

**CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE OF THE BOARD OF DIRECTORS OF  
MGM RESORTS INTERNATIONAL**

**OVERALL MISSION**

The Corporate Social Responsibility Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MGM Resorts International (the “Company”) to assist the Board in guiding the Company's comprehensive corporate social responsibility (CSR) program. The CSR program is designed to deliver strategic value, in alignment with business objectives, and the Company's core belief that we should, as a Company, be a responsible corporate citizen in our policies and business practices, including our four focus areas: fostering diversity and inclusion, investing in community, caring for one another and protecting the planet. As a result, the primary focus of the Committee is to promote and effectuate the Company's commitment to corporate social responsibility and review corporate performance against those standards. The Committee will consider the impact of the Company's businesses, operations and programs from a social responsibility and impact perspective, taking into account the interests of shareholders, customers, partners, suppliers, employees, communities and regulators.

**COMPOSITION AND ORGANIZATION**

The Committee shall be composed of at least three Directors, 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 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.

The Committee may designate additional members of the Board and members of the Company's management to serve as non-voting, ad hoc members of the Committee to the extent the Committee determines that the addition of such ad hoc members would facilitate the Committee's exercise of its responsibilities. All members of the Company's Board who are not ad hoc members of the Committee shall have an equal vote in the Committee's decisions and actions. Such ad hoc members shall receive no fees for service on 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 is 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. In meeting its responsibilities, the Committee shall:

1. Provide an open channel of communications to the Board and members of management who have responsibility for implementing and monitoring the Company's CSR program and oversee the creation of appropriate policies and other measures to support the initiatives.
2. Review and monitor implementation of the Company's CSR program, consistent with applicable best practices and achievement of the Company's business interests and objectives (including, when appropriate, making recommendations to the Board with respect to goals and objectives and standards for evaluation of such achievement and performance).
3. Oversee the development of metrics, information systems and procedures to gauge progress toward achievement of the Company's CSR objectives, programs and accountability.
4. Consult with management to make recommendations to improve the Company's performance relative to the CSR program.
5. Review legal, regulatory and compliance issues that may have a material impact on the implementation of the CSR program and make recommendations to the Company's senior management and the Board, as appropriate, as to the proper response.
6. Oversee the development of periodic public reports informing of the Company's implementation of its CSR program, as determined by the Committee.
7. Investigate any matter brought to the Committee's attention within the scope of its functions and address specific issues or problems relating to CSR that may arise.
8. Review and assess at least annually the adequacy of this Charter and make recommendations to the Board concerning any amendments that the Committee deems appropriate.
9. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
10. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law that the Committee deems appropriate.

### **REPORTS TO THE BOARD**

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, including regular reports regarding the Company's progress in achieving the goals and objectives of the Diversity and Inclusion Initiative, the Philanthropy Initiative and the Environmental Sustainability Initiative; 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**

To the extent the Committee deems it necessary or appropriate, the Committee is empowered to retain legal counsel and other advisors and consultants to assist it in the performance of its functions. The Committee shall have the authority to direct and oversee the activities of, and to terminate the engagement of, any legal counsel, or other advisor or consultant hired to assist the Committee, all of whom shall be accountable 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.