



**2023 ANNUAL MEETING OF STOCKHOLDERS  
MAY 2, 2023**

**RULES OF CONDUCT**

Welcome to the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of MGM Resorts International (the “Company”). In fairness to all stockholders attending the Annual Meeting and in the interest of an orderly meeting, we ask you to honor the following rules of conduct and procedures:

1. **Agenda.** The business of the Annual Meeting will be taken up as set forth on the Agenda accompanying the Rules of Conduct. The only matters to be conducted at the Annual Meeting are the matters set forth in the Notice of Annual Meeting of Stockholders and the 2023 Proxy Statement.

2. **Voting.** Only stockholders as of the close of business on March 9, 2023 (the “Record Date”) or their duly authorized proxies, are entitled to vote at the Annual Meeting. If you have already voted by proxy, there is no need to vote at the meeting unless you wish to change your vote. You may vote or change your prior vote through the web portal during the online meeting until the polls have closed. No further voting will be permitted after the closing of the polls.

3. **Questions.** Only stockholders as of the close of business on the Record Date are entitled to ask questions at the Annual Meeting. The meeting portal is available to receive stockholder questions in advance of the Annual Meeting and questions will be received up until 10:10 am Pacific Time, ten minutes following the start of the Annual Meeting. Please be advised of the following with respect to stockholder questions:

- a. Following adjournment of the formal business of the Annual Meeting, we have allocated 10 minutes to address appropriate questions from stockholders. Such questions may be submitted in the field provided in the web portal prior to and until 10:10 am Pacific Time, ten minutes following the start of the Annual Meeting.
- b. To allow us to answer questions from as many stockholders as possible, we will only respond to one question per stockholder. It will help us if questions are succinct and cover only one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
- c. The views of stockholders are welcome, and the purposes of the meeting will be observed. Questions must be appropriate and pertinent to matters properly before the meeting or relevant to the business of the Company and succinctly stated. The Company will determine whether a question is appropriate in its sole discretion.
- d. If any stockholder has any questions not relating to the meeting, or if an appropriate question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting Investor Relations at [IR@mgmresorts.com](mailto:IR@mgmresorts.com).

4. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the chairman of the meeting may adjourn, recess, or expedite the Annual Meeting, or take such other action that the chairman of the meeting determines is appropriate in light of the circumstances.

5. Recording of the Annual Meeting is prohibited. A webcast playback will be available 24 hours after the meeting at: [www.virtualshareholdermeeting.com/MGM2023](http://www.virtualshareholdermeeting.com/MGM2023)

Thank you for your cooperation and participation in the Company's Annual Meeting!

## **AGENDA**

### A. Formal Annual Meeting

1. Proposal #1: Election of Directors
2. Proposal #2: Ratification of Selection of Independent Registered Public Accounting Firm
3. Proposal #3: Advisory Vote to Approve Executive Compensation
4. Proposal #4: Advisory Vote on Frequency of Holding Advisory Vote to Approve Executive Compensation

### B. Question and Answer Period