

Revised January 17, 2019

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

OVERALL MISSION

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MGM Resorts International (the “Company”) to assist the Board in establishing, implementing and reviewing the compensation program for the Company’s senior executive officers, including the Chief Executive Officer and the Company’s other executive officers.

The Committee’s primary objectives in setting total compensation and the elements of compensation for the Company’s senior executives are to:

- Attract talented and experienced executive officers and retain their services on a long-term basis.
- Motivate senior executives to achieve the Company’s annual and long-term strategic goals.
- Align the interests of the senior executives with those of the Company and its stockholders.
- Encourage the Company’s senior executives to balance the management of long-term risks and long-term performance with yearly performance.

EFFECTIVE DATE

This Charter was adopted by the Board of Directors on April 13, 2010 and last amended on January 17, 2019.

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”), including standards specifically applicable to compensation committee members. In addition, at least two of its members shall (i) be “non-employee directors” as such term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (ii) to the extent applicable, satisfy the requirements of an “outside director” as such term is defined under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder (“Section 162(m)"). 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 regular reports to the Board.

In order for certain compensation paid to the Chief Executive Officer and certain “Covered Employees” as defined in Section 162(m) to be deductible by the Company for tax purposes under Section 162(m), if applicable, certain conditions must be met, including the requirement that such compensation be performance-based and that the performance goals under which such compensation is paid be established by a committee comprised solely of two or more “outside directors.” In addition, in order for stock options and other stock-based awards to the Company’s directors and executive officers to qualify for the exemption available pursuant to Rule 16b-3 under the Exchange Act (“Rule 16b-3”), such awards must be approved by the Board or by a committee comprised solely of two or more “non-employee directors.” To satisfy these requirements, any member of the Committee who does not qualify as an “outside director,” if applicable, or a “non-employee director” shall abstain or recuse himself or herself from action on transactions which the Committee wishes to be in compliance with Section 162(m), if applicable, or Rule 16b-3.

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 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.

The Committee shall meet at least annually with the Chief Executive Officer and any other executives that the Committee deems appropriate to discuss and review the performance criteria and compensation elements applicable to the executive team.

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.

The Committee, by resolution approved by a majority of 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.

In addition, the Committee may, by resolution approved by a majority of the Committee, delegate to management the administration of the Company's incentive compensation and equity-based compensation plans, to the extent permitted by law and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation) as the Committee shall approve, provided that, consistent with paragraphs 4, 5 and 6 below, the Committee shall determine and approve the awards made under such plan to any executive officer and any other member of senior management as the Committee shall designate and shall at least annually review the awards made to such other members of senior management as the Committee shall designate.

To fulfill its duties, the Committee will:

1. Establish, implement and review the compensation programs and policies and related objectives for the Company's senior executives.
2. Review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers, including annual and long-term performance goals and objectives, and, where required or otherwise deemed to be appropriate in the discretion of the Committee, recommend an executive compensation policy to the Board.
3. Review and authorize any employment, compensation, benefit or severance agreement with any executive officer.
4. Evaluate at least annually the performance of the Company's executive officers against corporate goals and objectives including the annual performance objectives and, based on this evaluation, determine and approve the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites) for the executive officers based on this evaluation.
5. Determine and approve the compensation level (including the performance criteria and incentive awards to be granted pursuant to the Company's Annual Performance-Based Incentive Plan (as may be amended or restated) or any other awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites) for other members of senior management of the Company as the Committee or the Board may from time to time determine to be appropriate.
6. Review at least annually the compensation of members of senior management, other than those whose compensation is determined and approved in accordance with paragraphs 4 or 5 above, as the Committee determines to be appropriate (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites).
7. Administer and approve the granting of share-based awards under the Company's 2005 Omnibus Incentive Plan (as may be amended or restated) and any other equity-based plans, and monitor compliance by management with such

rules, policies and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish.

8. Review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan.
9. If determined to be applicable, structure the performance-based portion of the compensation of the Chief Executive Officer and certain other “Covered Employees” as defined in Section 162(m) in a manner that complies with Section 162(m) whenever, in the judgment of the Committee, doing so would be consistent with the objectives of the compensation plan under which the compensation would be payable. (However, the Committee shall have the authority to award non-deductible compensation as it deems appropriate and in the best interests of the Company.)
10. Review, approve and administer any new executive compensation plans and review and approve any revisions to existing plans.
11. Review, approve and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans.
12. Review, approve and recommend to the Board the adoption of any employee retirement plan and other material employee benefit plans, and any material modification of any such plans.
13. Review at least annually the Company’s compensation policies and practices for executives, management employees and employees generally as they relate to the Company’s risk management practices, including the incentives established for risk-taking and the manner in which risks arising out of the company’s compensation policies and practices are monitored and mitigated and any adjustments to compensation policies and practices that should be made to address changes in the company’s risk profile. This review should include consideration of whether compensation arrangements encourage executive officers to take unnecessary or excessive risks.
14. With respect to any compensation consultant who has been engaged by the Committee to provide advice on the amount or form of executive or director compensation, review and approve any engagement of such consultant to provide any other services to the Company, and with respect to any compensation consultants who provided advice or recommendations on the amount or form or executive or director compensation to the Committee or to management, assess at least annually whether the work of such consultants has raised any conflict of interest that is required to be disclosed in the Company’s Proxy Statement.
15. Every six years or otherwise as appropriate, make a recommendation to the Board regarding the frequency of the advisory vote on the compensation of the

Company's named executive officers as required by Rule 14a-21 of the Securities Exchange Act of 1934, as amended.

16. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
17. 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.
18. Prepare the Compensation Committee Report required to be included in the Company's Proxy Statement, and review and discuss with management the Compensation Discussion and Analysis disclosure required by the SEC and determine whether to recommend to the Board that it be included in the Company's Annual Report on Form 10-K and any Proxy Statement for the election of directors.
19. Prepare and review with the Board an annual performance evaluation of the Committee, comparing 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.
20. Monitor compliance of executive officers with the Company's stock ownership guidelines.

In addition to the responsibilities expressly delegated to the Committee by this Charter, the Committee may exercise any other powers delegated to it by the Board. The responsibilities delegated to the Committee by this Charter or the Board shall be exercised and carried out by the Committee as it deems appropriate without requirement of further approval by the Board. Any decision made by the Committee, including any decision to exercise or refrain from exercising any of the powers delegated to the Committee, shall be in the Committee's sole discretion.

Without limiting the foregoing, in the execution of its duties and responsibilities, the Committee shall have the authority, in its discretion, to:

1. Obtain recommendations from senior executives with respect to various elements of compensation, including determining the employees other than the Company's senior executives to whom share-based awards are granted and the amount of compensation to be paid to such employees.
2. Consult with the Company's senior executives to obtain performance results, legal and regulatory guidance and market and industry data.
3. Consult with the Chief Executive Officer regarding the performance goals of the Company and of the Company's senior executives.

4. In its capacity as a committee of the Board, determine appropriate funding for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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

To the extent the Committee deems it necessary or appropriate, the Committee is empowered, in its sole discretion, to retain or obtain the advice of compensation consultants, outside legal counsel and other advisors and consultants to assist it in the performance of its functions, including, among other things, the analysis and review of compensation policies and elements of compensation and development of equity and performance-based compensation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, outside legal counsel and other advisors and consultants retained by the Committee, all of whom shall be accountable to the Committee. The Company shall provide appropriate funding, as determined by the Committee, to support the Committee's activities, including the payment of compensation to any advisors retained by the Committee. The Committee shall assess the independence of compensation consultants, outside legal counsel and other advisors and consultants (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, where required by and in accordance with NYSE listing standards.