

Revised January 13, 2016

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF MGM RESORTS INTERNATIONAL**

**OVERALL MISSION**

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MGM Resorts International (the “Company”) to assist the Board in monitoring (i) the integrity of the Company’s financial reporting to any governmental or regulatory body, stockholders, other users of Company financial reports and the public; (ii) the Company’s systems of internal control over financial reporting and disclosure controls and procedures; (iii) the Company’s compliance with legal and regulatory requirements and the Company’s Code of Business Conduct and Ethics and Conflict of Interest Policy; (iv) the qualifications, engagement, compensation, independence and performance of the registered public accounting firm that shall audit the annual financial statements of the Company (the “independent auditor”), their conduct of the annual audit of the Company’s financial statements and any other audit, review or attestation engagement, and their engagement to provide any other services; (v) the Company’s processes relating to risk management; and (vi) the performance of the Company’s internal audit function. In connection with the foregoing, the Committee shall engage in such activities as are necessary or appropriate in order for it to render the annual report of the Committee required to be included in the Company’s annual report by the rules of the Securities and Exchange Commission (“SEC”).

**COMPOSITION AND ORGANIZATION**

The Committee shall be comprised of at least three (3) 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. One of its members shall be appointed to serve as chair (the “Chair”) and shall preside at Committee meetings and make regular reports to the Board.

**QUALIFICATIONS FOR MEMBERSHIP**

Each member of the Committee shall be “financially literate” as required by the applicable listing standards of the New York Stock Exchange (the “NYSE”) and at least one member shall be an “Audit Committee Financial Expert” (as defined by Item 407(d)(5)(ii) of Regulation S-K). Upon appointing a director to the Committee, the Board will affirmatively determine whether such director is an Audit Committee Financial Expert based on the Board’s judgment, taking into account the relevant professional experience and education of the director, and any other factors deemed relevant by the Board. Each member of the Committee shall be “independent” in accordance with the Company’s Corporate Governance Guidelines, the applicable listing standards of the NYSE and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended and free of any relationship that, in the business judgment of the Board, would interfere with the exercise of independent judgment with respect to the Company and its management.

No director may serve as a member of the Committee if such director serves on the audit committees of more than three public companies (including the Company) unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

### **MEETINGS**

The Committee shall 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 and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the NYSE. The Committee may otherwise establish its own rules and procedures for notice and conduct of its meetings provided 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.

At least quarterly, the Committee shall meet, separately, with senior financial management (without the independent auditor present), with a member of the internal audit function (without any other member of management present) and with the independent auditor (without any member of management present), so as to enhance the opportunity for the identification and discussion of all issues warranting Committee attention.

The Committee shall also meet periodically with the Company's Compliance Committee and Compliance Officer, where the Chair of the Compliance Committee shall report on significant actions and concerns and other issues. The Committee shall report to the full Board on any matters raised or discussed by the Compliance Committee.

### **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:

**A. FINANCIAL REPORTING AND RISK MANAGEMENT**

1. Review with management and the independent auditor (i) the Company's annual audited financial statements, the Company's Annual Report on Form 10-K and the Company's quarterly financial statements; (ii) the related disclosures required by the SEC and by generally accepted accounting principles ("GAAP"); (iii) the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business and principles; (iv) any major issues concerning, or significant changes in, the accounting policies, principles or practices of the Company; and (v) alternative accounting treatments within GAAP for material items that have been discussed by the independent auditor with management, including the ramifications of the use of such treatments and the treatment preferred by the independent auditor. This review shall also include the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including the disclosures regarding "Critical Accounting Policies."
2. Oversee the Company's financial reporting, including: (i) resolve any disagreements regarding financial reporting between management and the independent auditor; (ii) review any significant findings by the independent auditor relating to the preparation of the Company's financial statements; (iii) review and discuss with management, the independent auditor and a member of the internal audit function, prior to public release, the Company's annual and quarterly financial statements to be filed with the SEC including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; (iv) discuss with the independent auditor any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company, any communications between the audit team and the national office of the independent auditor respecting auditing or accounting issues presented by the engagement and any significant issues (such as business conditions, plans or strategies that may affect the risk of a material misstatement in the financial statements) that were discussed or the subject of correspondence between the independent auditor and management; (v) with respect to the independent auditor's annual audit report, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the independent auditor's views about the qualitative aspects of the Company's significant accounting practices, including accounting policies, accounting estimates and financial statement disclosures; (vi) recommend to the Board whether to include the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC; (vii) prior to submission to any governmental authority of any financial statement of the Company that differs from the financial statements filed or to be filed by the Company with the SEC, review such financial statements and any report, certification or opinion thereon provided by an independent auditor; and (viii)

periodically review the status of the Company's response to previous audit recommendations.

3. Review with management and the independent auditor significant accounting, tax and reporting issues, including recent professional and regulatory pronouncements, to determine their impact, if any, on the Company's financial statements.
4. Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, and review any significant financial risk exposures facing the Company and assess the steps and processes management has implemented to monitor, control and/or minimize such exposures, and assist the Board in fulfilling its oversight responsibilities regarding the Company's policies and guidelines with respect to risk assessment and risk management, including any significant non-financial risk exposures.
5. Discuss with management and the independent auditor, as appropriate: (a) analyses prepared by management and/or the independent auditor 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; and (b) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
6. Discuss with management earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies.

**B. INTERNAL CONTROLS, INTERNAL AUDIT FUNCTION AND AUDITOR COMMUNICATIONS**

1. Discuss with the independent auditor the adequacy of the Company's system of internal controls (including the controls, security and breakdown contingency plans for computerized systems and applications) and whether prior recommendations concerning internal controls made by internal and independent auditors have been implemented by management. Review and consider any disclosures made to the Committee by the Chief Executive Officer and/or the Chief Financial Officer pursuant to Section 302(a)(5) of the Sarbanes-Oxley Act of 2002 (the "Act").
2. Review the activities, organizational structure, independence, performance and effectiveness of the internal audit function, including the scope of its responsibilities, its authority and organizational reporting lines, and the adequacy of its staffing and budget. Review the annual internal audit plan, completed audit reports, recommendations and follow-up. Review the significant reports to management prepared by the internal auditor and management's responses thereto.

3. Meet at least quarterly with the independent auditor, members of the internal audit department, the Chief Financial Officer and/or any other members of management in separate executive sessions to discuss any matters the Committee or any of the foregoing persons believe should be discussed privately or warrant Committee attention. The Committee may investigate any matters brought to its attention within the scope of its duties and may, in its discretion and without Board approval, retain outside legal counsel or independent financial or other advisors for such purpose.
4. Consider and discuss with the independent auditor any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Committee by the independent auditor required by or referred to in applicable auditing standards, including but not limited to Auditing Standard No. 16 and Auditing Standard No. 18, including reports and communications related to any restriction on audit scope, significant issues discussed with the independent auditor's national office, relationships and transactions with related parties and executive officers, and significant unusual transactions.

### **C. AUDIT PROCESS**

1. Appoint, evaluate, compensate, oversee the work of, and if appropriate terminate the appointment of, the independent auditor, who shall report directly to the Committee. The Committee shall have the sole authority to approve all audit engagement proposals, including the planning, staffing and scope of the audit and fees to be charged as well as non-audit engagements with the independent auditor not otherwise prohibited by Section 201 of the Act or other applicable laws, rules or regulations. The Committee may not delegate this duty to management, but may obtain the input of management. The Committee, in its discretion, may delegate to one or more of its members the authority to pre-approve non-audit engagements, provided any such pre-approval is presented to the Committee at its next scheduled meeting. In connection with approval of any permissible tax services and services related to internal control over financial reporting, the Committee shall discuss with the independent auditor the potential effects of such services on the independence of the auditor.
2. Prior to the audit, meet with the independent auditor to review the scope, planning and staffing of the audit.
3. On a regular basis and following the completion of the audit as appropriate, review with the independent auditor (a) any significant changes in the audit plan; (b) any difficulties or significant disagreements with management encountered in the course of the audit, including any restrictions on the scope of activities or access to required information; (c) the nature and extent of any material proposed adjustments that were "passed" (as immaterial or otherwise); (d) any management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company and the Company's response thereto; and (e) any other matters required under applicable auditing standards to be communicated to the

Committee or the Board, and obtain from the independent auditor assurance that Section 10A of the Securities Exchange Act of 1934 has not been implicated.

4. Obtain and review, at least annually, a formal written statement from the independent auditor (the “Auditor’s Statement”) describing, to the extent permitted under applicable auditing standards: the auditors’ internal quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the independent auditor, or by any inquiry, investigation, inspection or other review by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps adopted by the independent auditor or the internal audit function taken to address any such issues; and, for the purpose of assessing the independent auditor’s independence, all relationships between the independent auditor and the Company, including each non-audit service provided to the Company and at least the matters set forth in Public Company Accounting Oversight Board Rule 3526 “Communications with Audit Committees Concerning Independence”.
5. Discuss with the independent auditor at least annually their Auditor’s Statement. Engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that may affect the quality of the audit services or the objectivity and independence of the independent auditor. Recommend that the Board, in response to the Auditor’s Statement, take such steps as it may deem appropriate to oversee the independence of the independent auditor.
6. Prepare an evaluation of the independent auditor’s qualifications based on a review and evaluation of the Auditor’s Statement.
7. Review and evaluate the qualifications, performance and independence of the independent auditor, including the lead partner. This review should take into account the opinions of management and the Company’s internal auditors.
8. Ensure that, in order to assure continuing auditor independence and compliance with applicable law, there is a regular rotation of the lead audit partner as required by law, and determine whether there should be a regular rotation of the audit firm itself.
9. Present conclusions with respect to the independent auditor to the full Board.

**D. POLICIES AND PROCEDURES**

1. Ascertain from management, legal counsel, the independent auditor and/or the senior internal audit executive whether the Company and its controlled affiliates are in compliance with governmental laws, rules and regulations and the Company’s Code of Business Conduct and Ethics and Conflict of Interest Policy and the adequacy of any requests for and approval of waivers with respect thereto, the Company’s policies and procedures concerning trading in Company securities and whether there are any legal or regulatory compliance matters that could have

a material impact on the Company. Review periodically with a member of the Legal Department legal and regulatory matters that may have a material impact on the Company, including compliance with gaming laws, any material reserves for legal contingencies and any related financial statement disclosure.

2. Review the results of any investigation and follow-up (including any disciplinary action) with respect to fraudulent or illegal acts or accounting irregularities.
3. Endeavor to maintain effective working relationships with, and provide an open channel of communication to, management, the Board, the internal audit department and the independent auditor.
4. Establish clear hiring policies for employees or former employees of the independent auditor.
5. (a) Establish and oversee 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 of concerns regarding questionable accounting, financial reporting or auditing matters; and (b) as necessary, investigate any reports provided by SEC counsel to the Company regarding evidence of unremedied material violations of U.S. federal or state securities or any other similar law or a material breach of fiduciary duties by directors, officers, employees or agents of the Company arising under such laws.
6. Together with the Nominating/Corporate Governance Committee, review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored.
7. Review and approve at least annually any decision by the Company to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance requirements under applicable “end-user exception” regulations, and review and discuss with management applicable Company policies governing the Company’s use of swaps subject to the end-user exception.

**E. GENERAL**

1. 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.
2. Prepare the Audit Committee Report required by the SEC to be included in the Company’s annual proxy statement, disclosing, among other things, whether the Committee (i) has reviewed and discussed the audited financial statements with management; (ii) has discussed with the independent auditor the matters required by applicable auditing standards; (iii) has received from, and discussed with, the independent auditors the required written disclosures regarding their independence; and (iv) based on such review and discussion, has recommended to

the Board that the Company's audited financial statements be filed with the SEC on Form 10-K.

3. Prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report.
4. In its capacity as a committee of the Board, determine appropriate funding for payment of: (i) compensation to 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; (ii) compensation to any advisors retained by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
5. In accordance with, and to the extent provided by, the pertinent policies that shall be adopted by the Board upon recommendation of the Committee, review (on an ongoing basis, as appropriate) and approve or ratify on behalf of the Company, if appropriate, any proposed, ongoing or completed transaction involving the Company and (i) any director or executive officer of the Company; (ii) any owner of 5% or more of any class or series of shares of the Company; (iii) such other person serving as an officer or member of the senior management of the Company or as a member of the board of directors or similar governing body of any subsidiary of the Company as may be designated in accordance with such policy; or (iv) any member of the family of, or any company or other entity affiliated with, any such person, in each case considering any audit procedures or safeguards of the Company's interests appropriate to be instituted in connection with such transaction.
6. Make the ultimate determination as to whether a material impairment has occurred for the purposes of Item 2.06 of Form 8-K required disclosures.

#### **LIMITATION ON DUTIES**

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditor is responsible for auditing the annual financial statements. The Board and Committee recognize that Company management, including the internal audit staff, and the independent auditor have more time, knowledge and detailed information about the Company than do Committee members. While the Committee has the duties, responsibilities and authority set forth in this Charter, nothing contained herein shall be deemed to impose on the Committee any duty, in the ordinary course, to plan or conduct audits or to make any determination that the Company's financial statements are accurate and in accordance with GAAP. Consequently, in carrying out its oversight

responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any certification as to the work of any auditor.

### **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**

In addition to retaining on behalf of the Company the Company's independent auditor and any other accounting firm retained to prepare or issue any other audit report or to perform any other audit, review, or attest services the Committee determines is necessary or appropriate in connection with the conduct of the Company's business and affairs, to the extent the Committee deems it necessary or appropriate, the Committee is empowered to retain legal counsel and accounting and other advisors and consultants to assist it in carrying out its activities. The Committee shall have the authority to direct and oversee the activities of, and to terminate the engagement of, the Company's independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services and any legal counsel, accounting or other advisor or consultant hired to assist the Committee, all of whom shall report directly to the Committee. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Company's independent auditor and any other auditor and any legal counsel, accounting or other advisor or consultant retained by the Committee.