

MGM Resorts International Announces Plan to Create a REIT

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Structure Will Enhance Strategic Flexibility and Long-Term Shareholder Value

LAS VEGAS, Oct. 29, 2015 /PRNewswire/ -- MGM Resorts International (NYSE: MGM) ("MGM Resorts" or the "Company") today announced that it will create a controlled real estate investment trust ("REIT"), to be named MGM Growth Properties LLC (collectively with its subsidiaries, "MGP"). MGM Resorts will contribute the real estate associated with ten of its premier properties (the "Properties") and MGP will assume approximately \$4 billion of debt, which is expected to be refinanced with the proceeds of debt and equity issuances. MGM Resorts also announced that it confidentially submitted a draft registration statement on Form S-11 to the SEC relating to MGP's proposed initial public offering. MGM Resorts expects to complete the transaction in the first quarter of 2016, subject to market conditions and required regulatory approvals.

Key aspects of the transaction for MGM Resorts include:

- Highlighting the significant long-term value of its real estate by creating a large, publicly traded triple-net lease REIT;
- Reducing leverage, strengthening its financial profile and enhancing its ability to execute its growth strategy;
- Maintaining a substantial majority economic interest in MGP, which is expected to have stable cash flows and regular distributions;
- Leasing the properties from MGP under a long-term, triple-net master lease;
- Continuing to operate the Properties without impact to MGM Resorts' guests, employees, and business partners;
- Maintaining flexibility to offer additional properties to MGP in the future; and
- Minimizing transaction costs and allowing rapid execution.

"This transaction provides MGM Resorts' shareholders numerous strategic and financial benefits, including delevering our balance sheet and enhancing long-term shareholder value," said Jim Murren, Chairman and CEO of MGM Resorts. "MGM Resorts is creating a new growth platform to allow it to more effectively execute its strategic initiatives, including portfolio diversification."

MGM Resorts plans to contribute ten premier real estate assets to MGP, including more than 24,000 hotel rooms and more than 2.3 million square feet of convention and meeting space. The Properties will include:

- Seven large-scale Las Vegas resorts and entertainment properties: Mandalay Bay, The Mirage, Monte Carlo, New York-New York, Luxor, Excalibur, and The Park.
- Three regional casino resort properties: MGM Grand Detroit in Michigan and Beau Rivage and Gold Strike Tunica, both of which are located in Mississippi.

MGM Resorts will lease the Properties under a long-term, triple-net master lease with an initial 10-year term and four five-year extensions at MGM Resorts' option. The master lease is expected to provide MGP with a right of first offer with respect to MGM Resorts' development properties in Maryland and Massachusetts. The master lease will be guaranteed by MGM Resorts.

Murren added, "We have exhaustively and thoughtfully explored a wide range of opportunities to leverage our valuable real estate assets and are pleased that this transaction will further position MGM Resorts for sustained success. Since its founding, MGM Resorts has grown to become one of the leading hospitality companies in the world, and under this new structure we look forward to an even stronger future."

MGM Resorts will continue to manage and operate the Properties and will retain 100% ownership of the Bellagio and MGM Grand Las Vegas. The significant cash flow generated by these properties will allow MGM Resorts to maintain its strong asset base and financial profile. In addition, MGM Resorts will continue to own Circus Circus Las Vegas, undeveloped land holdings, and its equity interests in CityCenter (50%), MGM China Holdings (51%), Borgata Hotel Casino & Spa (50%), Grand Victoria (50%), Las Vegas Arena (50%) and Diaoyutai MGM Hospitality (49%).

The transaction is expected to be completed in the first quarter of 2016, subject to market conditions, gaming regulatory approvals, completion of the related financings and SEC review, and other customary conditions. MGP will elect to be treated as a REIT effective for the calendar year ending December 31, 2016. MGM Resorts may, at any time and for any reason until the proposed transactions are complete, abandon the transaction or modify or change the terms of the transaction.

About MGM Resorts International

MGM Resorts International (NYSE: MGM) is one of the world's leading global hospitality companies, operating a portfolio of destination resort brands including Bellagio, MGM Grand, Mandalay Bay and The Mirage. The Company is in the process of developing MGM National Harbor in Maryland and MGM Springfield in Massachusetts. The Company also owns 51 percent of MGM China Holdings Limited, which owns the MGM Macau resort and casino and is

developing a gaming resort in Cotai, and 50 percent of CityCenter in Las Vegas, which features ARIA Resort & Casino. For more information about MGM Resorts International, visit the Company's website at www.mgmresorts.com.

Statements in this release that are not historical facts are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 and involve risks and/or uncertainties, including those described in the Company's public filings with the SEC. The Company has based forward-looking statements on management's current expectations and assumptions and not on historical facts. Examples of these statements include, but are not limited to, the Company's ability and ultimate decision to complete the REIT transaction and related financing transactions in the first quarter of 2016 or at all, the anticipated terms of any such REIT transaction, including the terms of the master lease, and the realization of any potential advantages, benefits and the impact of, and opportunities created by, the REIT transaction. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include the operational complexities to be addressed by the Company to address to effect the REIT transaction, the ability and timing of the Company's receipt of regulatory approvals (including approval from gaming regulators) regarding the REIT transaction, effects of economic conditions and market conditions in the markets in which the Company operates and the REIT will operate, the condition of the U.S. debt and equity capital markets, the design, timing and costs of expansion projects, risks relating to international operations, permits, licenses, financings, approvals and other contingencies in connection with growth in new or existing jurisdictions and additional risks and uncertainties described in the Company's Form 10-K, Form 10-Q and Form 8-K reports (including all amendments to those reports). In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise, except as required by law. If the Company updates one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those other forward-looking statements.

For further information: MGM Investment Community CATHERINE PARK Executive Director of Investor Relations (702) 693-8711 News Media CLARK DUMONT Senior Vice President of Corporate Communications (702) 692-6888 or cdumont@mgmresorts.com MEAGHAN REPKO / NICK LAMPLOUGH Joele Frank, Wilkinson Brimmer Katcher (212) 355-4449