

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

OVERALL MISSION

The Corporate Social Responsibility and Sustainability Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of MGM Resorts International (the “Company”) to assist the Board in (1) reviewing significant policies and performance and providing guidance on matters relating to corporate social responsibility and sustainability; (2) overseeing and monitoring the Company’s vision and values related to corporate social responsibility and sustainability; (3) advising the Board and management on significant public issues that are pertinent to the Company and its stakeholders related to corporate social responsibility and sustainability, and (4) assisting management in setting strategy, establishing goals and integrating corporate social responsibility and sustainability into strategic and tactical business activities across the Company to create long-term stockholder value.

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. Provide an open channel of communications to the Board and members of management who have responsibility for leading, implementing and monitoring the Company's corporate social responsibility and sustainability initiatives.
2. Oversee the Company's policies, strategies and programs related to matters of corporate social responsibility and sustainability, including the development and implementation of goals.
3. Monitor the Company's overall approach to corporate social responsibility and sustainability and ensure it is in line with the Company's overall business strategy, and that appropriate policies are in place and working effectively to build and protect the Company's reputation both internally and externally.
4. Oversee the identification, assessment and management of risks associated with corporate social responsibility and sustainability issues, including, but not limited to climate change or broader environmental or social matters.
5. Review legal, regulatory and compliance developments that may have a material impact on the implementation of the Company's corporate social responsibility and sustainability goals and commitments.
6. Oversee the Company's philanthropic programs, community relations activities, supplier and customer diversity programs and review annually charitable contributions made by the Company.
7. Review the Company's annual Social Impact and Sustainability Report and other public disclosures and reporting, such as public policies and position statements, or advocacy related to sustainability, environment and corporate social responsibility.
8. Review and make recommendations with respect to shareholder proposals relating to corporate social responsibility and sustainability matters within the Committee's purview, as requested by the Nominating/Corporate Governance Committee.
9. Investigate any matter brought to the Committee's attention within the scope of its functions and address specific issues or problems relating to corporate social responsibility and sustainability that may arise.

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.