

CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS OF MGM RESORTS INTERNATIONAL

OVERALL MISSION

The Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MGM Resorts International (the “Company”) to assist the Board in overseeing the management of the Company’s (1) capital structure, (2) financial resources, (3) other financial issues of significance and (4) related financial risks to effectively support the Company’s long-range strategic and operational objectives.

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.

MEETINGS

The Committee will meet as frequently as necessary to properly carry out its responsibilities but not less than four times a year 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. Oversee and periodically report to the Board on the Company's long-range financial outlook, policies and objectives, including strategies, policies and programs related to the management of financial risk.
2. Review and, as required, make recommendations to the Board and management regarding: (a) the Company's capital structure (both equity and debt), including the principal terms and conditions of significant proposed borrowings and issuances of debt or equity securities by the Company; (b) sales or repurchases of equity or long-term debt, including share repurchase programs; (c) the financing of major capital expenditure programs; (d) policies related to the Company's liquidity, cash needs or cash management; (e) changes to the Company's capital structure, including stock splits or other modifications to the Company securities and (f) proposed dividend policies.
3. Approve pricing, interest rates, maturity, underwriters, initial purchasers and any other applicable terms of debt or equity offerings, tender offers, exchanges, redemptions, Dutch auctions or similar financial transactions as directed by the Board.
4. Oversee the Company's annual budget, including the annual capital plan and significant capital investments, including policies and strategies with respect to the Company's owned or leased real property, and the Company's 5-year business plan.
5. Oversee strategies (including tax strategies), financing structures and plans for significant mergers, acquisitions, divestitures, joint ventures, partnerships, financing programs, and equity investments and approve any transactions as directed by the Board.
6. Oversee the Company's policies and procedures on hedging, swaps, risk management and other derivative transactions, and at least annually, review and approve the Company's decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under "end-user exception."
7. Monitor the Company's compliance with its debt covenants.
8. Periodically evaluate the performance of, and returns on, approved capital expenditures.
9. Oversee of the Company's relationships with, and standing in, the financial community, including significant relationships with financial institutions and rating agencies.
10. 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.

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