendations that the Committee deems appropriate from time to time. The report may be written or an oral report by a Committee member that the Committee elects to give the report, but, if the Committee fails to designate a member to give the report, the Chair will give the report.

RESOURCES

The Committee will have the authority to retain and terminate a search firm to identify director candidates and the authority to retain other professionals, including consultants and legal counsel, to advise the Committee and assist it in fulfilling its responsibilities, including with respect to any background checks. The Committee will have the authority to determine the necessary funding to pay any search firm's compensation and the authority to determine the necessary funding to compensate any other professionals, including consultants and legal counsel, retained to advise the Committee, each of whom shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.