



**LEADING THE SHOW
WITH INTEGRITY
CODE OF CONDUCT**



**MGM RESORTS
INTERNATIONAL®**

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A NOTE FROM THE CEO

Dear Colleagues,

For over 50 years, MGM Resorts International has led innovation and redefined conventional ideas of entertainment. We work hard to entertain the human race and bring joy to people throughout the world. But while achieving this goal is important, it's critical that we do so with the utmost integrity.

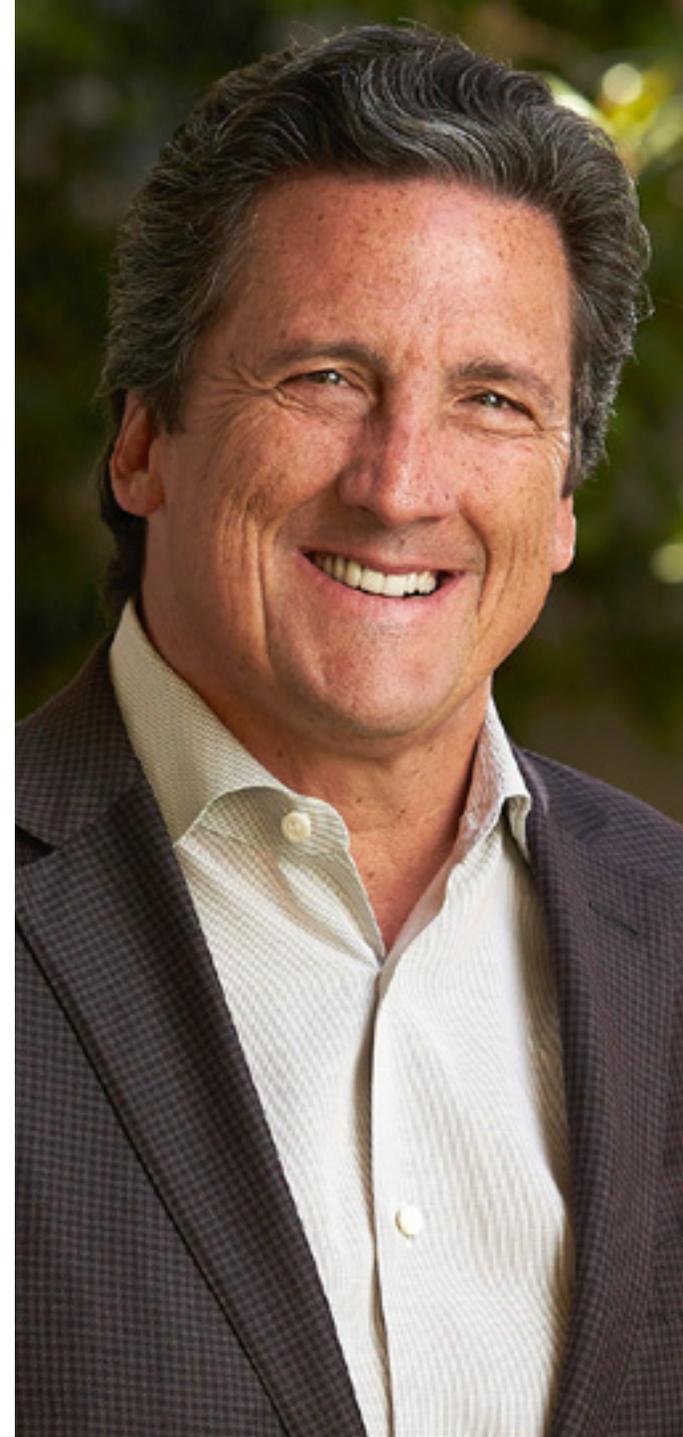
Our Code of Conduct was written to capture our vision as a company. It also provides support and guidance for all of our employees, whether you are working from an office in Taiwan, a property in Las Vegas or from home in Washington D.C., so that we can overcome challenges with a unified strategy.

Every one of us has a responsibility to follow our Code of Conduct. I ask you to read it and to think critically about how your everyday actions affect MGM, our colleagues, our guests and our communities. As you choose to live the values of this Code and to stand up against unethical conduct, know that MGM is behind you.

Thank you for your cooperation and dedication to MGM Resorts International.

Sincerely,

Bill Hornbuckle
CEO & President





SETTING THE STAGE





SETTING THE STAGE

What once was a casino-driven, Las Vegas–anchored operation has become a global entertainment brand. A conscious strategy to take the best of our history, combine it with our ambitions for the future, and execute with one common vision has revolutionized the way we do business.

In our eyes, entertainment is not extracurricular—it’s a fundamental human need. Therefore, our mission is to **ENTERTAIN THE HUMAN RACE.**

In order to do so, we adhere to four core beliefs that have long remained the cornerstone of our strategy and operating philosophy:

- Develop and create extraordinary experiences
- Provide consistent and outstanding guest service
- Build and sustain the communities in which we work and live
- Be fair, inclusive, and responsible in all we do

Our approach to conducting business and creating entertainment experiences is built on four core values:

1. Teamwork
2. Integrity
3. Excellence
4. Inclusion

This vision, made up of our mission, beliefs, and values, represents who we are and what we stand for. These values make us a cohesive, collaborative, and consistent organization. They are the building blocks of the Code, which will help bring our vision to life. We believe that values drive behaviors, and that behaviors drive outcomes. These values become truly meaningful when they are put into action on a daily basis.

Read more about our vision, mission, and goals on the MGM website [here](#).





SHOWTIME!

LEADING THE SHOW WITH INTEGRITY

WHAT IT MEANS AND
WHY IT'S IMPORTANT



Table of Contents



Resources

Leading the SHOW with Integrity means that we uphold our values and mission by acting ethically and with integrity while pursuing our customer service objectives:

- Smile and Greet
- Hear Their Story
- Own the Experience
- WOW the Guest/Employee

The Code is the cornerstone of our Ethics and Compliance Program, which helps drive the values of our business. The Code will provide us with the knowledge and empowerment necessary to speak up and report noncompliant, unethical, or illegal behavior.

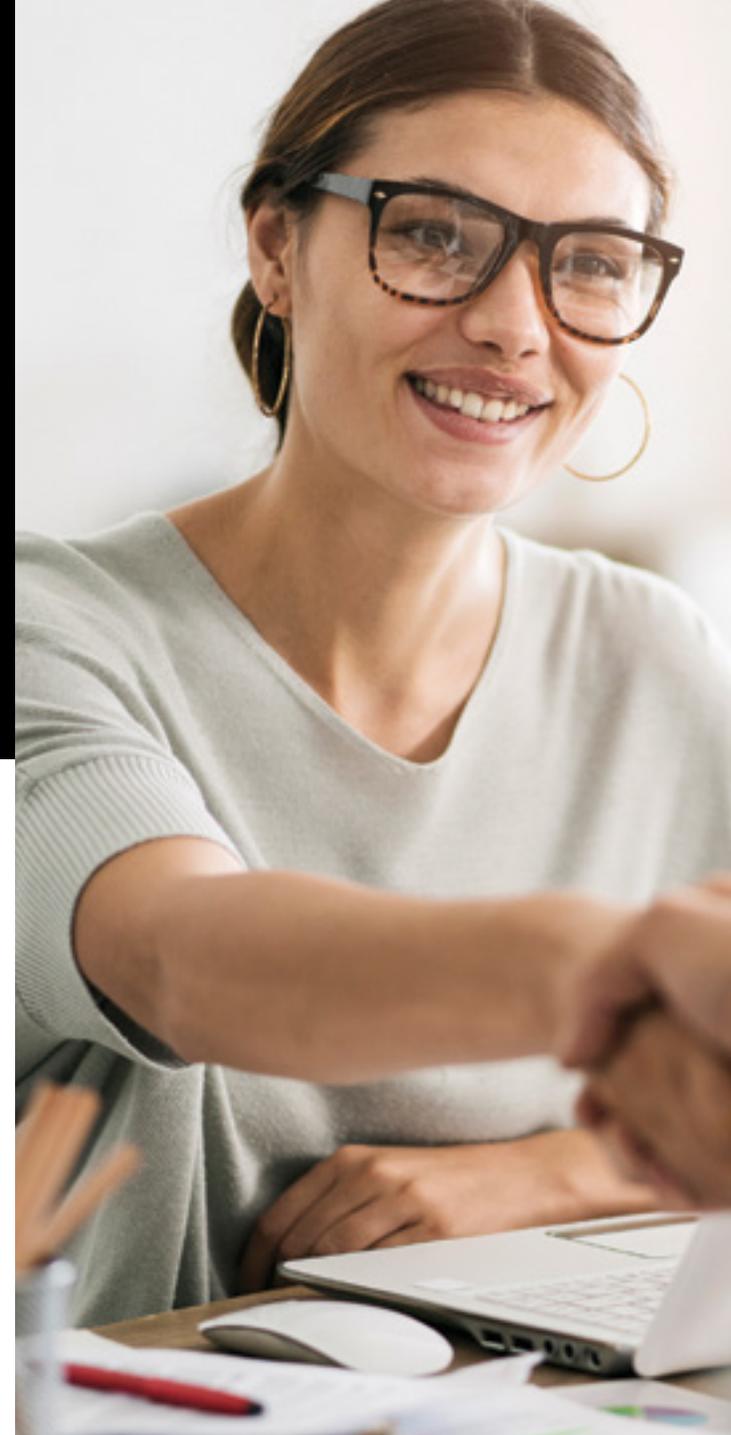
By following the Code, we can combine hard work with integrity to become leaders in the entertainment and hospitality industry. Leading the SHOW with Integrity should inform the way we act and treat others.

HOW TO USE THE CODE

This Code is a policy, but it also provides practical guidance for issues we may encounter in our day-to-day work. It's meant to explain legal requirements as well as the mission and values unique to MGM. As we read this Code, remember that the foundation of MGM's culture lies in our mission, vision, and values.

Collectively, "we," "us," "our," "MGM," or "Company" refers to MGM Resorts International and its domestic and foreign subsidiaries and affiliates.¹

¹This excludes MGM China Holdings Ltd. and its subsidiaries ("MGM China"). References to "we," "us," "our," "MGM," or "Company" do not include MGM China. MGM China and its subsidiaries, along with its and their employees, directors, contractors, or other agents, are subject to a separate policy, which conforms to and is subject to the applicable laws in which it and they operate and by which they are governed. This exclusion does not limit in any way the application of the Securities Trading Policy to this Policy.



OUR RESPONSIBILITIES

WHO MUST FOLLOW THE CODE

This Code is a guide and policy for all MGM employees, contractors, officers, and directors. The responsibility to follow the Code falls on all of us.

We rarely grant waivers of this Policy. Waivers can be granted only by the Office of the General Counsel (“OGC”) after consultation with your supervisor. Waivers for members of the Board of Directors and senior corporate officers can be granted only by the Board of Directors or its Audit Committee, and must be promptly disclosed as required by law or regulation.

CONSEQUENCES OF VIOLATING THE CODE

Violations of the Code can harm our reputation as a company that puts integrity first. Violations may also lead to disciplinary or legal action, depending on the nature and severity.

EVERYONE’S RESPONSIBILITIES

It is our responsibility to report any known violations or suspected violations of the Code, our policies, rules, regulations, or the law. Remember—if you see something, say something. Additionally, all employees must acknowledge their adherence to this Code upon hire and annually thereafter.

Throughout this Code, there are sections titled **Required Learning** that contain links to policies which more fully set forth the Company’s policies and expectations related to the particular topic. We are required to acknowledge our receipt and understanding of these policies.

ADDITIONAL RESPONSIBILITIES OF LEADERS, MANAGERS, AND SUPERVISORS

Leaders, managers, or supervisors who witness a violation of the Code or receive a report of a violation are required to report it. We take our leaders’ responsibilities as mandatory reporters very seriously. Failure to report can result in disciplinary action, up to and including termination.

SPOTLIGHT: THE BANK SECRECY ACT

Our business is considered to be a financial institution under the Bank Secrecy Act of 1970 (“BSA”). The BSA was enacted and has been amended to combat money laundering and the financing of terrorist activities. MGM has developed a comprehensive anti-money laundering and counterterrorism financing program based upon varying risks associated with financial transactions we encounter on a daily basis.

Some of us, based upon our position in the Company, may be required to undertake annual training and become familiar with BSA requirements and obligations to which MGM is subject. We must strictly comply with the requirements of the BSA in the performance of our job functions, as violations can result in fines and, in some situations, criminal proceedings against MGM and us personally.



SPEAKING UP, REPORTING CONCERNS, AND GETTING HELP

REPORTING AN ISSUE OR SEEKING ADVICE: WE'RE HERE TO HELP

We offer a variety of methods to report potential or actual violations or raise questions and concerns. Anyone reporting a potential or actual violation in good faith is protected against retaliation.

Sometimes, the most efficient way to seek guidance, raise a concern, or report a violation is to talk to your:

- Supervisor
- Department manager
- Other appropriate division executive ("Management")

However, you are encouraged to consider and utilize any of the other options included in this section.

OFFICE OF THE GENERAL COUNSEL ("OGC")

You may also report concerns, questions, or violations, especially those of a legal nature, to the OGC in writing as follows:

Bellagio Resort and Casino
Executive Offices
c/o Office of the General Counsel
3600 S Las Vegas Blvd
Las Vegas, NV 89109

The OGC is managed by the Company's Executive Vice President, General Counsel, and Secretary, who is our chief legal officer and legal advisor. The OGC also includes the:

- Chief Corporate Counsel
- Senior Vice President and Legal Counsels
- Vice President and Legal Counsels
- Other designated Legal Counsels

DESIGNATED LEGAL COUNSELS

Each of our hotel or resort divisions, or properties, and each Corporate Entity department has been designated a specific legal resource ("designated Legal Counsel") within the Legal Department. Each designated Legal Counsel is considered the chief legal officer for that particular resort division, property, or Corporate Entity department. Questions and concerns should be reported to your designated Legal Counsel.



SPEAKING UP, REPORTING CONCERNS, AND GETTING HELP

EMPLOYEE HOTLINE

Additionally, we have engaged an independent company, Ethics Point, to operate an ethics and compliance hotline (the “Hotline”). This service provides you with another way to anonymously voice your concerns and help us identify issues or violations. To report any type of illegal, unethical, or unsafe behavior at work, you can:

- Call the Hotline toll-free at 877.597.7462
- Access Ethics Point via the web at mgmethics.ethicspoint.com

For example, you can call with regard to:

- Theft
- Discrimination or harassment
- Workplace violence
- Accounting or other fraud

The services are available 24 hours a day, 7 days a week. You will not be required to give your name.

COMPLIANCE OFFICER

The Company’s Senior Vice President and Chief Compliance Officer reports directly to our independent Compliance Committee and is also available for you to report any violations of this Code and to address any of your questions and concerns in writing as follows:

MGM Resorts International Administration Building
c/o Senior Vice President – Chief Compliance Officer
71 East Harmon Avenue
Las Vegas, NV 89109

WHAT HAPPENS WHEN I MAKE A REPORT?

When you make a report, we promptly investigate. All employees have a duty to cooperate fully and truthfully in any audits and investigations of suspected violations of our policies, including compliance violations.

INTAKE AND FOLLOW-UP

Reports are routed to the appropriate departments for review and investigation.



SPEAKING UP, REPORTING CONCERNS, AND GETTING HELP

INVESTIGATION PROCESS

We have a compelling interest in protecting the integrity of our investigations. In every investigation, we have a strong desire to:

- Protect witnesses from harassment, intimidation, and retaliation
- Keep evidence from being destroyed
- Ensure that testimony is not fabricated
- Prevent a cover-up

We may decide in some circumstances that in order to achieve these objectives, we must maintain the investigation and your role in it in strict confidence. If we reasonably impose such a requirement on you and you do not maintain such confidentiality, you may be subject to disciplinary action up to and including immediate termination. You should never withhold or tamper with information in connection with such an investigation or audit.

CORRECTIVE AND DISCIPLINARY ACTION

Investigations may result in disciplinary action up to and including termination. In addition, where appropriate, other corrective action may be enacted to prevent a violation from occurring again.

WHAT ABOUT RETALIATION?

If you see something, say something. We support employees who speak up about violations of this Code, the law, or our policies. Any retaliation is strictly prohibited.

FURNISHING DISCLOSURE INFORMATION

We will endeavor to properly protect and handle information disclosed to us as required under this Code by any employee, including as may be required by law, confidential treatment of any disclosures. However, confidentiality cannot be necessarily assured or guaranteed. We will thoroughly and promptly investigate violations of this Code.

ETHICAL DECISION-MAKING MODEL

Doing what is ethical is not always a simple task. This ethical decision-making model will help you work through ethical decisions.

1. Is it legal?
Ask yourself if the action is allowed by the law.
2. Is it allowed with our policies?
Ask yourself if the action complies with our policies.
3. Does it represent MGM in a truthful, fair, and ethical manner?
Ask yourself if the action is in keeping with our Code.

If your answer to any of these questions is “no” or “I don't know,” you should stop and seek guidance. Remember that we have resources available to help you act ethically.





ACT ONE: TREAT OTHERS FAIRLY AND ETHICALLY

We conduct business fairly, and that starts with the way we treat each other. We cultivate a diverse, inclusive, safe, lawful, and harmonious work environment that fosters respect for the humanity and dignity of all people.



LEADING A WORKPLACE FREE FROM HARASSMENT, DISCRIMINATION, AND RETALIATION

At MGM, we set the stage for a lawful and harmonious work environment.

We are committed to maintaining a workplace and public space free from discrimination or harassment based on:

- Sex
- Race
- Color
- National origin
- Ancestry
- Age
- Religion
- Veteran status
- Disability
- Perceived disability
- Sexual orientation
- Union affiliation
- Genetic information
- Gender identity or expression
- Transgender status
- Any other status or classification protected by law

WHY A HARMONIOUS WORKPLACE MATTERS

Regardless of our title, we are all responsible for building a work environment that values diversity and upholds our core value of inclusion. That's why we lead the way with equal opportunity and always take a stand against discrimination, harassment, and retaliation. We provide the best experience for our guests when we all feel safe and comfortable being ourselves.

SPOTLIGHT: WHAT IS EQUAL EMPLOYMENT OPPORTUNITY?

At MGM, we base employment decisions on individual merit and achievement, qualifications, job performance, training, and experience. Employment opportunities are open to all qualified applicants, and decisions are made without regard to any status or classification protected by law.



LEADING A WORKPLACE FREE FROM HARASSMENT, DISCRIMINATION, AND RETALIATION

We will not tolerate:

- Any form of unlawful harassment or discrimination in the workplace
- Retaliation against or harassment of an employee for having exercised the legal right to complain about prohibited harassment or discrimination or for cooperating with or participating in an investigation of such a complaint
- Retaliation against or harassment on account of an employee having reported a violation of MGM's Policy Against Discrimination, Harassment, and Retaliation



SPOTLIGHT: WHAT DOES HARASSMENT LOOK LIKE?

Harassment is any unwelcome or unsolicited verbal or written statement or physical act that ridicules, disparages, or shows hostility toward an individual because he or she is a member of a group protected by law or because he or she has a characteristic protected by law. Harassment can create an intimidating, hostile, offensive, or abusive working environment. It can also unreasonably interfere with an employee's job performance or opportunities. Examples include (but are not limited to):

- **Verbal conduct:**
 - Inappropriate remarks
 - Insults or slurs
 - Degrading nicknames, statements, stories, or jokes
 - Negative stereotyping
 - Hostile threats of physical harm
- **Sexual harassment:**
 - Unwelcome sexual conduct, whether verbal, non-verbal, or physical conduct such as:
 - Sexual advances
 - Physical contact
 - Requests for sexual favors
 - Whistling/catcalling
 - Repeated romantic invitations for dates
 - Blocking another person's movements
- **Non-verbal or physical conduct, such as the display, circulation, or use of inappropriate:**
 - Notes, letters, or other written documents
 - Pictures, cartoons, posters, objects, email messages, text messages, voicemail messages, web pages, or other social media
 - Obscene or discriminatory gestures, physical threats, or physical assault
- **Or other conduct of a sexual nature including:**
 - Offering employment benefits such as favorable assignments, pay raises, bonuses, etc., in exchange for sexual favors
 - Threatening an individual for rejecting sexual advances or propositions



LEADING A WORKPLACE FREE FROM HARASSMENT, DISCRIMINATION, AND RETALIATION

SPOTLIGHT: WHAT IS RETALIATION?

Retaliation is strictly prohibited at MGM. It is unlawful for any employee to retaliate against another employee because he/she has:

- Submitted through established procedures a good-faith internal or external complaint against discrimination, harassment, or sexual harassment
- Cooperated with or participated in good faith in an investigation of such a complaint

Employees are prohibited from engaging in any behavior that constitutes retaliation of another employee for the above-stated reasons or as a deterrent to an employee from complaining about discrimination or any form of harassment.

Prohibited retaliation may take many forms, including but not limited to:

- Unwarranted discipline or job termination
- Adverse shift or schedule changes
- Change in job duties
- Job transfers
- Demotions
- Ridicule of the employee
- Threats
- Pay reductions
- Interference with employee benefits



EMPLOYEES CAN REPORT SUCH CONDUCT TO ANY ONE OR MORE OF THE FOLLOWING:

- A supervisor
- Human Resources
- Corporate Employee Relations/Labor Relations
- Corporate Security
- Any Legal Counsel in the Office of the General Counsel
- Ethics Point Hotline
- By email to employeeconcerns@mgmresorts.com

All supervisors and managers are required to immediately report such conduct as soon as they are aware of it.

REQUIRED LEARNING

[Policy Against Discrimination, Harassment, and Retaliation](#)

[Equal Employment Opportunity Policy](#)



LEADING A WORKPLACE FREE FROM HARASSMENT, DISCRIMINATION, AND RETALIATION

Q&A



Q: I AM A BARTENDER, AND ONE OF MY REGULAR GUESTS CONTINUES TO WHISTLE AT ME AND ASK ME OUT. I AM FEELING UNCOMFORTABLE. WHAT SHOULD I DO?

A: You may, but are not obligated to, inform the guest that his/her behavior is unwelcome and should stop. You should immediately report the behavior through one of the available reporting mechanisms listed above. If you feel there is a safety concern, you should immediately contact security. MGM Resorts takes such conduct seriously and does not tolerate any form of harassment or discrimination against our employees, whether it is from other employees, vendors, or guests.

Q: I AM TRANSGENDER AND RECENTLY TRANSITIONED TO BEGIN LIVING CONSISTENT WITH MY GENDER IDENTITY. I AM WORRIED ABOUT HOW I WILL BE RECEIVED AT WORK. DOES MGM'S POLICY PROHIBIT DISCRIMINATION OR HARASSMENT AGAINST ME?

A: Yes. MGM's Policy Against Discrimination, Harassment, and Retaliation prohibits workplace discrimination and harassment against employees, customers, guests, vendors, and other third parties on our properties based on any classification protected by state or federal law, including gender (sex), transgender status, gender identity or expression, and/or sexual orientation.

Q: DOES THE COMPANY'S POLICY MEAN WE CAN'T HAVE FUN AND JOKE AROUND AT WORK?

A: Of course not. Friendly relationships and having fun at work are encouraged. However, we need to be mindful that jokes or teasing may be perceived by others as offensive, inappropriate, harassing, discriminatory, or retaliatory. We are expected to show respect, professionalism, and reasonable judgment in our communications with, and conduct toward, all people in the workplace. Remember that "just kidding" will not be a defense.



LEADING A WORKPLACE FREE FROM VIOLENCE AND WEAPONS

We are committed to creating a safe work environment free of any actions or threats of violence.

WHY WE TAKE WORKPLACE VIOLENCE AND WEAPONS SERIOUSLY

Keeping our workplace free of violence and weapons is key to creating a healthy work environment. Workplace violence includes any act that threatens employee or guest safety, or results in injury or damage to a person, property, or our Company. We do not tolerate any form of violence in the workplace. Any employee who violates our Code, Workplace Violence Policy, or Workplace Safety Policy may be subject to termination.

Threats and/or acts of workplace violence are strictly prohibited in the workplace. This also applies while we are:

- Engaged in business on behalf of MGM off-property
- Operating any vehicle or equipment owned or leased by MGM
- In uniform on or off duty

It is of the utmost importance that we look out for each other and report any dangerous behaviors or items immediately.

HOW TO LEAD A SAFE WORKPLACE

In order to prevent violence in the workplace:

- We reserve the right to search all bags and packages entering/exiting the building, and employees' garment bags, lockers, desks, or other work areas.
- Unauthorized visitors are not permitted in the back-of-the-house.
- Vendors/contractors are required to sign in with Security and obtain a vendor/contractor badge to access the back-of-the-house.
- Employees are required to present their photo ID badges and cooperate with Security if asked for identification.

Managers are required to maintain a safe work environment and take incidents or threats of violence seriously. Employees are not required to follow a chain of command to report violence. Employees who experience, observe, or become aware of an act of violence must report it immediately. Reference the policies for specific numbers to call in your area.

Incidents of physical violence must be reported to the Security Department, your manager, and/or the Human Resources Department.



SPOTLIGHT: WORKPLACE VIOLENCE

Workplace violence is any act of physical violence, threats of physical violence, harassment, intimidation, or other threatening, disruptive behavior, including but not limited to:

- Injuring another person.
- Engaging in behavior that creates a reasonable fear of injury in another person.
- Engaging in behavior that subjects another person to extreme emotional distress, for example, stalking.
- Making harassing or intimidating statements, phone calls, voice mails, or text and/or email messages that would cause a person to fear that an act of violence will be carried out, or that would cause a person to feel terrorized or frightened.
- Possessing, brandishing, or using a weapon. Weapons include guns, knives, explosives, and other items with the potential to inflict harm.
- Damaging property.
- Threatening to injure an individual or damage property.
- Saying racial or cultural epithets or other derogatory remarks associated with hate crimes.



LEADING A WORKPLACE FREE FROM VIOLENCE AND WEAPONS

SPOTLIGHT: INVESTIGATIONS AND DISCIPLINARY ACTION

All threats and/or incidents of violence will be thoroughly investigated by Corporate Employee Relations and/or Security. Investigations are handled in a confidential manner, involving others on a “need to know” basis only. Employees are expected to cooperate fully with Corporate Employee Relations and/or Security throughout the investigation. Any form of retaliation against an employee or a witness for reporting a threat or act of violence is strictly prohibited. Employees who violate our Workplace Violence Policy and Code may be subject to immediate termination and, if appropriate, criminal prosecution.

REQUIRED LEARNING

[Workplace Violence Policy](#)

[Workplace Safety Policy](#)



LEADING THROUGH SOCIAL MEDIA

Social media is an important part of hearing the stories of our colleagues and customers. Though social media can be a great tool for connection and self-expression, the same principles and guidelines found in this Code and the Company's policies and Conduct Standards apply to our activities online.

WHY RESPONSIBLE SOCIAL MEDIA USE IS IMPORTANT

Social media allows us to have direct and meaningful exchanges with others. Ultimately, we are solely responsible for what we post online. Before creating online content, we must consider the risks and rewards that are involved. Any conduct that adversely affects our job performance or the performance of fellow associates, or otherwise adversely affects members, customers, suppliers, and people who work on behalf of the Company's legitimate business interests, may result in disciplinary action up to and including termination.

REQUIRED LEARNING

[Social Media Policy](#)

HOW TO LEAD A RESPONSIBLE ONLINE PRESENCE

Social media includes all means of communicating or posting information or content of any sort on the Internet, including websites, blogs, journal or diary sites, personal websites, social networking or affinity websites, web bulletin boards, and chat rooms. As more thoroughly set forth in the Company's Social Media Policy, we can engage with social media appropriately by:

- Knowing the Company rules and policies and ensuring our social media activities are consistent with such policies
- Recognizing the privacy of others
- Being honest and accurate when posting information or news
- Understanding and following the terms of use of the social media we utilize

- Never disclosing personal information about our customers, colleagues, or competitors
- Being fair to fellow employees, customers, members, suppliers, and people who work on behalf of the Company
- Properly identifying and disclosing our relationship with the Company where appropriate and never presenting our personal views as the Company's views
- Never using social media while on work time or on equipment we provide, unless it is work-related as authorized by our manager

If we witness inappropriate behavior on social media, we report it just as we would report inappropriate behavior we might witness in person.





ACT TWO: BEING TRUTHFUL, FAIR, AND ETHICAL

In today's world, even a single act of dishonesty can destroy a company's reputation. That's why we pursue our business objectives with honesty and in full compliance with all applicable laws.





LEADING WITH GOVERNMENT REGULATIONS, AUDITS, AND INVESTIGATIONS

Our policy is to cooperate fully and honestly with governmental authorities. We must be truthful and forthcoming when providing information to government authorities, our internal and outside auditors, their counsel, and others designated by them.

WHY COOPERATION IS IMPORTANT

We lead the show with integrity. As such, we cooperate with properly conducted audits or investigations in a truthful and ethical manner. Refusal to cooperate with properly conducted audits or investigations might harm our reputation as a responsible and ethical company.

HOW TO COOPERATE WITH INTEGRITY

We cooperate with audits and investigations, as well as any inquiry by internal audit, an investigator, consultants, or accountants in connection with an audit or investigation. We never, whether directly or indirectly:

- Make or cause false or misleading statements
- Omit, or cause another person to omit, any material fact
- Destroy or alter any document that has been requested in connection with the audit or investigation

REQUIRED LEARNING

[Request for Information Policy](#)

SPOTLIGHT: PUBLIC DISCLOSURE

Our executive officers and the personnel reporting to them are required to:

- Ensure that we provide full, fair, accurate, timely, and understandable disclosures regarding MGM in compliance with applicable accounting principles, laws, rules, and regulations. This applies to financial disclosures and other disclosures and filings with the Securities and Exchange Commission and other regulators and in communications with analysts, rating agencies, and investors.
- Promptly bring any credible information regarding deficiencies in MGM's internal control over financial reporting and/or MGM's disclosure controls and procedures to the attention of the:
 - OGC,
 - Chairman of the Audit Committee, or
 - Hotline.



LEADING WITH GOVERNMENT REGULATIONS, AUDITS, AND INVESTIGATIONS

SPOTLIGHT: WHAT SHOULD I DO IF A GOVERNMENTAL AUTHORITY CONTACTS ME?

Our policy is to cooperate with governmental authorities. All communications from or with governmental authorities (other than routine day-to-day contact) for comment or information on behalf of MGM **MUST** be reported to the:

- Designated Legal Counsel,
- OGC, or
- Chief Compliance Officer.

Nothing contained in this Code limits or otherwise prohibits an individual from filing a charge or complaint with the:

- Equal Employment Opportunity Commission
- National Labor Relations Board
- Occupational Safety and Health Administration
- Securities and Exchange Commission
- Any other federal, state, or local governmental agency or commission (“government agencies”)



LEADING WITH ACCURATE RECORDS

The Company maintains complete and accurate records of our business operations. We create, store, and dispose of records with appropriate and legal methods. If our records are needed by an authorized internal or external source, we make certain that they are easily identifiable and accessible.

WHY MAINTAINING ACCURATE RECORDS IS IMPORTANT

We have a duty to be truthful and accurate in our record keeping. Our records are relied upon to produce reports for our management, rating agencies, investors, creditors, governmental agencies, and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

HOW TO LEAD WITH ACCURATE RECORDS

We can do our part to maintain accurate records by:

- Preparing records with accuracy, completeness, and promptness
- Storing records in an easily accessible, organized, and secure area
- Retaining any documents that will be required in connection with a lawsuit or government investigation
- Following the Company's Records Retention Schedule



REQUIRED LEARNING

[Records Management Policy](#)

[Records Retention Schedule](#)



LEADING WITH OUTSIDE ASSOCIATIONS

We help build our Company's reputation by associating with people who have strong reputations and values.



WHY OUTSIDE ASSOCIATIONS MATTER

We lead our Company by protecting its reputation. Personal commitments, activities, or relationships must not stop us from doing our best work. We are a highly visible Company operating in a business that is the subject of continuing scrutiny. We lead MGM by protecting its reputation.

HOW TO LEAD WITH OUTSIDE ASSOCIATIONS

We are required to avoid outside associations with individuals who, because of past or continuing criminal or illegitimate activities or reputation, might reflect negatively on us or adversely affect our reputation. We must disclose any relationship with an individual who has been charged or convicted of a felony to the OGC, Legal Counsel, or Compliance Officer.



LEADING IN RESPECT TO NOTIFICATION OF ARREST OR LEGAL PROCEEDINGS

To entertain responsibly, we must know about the arrest or conviction of any employee.

WHY IT'S IMPORTANT TO PROVIDE NOTIFICATION OF ARRESTS OR LEGAL PROCEEDINGS

Only through complete honesty can we protect our guests, employees, contractors, vendors, and other visitors. That's why it is so important to be open about all arrests and legal proceedings.

At the same time, we recognize the rights of our employees. We strive to uphold the rights and safety of our employees, customers, and associates while protecting our Company from any potential liability.

HOW TO LEAD WITH HONEST NOTIFICATIONS

If we are ever arrested, charged with a crime, or plead guilty to a crime, it is our duty to report it. We must immediately notify our supervisor if we are ever arrested, charged with a crime, plead guilty to a crime, or are issued a criminal complaint or other legal process such as a subpoena to appear or testify in court before a Grand Jury, in connection with a criminal violation of federal or state law. Additionally, we must comply with all applicable notification requirements from any gaming agency that has issued us a gaming license, registration, or permit required for our employment or association with the Company.



REQUIRED LEARNING

[Arrest, Conviction, and Incarceration Policy](#)



LEADING WITHOUT CONFLICTS OF INTEREST

At MGM, we are leaders in hospitality and entertainment because we never fail to act with integrity. To us, integrity means making objective decisions and representing the Company in a truthful, fair, positive, and ethical manner.

WHY CONFLICTS OF INTEREST MATTER

As proud MGM employees, we are known for our credibility and fairness. Conflicts of interest can threaten that reputation and jeopardize our relationships with customers and business partners. We put on our best show by making impartial decisions and striving to be sincere in all that we do.

HOW TO LEAD WITHOUT CONFLICTS OF INTEREST

We must not engage, directly or indirectly either on or off the job, in any conduct that is disloyal, disruptive, competitive, or damaging to the Company. Such prohibited activity also includes:

- Any illegal acts in restraint of trade
- Acts that are inconsistent with the Company's compliance with its obligations under applicable laws and regulations including gaming, financial, and privacy laws and regulations
- Any activity in which we engage, on our own or on behalf of others, that could potentially harm the Company's competitive position, compete against the Company, or maintain employment with another employer or organization, or usurp Company opportunities

We own the experience by:

- Staying alert for activities or relationships that might affect our ability to remain unbiased
- Avoiding even the appearance of a conflict of interest
- Reporting any potential conflicts of interest
- Reaching out for guidance if we aren't sure if a conflict of interest exists
- Removing ourselves from the decision on how to resolve any conflicts of interest we are involved in



We may not solicit money, gifts, or favors from any entity that we believe may transact business presently or may seek to transact business with the Company in the future.

It also is against policy for us to accept money, gifts, or favors from any entity unless such money, gifts, or favors are:

- Valued in the aggregate at \$500 or less in a calendar year, and
- Customary under the circumstances as determined by the designated Legal Counsel or OGC.

This extends to transactions made on our behalf or on behalf of our immediate family members. In general, MGM regards employees as having a beneficial interest in any property owned, or any transactions entered into, by their spouse, minor children, or other dependents.

If disclosed promptly, we can avoid or properly address most conflicts of interest. We can disclose potential conflicts to our manager or the OGC.

Potential conflicts of interest can be reported on an Employee Potential Conflict of Interest Form. The form can be found on [My MGM](#). Once completed, the form should be sent to mgmcorplegal@internal.mgmresorts.com.



LEADING WITHOUT CONFLICTS OF INTEREST

SPOTLIGHT: WHO COUNTS AS AN IMMEDIATE FAMILY MEMBER?

Immediate family members include our:

- Spouse
- Parents and stepparents
- Children and stepchildren
- Siblings
- Mothers- and fathers-in-law
- Sons- and daughters-in-law
- Brothers- and sisters-in-law
- Any person (other than a tenant or employee) sharing our household



SPOTLIGHT: WHAT COUNTS AS A CONFLICT OF INTEREST?

A conflict of interest occurs when a personal interest interferes or may interfere with the interests of MGM. Examples include:

- Personal relationships with vendors, purchasers, competitors, or current or prospective employees of MGM
- Gifts from an individual or company that does business with MGM that are valued in the aggregate at more than \$500 in a calendar year
- Using MGM assets or resources for personal gain
- Financial investments with a customer, business partner, or competitor of MGM
- Outside employment

REQUIRED LEARNING

[Conflict of Interest Policy](#)

[Employee Potential Conflict of Interest Form](#)

[Third Party Sponsored Travel Policy](#)

[Workplace Relationships Policy](#)

SPOTLIGHT: WHAT IS THIRD PARTY SPONSORED TRAVEL?

In our line of work, we may be offered paid lodging and travel by vendors, conference sponsors, or trade organizations. This is known as “Third Party Sponsored Travel” or “TPST.”

The difference between TPST and gifts is that TPST is an expense that the Company would normally categorize as a business expense. The expense becomes TPST when a third party offers to pay. Examples include:

- Professional education or development
- Speaking at trade events or conferences
- Product sampling
- Industry seminars

There must always be a legitimate business purpose for TPST. There can never be an improper benefit to the third party for any TPST. TPST should never influence our business decisions.

To determine whether TPST is acceptable, consult the OGC. For rules on how to accept TPST, consult the MGM policy.



LEADING WITHOUT CONFLICTS OF INTEREST

Q&A



Q: I WORK IN GLOBAL PROCUREMENT, AND MY BROTHER OWNS AN OFFICE SUPPLY COMPANY. I KNOW FIRSTHAND THAT THE PRODUCTS HE SELLS ARE DEPENDABLE AND PRICED FAIRLY. CAN I HIRE HIS COMPANY TO PROVIDE SUPPLIES FOR MGM RESORTS?

A: Even though your goal is to help MGM, the fact that your brother owns a prospective vendor makes your role as purchasing agent biased. Personal relationships with vendors would present a conflict of interest. You should complete an Employee Potential Conflict of Interest Form and send it to mgmcorplegal@internal.mgmresorts.com. Corporate Legal will review the form and decide whether a conflict exists. If a conflict does exist, they may be able to put procedures in place to ensure the conflict is mitigated.

Q: I WORK IN HUMAN RESOURCES, AND MY FRIEND JUST STARTED A SMALL BUSINESS IN THE COMMUNITY. MY FRIEND OFFERED ME A PART-TIME POSITION PROVIDING HUMAN RESOURCES SERVICES FOR THE SMALL BUSINESS. CAN I ACCEPT THE POSITION WORKING FOR MY FRIEND'S BUSINESS?

A: Secondary employment can be considered a conflict of interest, especially when you are performing the same type of work for another company (and even more so if the secondary employment is with a competitor). As an employee, you have access to company systems, patron information, company and department policies and procedures, and other sensitive information. We want to be certain that our company information is protected. You should complete an Employee Potential Conflict of Interest Form and send it to mgmcorplegal@internal.mgmresorts.com. Corporate Legal will review the form and decide whether a conflict exists. If a conflict does exist, they may be able to put procedures in place to ensure the conflict is mitigated.

Q: I AM A CASINO HOST AT BELLAGIO. ONE OF MY BEST CUSTOMERS GAVE ME AN IPAD FOR MY BIRTHDAY. IT'S VALUED AT \$899. I KNOW THE CODE OF CONDUCT DOES NOT ALLOW US TO ACCEPT GIFTS OVER \$500, BUT MY CUSTOMER INSISTED I ACCEPT IT. WHAT SHOULD I DO?

A: We understand that this can happen. And we certainly do not want to insult our guests! But trouble can come with accepting extravagant gifts. Maybe next time, your customer asks you for something like extra comps that weren't earned, or maybe some additional credit that the customer doesn't qualify for. Will you feel obligated to give your customer these things because of the extravagant birthday gift? That's why there is a monetary limit on gifts. That being said, if your customer insists and you accept the gift, complete an Employee Potential Conflict of Interest Form and send it to mgmcorplegal@internal.mgmresorts.com. Corporate Legal will review the situation and determine the best course of action.



LEADING WITHOUT INSIDER DEALING AND PUBLIC DISCLOSURE

In our work at MGM, we may have access to information that isn't known to the public. We never disclose this information or use it for personal gain.

WHY PUBLIC DISCLOSURE AND INSIDER TRADING MATTERS

We protect our reputation as a reliable Company by protecting the information that is entrusted to us. Even the appearance of disclosing non-public confidential information or insider trading could harm our credibility. Insider trading is illegal and may result in serious legal difficulties for you, as well the Company.



HOW TO LEAD WITHOUT DISCLOSING NON-PUBLIC INFORMATION

Whether information belongs to us or another company, we make sure to never share it or use it unlawfully.

We maintain this standard by:

- Never disclosing inside information, even accidentally
- Never buying or selling shares in MGM or another publicly traded company when in possession of material, non-public information
- Avoiding even the appearance of insider dealing or improper disclosure
- Never encouraging or allowing others to trade on inside information
- Never spreading false or manipulative information
- Never discussing our internal matters or developments with anyone outside MGM, including family members, except in the normal course of performing MGM duties

Generally, federal regulations require that whenever we or others acting on our behalf disclose material, non-public information to certain individuals or entities, we must ensure that such disclosure is simultaneously made public for intentional disclosures or promptly for non-intentional disclosures. If we believe we have disclosed material, non-public information, it is imperative to immediately notify the OGC.



LEADING WITHOUT INSIDER DEALING AND PUBLIC DISCLOSURE

SPOTLIGHT: WHAT IS INSIDER TRADING?

Insider trading is trading in company securities based on material, nonpublic information or revealing material, nonpublic information to others who may buy or sell using that information.

Company securities include:

- Any company-issued stock, bond, debentures, options, warrants, or other marketable security
- Any security or other instrument issued by an unrelated third party and based on the equity or debt security of an MGM company

Material information is information an investor would consider important when making a decision to buy, hold, or sell securities. Examples include:

- Projections of future earnings or losses
- Quarterly or annual earnings results
- A pending or proposed merger, acquisition, sale, etc.
- A change in dividend policies or a securities offering
- A change in company senior management
- Developments regarding significant litigation or government investigations

Nonpublic information is information that has not been broadly communicated to the investing public.



REQUIRED LEARNING

[Securities Trading Policy](#)





ACT THREE: COMPETING ETHICALLY

At MGM, we build credibility by utilizing our talents and ingenuity to achieve our goals. We do not engage in any illegal, corrupt, or anti-competitive behavior.



LEADING AGAINST BRIBERY AND CORRUPTION

We lead with our honest business practices and relationships. That is why we abstain from and fight against corrupt practices and bribery.

WHY BRIBERY AND CORRUPTION MATTER

Because we do business worldwide, our operations are subject to a range of anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”). The FCPA prohibits us from giving anything of value to any foreign government official to obtain a business advantage.

Foreign government officials can include:

- Employees or representatives of a company owned or controlled, in whole or in part, by a foreign government
- Members of a political party in a foreign country
- Officials or employees of public international organizations such as the World Bank or United Nations

HOW TO LEAD WITHOUT BRIBERY AND CORRUPTION

The Company’s Anti-Corruption Guidelines apply to **all Company personnel**. We should review the Company’s Anti-Corruption Guidelines, particularly if we are interacting with any foreign government officials, including when we are hosting or entertaining such officials at one of the Company’s properties or providing a foreign government official with a gift or meal.

If we are unsure about whether a planned course of action may constitute a violation, we must seek advice. We should contact the OGC at anticorruption@mgmresorts.com if we have any questions or concerns related to:

- The anti-corruption laws
- Any of our activities
- Any actual or potential interactions with foreign government officials
- Any payment practices
- The recording of any transactions in the Company’s books and records
- Any suspected, actual, or potential violations

We may also report suspected or actual violations anonymously through our Hotline at 877.597.7462.

Anyone reporting a suspected or actual violation of the FCPA, other anti-corruption laws, or the Company’s Anti-Corruption Guidelines in good faith is protected against retaliation. As long as the report is made honestly and in good faith, we will take no adverse action against any person based on the making of such a report. Be aware that failure to report known or suspected violations may, by itself, subject an employee to disciplinary action.

REQUIRED LEARNING

[Anti-Corruption Guidelines](#)

[Global Procurement Policies](#)



LEADING AGAINST BRIBERY AND CORRUPTION

Q&A



Q: AN MGM JAPAN EMPLOYEE SENDS TEN BOXES OF MOON CAKES, WITH A TOTAL VALUE OF APPROXIMATELY \$500, TO THE LOCAL POLICE IN CELEBRATION OF THE MID-AUTUMN FESTIVAL AND TO THANK THEM FOR SUPPORTING THE SITE'S OPERATION. HE INCLUDES AN ENVELOPE CONTAINING \$200 IN CASH WITH A NOTE STATING THAT IT SHOULD BE USED TO BUY A ROUND OF DRINKS FOR ALL THE OFFICERS. WHAT ARE THE ANTI-CORRUPTION CONCERNS?

A: Police officers in Japan are foreign government officials, and the gift is something of value. Such a gift has the appearance of a corrupt payment and may draw unwanted scrutiny from anti-corruption regulators, who may believe that it was made corruptly. It may also prompt the police to solicit corrupt payments from MGM in the future because they are aware of the cash that was given to the police officers. Moreover, the employee who sent the gift violated MGM's gift policy because (i) a gift of this value needs prior approval from the OGC after submitting a Gift and Hosting Form, and (ii) a gift of cash should never be provided. The employee could be disciplined and even terminated for the violation.

Q: A HIGH ROLLER ARRIVES AT ARIA. WHILE ASKING FOR ADDITIONAL COMPS, HE INDICATES THAT HIS BEST FRIEND IS AN EXECUTIVE FROM THE MALAYSIA NATIONAL BANK, A STATE-CONTROLLED BANK. THE HIGH ROLLER SAYS HIS FRIEND IS FAMILIAR WITH MGM AS HE IS WORKING WITH MGM TO SET UP FINANCING FOR A CASINO IN MALAYSIA. HE SAYS THE FRIEND HAS NEVER VISITED ANY MGM RESORTS PROPERTY AND IS SKEPTICAL ABOUT WHAT THE COMPANY DOES. THE HIGH ROLLER ALSO SAYS THAT IF YOU CAN PROVIDE EXTRA COMPS THAT HE CAN SHARE WITH HIS FRIEND, HE IS SURE HIS FRIEND WILL SEE WHAT A GREAT COMPANY MGM IS AND WORK HARDER TO GET THE FINANCING APPROVED. CAN YOU PROVIDE THE EXTRA COMPS?

A: Because the friend works for a government-controlled company, he is a foreign government official under the FCPA. Providing him with anything of value to convince him to do something for MGM in his official capacity would be a violation of the FCPA. Arguably, the comps could be characterized as a bona fide business expenditure to get the banker to visit the hotel. However, regulators would almost certainly consider it a corrupt payment in violation of the FCPA.

Remember, MGM; its employees, directors, and agents; and third parties working on behalf of MGM should not offer comps or anything else of value to foreign government officials in order to gain an improper business advantage for MGM.

Finally, under these circumstances, we should consult with the OGC before proceeding.



LEADING WITH FAIR COMPETITION

At MGM, we compete strategically, but always fairly and lawfully. We leverage our talents and strengths to consistently deliver a competitive edge. We use only lawful means to compete and to maximize our profits, and we will not engage in unlawful, unethical, or anti-competitive trade practices.

WHY FAIR COMPETITION MATTERS

We welcome competition as it challenges us to deliver our best innovation and results every day. Following fair competition guidelines adheres to our core values. Failing to do so could lead to legal consequences and a damaged brand reputation. We must avoid even the appearance of improper behavior in formal business, casual, or social settings.



HOW TO LEAD IN FAIR COMPETITION

When it comes to our competitors, we:

- Do not enter into agreements or understandings to (i) fix prices, (ii) limit supply or production, or (iii) unfairly disadvantage or target other competitors
- Remember that there are no off-the-record discussions with competitors
- Keep in mind that an agreement or understanding may be spoken or inferred by behavior
- Do not discuss or make agreements about prices, supply and production, or dividing markets with competitors
- Avoid making false claims about competitors
- Avoid interfering with the business relationships of a competitor
- Never use illegal or questionable actions to obtain competitive information

- Never use market information to unfairly harm or prevent competition
- Never lend to or accept a loan from a competitor or its employees
- Never post negative or subjective messaging about competitors using social media platforms

As part of fair competition, we have specific policies about reviewing and signing contracts.

We manage contracts and contract signing appropriately by:

- Submitting contracts, as required by the Contract Review and Signature Policy, to the OGC for review
- Never signing contracts for the Company or its entities without authorization
- Directing all questions about contracts to the OGC or our designated Legal Counsel

REQUIRED LEARNING

[Contract Review and Signature Policy](#)

[Global Procurement Policies](#)



LEADING HONEST RELATIONSHIPS WITH SUPPLIERS

We work as hard on building good supplier relationships as we do on building relationships with our customers. We consistently offer a fair deal to our guests and ensure integrity when engaging with our suppliers, as well.

WHY SUPPLIER RELATIONS MATTER

Strong relationships with our suppliers provide a competitive advantage in the marketplace and support our mission to deliver the best guest experience. Maintaining healthy, strategic relationships allows us to leverage the assets, capabilities, and knowledge of suppliers to remain relevant. This is essential to our business's good health and growth.

HOW TO LEAD FAIR SUPPLIER RELATIONS

We will maintain a fair and ethical relationship with our suppliers by:

- Dealing fairly with suppliers, customers, tenants, and competitors
- Selecting suppliers via a transparent, open, fair, and thorough process
- Making purchases of goods and services that are based on price, quality, service, and our commercial needs
- Never taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice

- Refraining from any private or professional activity that may undermine objective and independent decision making
- Never offering or accepting bribes, kickbacks, or other unlawful inducement that might influence or appear to influence purchasing decisions
- Never lending to or accepting a loan or credit from any of our customers, tenants, vendors/suppliers, or competitors, or from any of their employees, supervisors or managers, or other agents or representatives
- Never accepting money, gifts, or favors from any entity unless such money, gifts, or favors:
 - Are valued in the aggregate at \$500 or less in a calendar year, or
 - Are customary under the circumstances as determined by the designated Legal Counsel or OGC
- Following the Conflict of Interest Policy and submitting the COI Form if there is a possibility that a conflict of interest exists
- Never sharing confidential information related to supplier quotes and bids with other suppliers or third parties
- Complying with “antiboycott” laws as governed by the **Export Administration Act** and the **Tax Reform Act**
- Never participating in foreign boycotts not sanctioned by the United States
- Complying with the FCPA when dealing with foreign officials
- Complying with Office of Foreign Assets Control (OFAC) Sanctions Lists



REQUIRED LEARNING

[Global Procurement Policies](#)

[Employee Potential Conflict of Interest Form](#)

[Conflict of Interest Policy](#)



LEADING THROUGH POLITICAL PARTICIPATION

We encourage active participation in the political process to support and improve our lives and communities. We engage constructively, legally, and ethically with all governments and political candidates.

WHY POLITICAL PARTICIPATION MATTERS

As citizens, we all have the right to express our personal beliefs and participate in the political process. As MGM employees, we must not represent our personal views as the views of our Company. We must also uphold our Company's reputation as fair and unbiased.

HOW TO LEAD ETHICALLY WITH PUBLIC OFFICIALS AND CANDIDATES

Federal, state, local, and foreign laws regulate and distinguish between the Company's ability and our personal ability to support and make political contributions to candidates, political parties, and Public Officials. When engaging in political activity, either as an individual or as a Company, we:

- Always differentiate between our personal political views and those of the Company
- Conduct our political activity on our own time outside of work
- Inform our manager if we decide to run for political office
- Avoid using the Company's facilities for fundraising activities during work hours
- Follow all laws regarding ethics, gifts to Public Officials, and public reporting of lobbying activities
- Never use improper means to attempt to influence a political outcome
- Refer to our designated Legal Counsel any questions about political activity



We must contact the Company's Corporate Government Affairs Department if we receive any request from a Public Official (or his or her staff) regarding solicitations for the Company to make or provide:

- Political contributions (whether for cash or in-kind contributions of goods or services)
- Special assistance or consideration regarding any reservation (including hotel, shows, restaurants, and golf tee times)
- Gifts or special treatment (including requests for special rates, accommodations, or complimentary)

The Company makes decisions relating to any Public Officials or their staff using the same criteria as we do for any other person without regard to position or status. The Company especially scrutinizes all authorizations related to the execution of markers or on existing marker limits. Questions regarding such matters should be directed to the designated Legal Counsel or the Corporate Government Affairs Department.



LEADING THROUGH POLITICAL PARTICIPATION

SPOTLIGHT: WHAT IS A PUBLIC OFFICIAL?

As used in this Code, “Public Official(s)” means, in any U.S. or foreign jurisdiction, any person:

- Elected or appointed to any government, federal, state, county, municipal, or judicial elective or appointive office
- Employed as an appointee or a staff member of an elected or appointed official, including any representative of any political party
- Appointed or employed as a policy maker or staff member of a regulatory body or authority (especially in any jurisdiction where we operate or propose to operate)
- Seeking elective office
- Who is an officer, candidate for union office, or employee of a labor union



HOW TO LEAD ETHICALLY WITH PUBLIC OFFICIALS AND CANDIDATES

Q&A



Q: I'M HAVING A BUSINESS MEETING WITH GOVERNMENT OFFICIALS. I'D LIKE TO INVITE THEM TO LUNCH. AM I ALLOWED TO USE MY CORPORATE CREDIT CARD TO PAY FOR THEIR MEALS?

A: Company employees are not allowed to offer special treatment to Public Officials who oversee our business operations. You must first seek authorization from the Corporate Government Affairs Department. For example, our Company procedures require prior approval from Corporate Government Affairs for any corporate credit card expense involving federal, state, and local Public Officials. Gifts or services of monetary value offered to a Public Official may be legally prohibited or subject to monetary limits. Those laws differ for federal officials and, across jurisdictions, for state and local officials. Thus, we must first consult with the Corporate Government Affairs Department. In turn, the department will review the situation and make a decision based upon applicable laws.

Q: I WORK IN HOTEL OPERATIONS. A POLITICAL CANDIDATE INQUIRED IF A BANQUET SPACE IS AVAILABLE FOR AN UPCOMING POLITICAL FUNDRAISER. SHE SAID HER CAMPAIGN IS WORKING ON A TIGHT BUDGET AND ASKED IF I CAN EXTEND ANY DISCOUNTS. WHAT SHOULD I DO?

A: Please note that any benefit provided to a political campaign, including discounts, may be subject to campaign finance restrictions. Those laws differ for federal candidates and, across jurisdictions, for state and local candidates. Some discounts may be legally prohibited or subject to monetary limits. Further, the Company may need to report a discount, if permissible, to election agencies as a political contribution. All requests must be handled consistently and in accordance with all applicable laws. Thus, please forward such requests to the Corporate Government Affairs Department, which will in turn review the request and determine the best course of action.



MICHIGAN

Under current law of the State of Michigan, MGM and its employees, persons associated with MGM, including certain MGM employees and their immediate family relatives, cannot make political contributions to:

- An office holder of the State of Michigan
- A candidate for state or local elective office in the State of Michigan
- A candidate committee
- A political party committee
- An independent political committee
- A committee organized by a legislative caucus committee of a chamber of the State of Michigan organized under Michigan law

This includes political action committees that make such contributions. If you make such a political contribution, you may be found guilty of a felony punishable by imprisonment and/or fine.

MASSACHUSETTS

The current law of the State of Massachusetts prohibits corporate organized entities like MGM and its affiliates from directly or indirectly making political contributions to:

- A candidate or political party in the State of Massachusetts
- Any other political committee that is organized under Massachusetts law and receives contributions or makes expenditures to influence the nomination or election of a candidate in the state

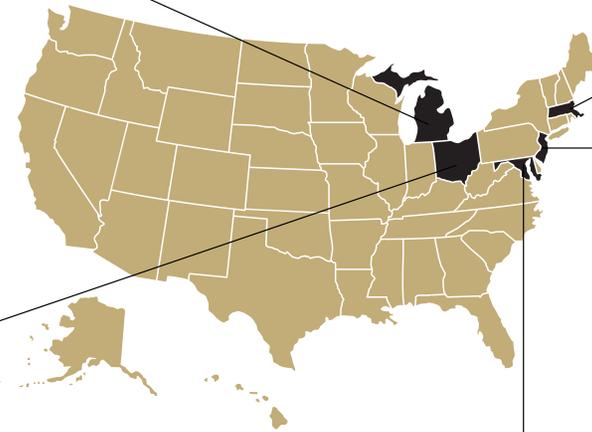
In addition, corporations organized or doing business in Massachusetts may not establish or administer a political committee.

NEW JERSEY

Under current law of the State of New Jersey, MGM, including its officers and certain employees, is prohibited from making political contributions to:

- Any non-federal candidate for public office in the state
- Any state political party committee
- Any group organized in support of such candidate or party

The prohibition applies to an applicant or holder of a casino license; an officer, director, casino key employee, or principal employee of the applicant or license holder, or an officer, director, casino key employee, or principal employee of the applicant's or holder's holding, intermediary, or subsidiary entity.



OHIO

Under Ohio law, it is generally prohibited to use the Company's money or property to aid or oppose a political party, a candidate for public office in the state, a political action committee, a legislative campaign fund, or any organization that supports or opposes any candidate for public office in the state.

MARYLAND

The current law of the State of Maryland prohibits MGM, as well as any person or entity that has a beneficial or proprietary interest of at least five percent in the property or business of MGM, from directly or indirectly making a political contribution to a candidate or a campaign finance entity organized to support a candidate for any non-federal public office in Maryland.

In jurisdictions in which the Company has a pending application, or is licensed but not presently operating, both the Company and the employee may be prohibited from making political contributions. In addition, there may be jurisdictions in which we are neither licensed nor an applicant for a license but in which, nonetheless, we may be prohibited from contributing. Moreover, in certain states in which the Company is regulated by the state or engages in lobbying efforts, the employee and the Company may be subject to campaign finance prohibitions and restrictions.

These prohibitions apply to monetary donations, as well as in-kind contributions of goods and services. If an employee makes any of the impermissible contributions mentioned above, he/she may be found guilty of a felony criminal offense punishable by imprisonment and/or by fine, in addition to other civil penalties. Additionally, the Company and the employee may be barred by gaming authorities from receiving or maintaining a gaming license.





ACT FOUR: PROTECTING COMPANY ASSETS AND INFORMATION

Our reputation is one of our most important assets. Our policies and procedures are designed to protect both the physical and information assets that we use to entertain our guests and to safeguard our reputation.



LEADING WITH DATA PROTECTION AND CONFIDENTIALITY

Confidentiality is an essential part of our business at MGM. We respect the privacy of our colleagues, guests, and business partners. In addition, we protect sensitive data through various physical and network security measures.



WHY PROTECTING DATA MATTERS

MGM's assets (including the data that we hold) are the culmination of our efforts as hardworking employees. We must protect these assets and use them wisely. In addition to legal obligations, keeping confidential and sensitive information private, including personally identifiable information ("PII"), is critical to maintaining a positive reputation with our guests, business partners, and others.

SPOTLIGHT: WHAT IS PII?

We collect, use, and provide access to PII about our employees, our customers, and our suppliers for legitimate business purposes. PII includes data that is connected to a specific individual, such as name, date of birth, postal address, email address, and telephone number, which may or may not be combined with other data.

Some PII is particularly sensitive (i.e., when combined with an individual's name), such as an individual's credit or debit card number, financial account number, driver's license number, state identification card number, Social Security number, passport number, or naturalization number. PII does not include non-personal, public, non-proprietary information about the terms and conditions of any employee's employment, such as compensation.

The General Data Protection Regulation and the California Consumer Privacy Act are two pieces of Privacy legislation which grants consumers rights with respect to the collection of their PII. We are responsible for the safety and responsible use of all the PII that has been entrusted to us.

If you know or suspect of any unauthorized use of PII, you must immediately notify your supervisor, the Privacy department at MGM, the OGC and/or the Human Resources Department.



LEADING WITH DATA PROTECTION AND CONFIDENTIALITY



HOW TO LEAD WITH CONFIDENTIALITY

We can protect data and maintain confidentiality by:

- Only sharing confidential information with those who are authorized
- Not discussing sensitive matters in public places
- Taking care to not work with confidential information in the presence of others
- Securing data and devices with effective physical measures as well as passwords and encryption
- Ensuring that visitors and guests do not enter restricted areas
- Not connecting to unsecured Wi-Fi networks with company devices or when accessing company systems
- Reporting any potential data or confidentiality breaches as soon as possible

And remember, the obligation to not disclose confidential information survives and continues even after you are no longer employed by us.

SPOTLIGHT: WHAT IS “CONFIDENTIAL INFORMATION”?

Confidential information includes, but is not limited to, information:

- Regarding market or play data with respect to customers
- Such as gaming and security information, trade secrets, customer information, organizational charts and databases, patents, copyrights, and trademarks
- About the Company’s financial condition, prospects, plans, marketing and sales, research and development
- Relating to mergers and acquisitions, stock splits, and divestitures
- Regarding possible transactions with other companies
- About the Company’s customers, suppliers, or joint venture partners

REQUIRED LEARNING

[Privacy Policy](#)

[Confidentiality Policy](#)



LEADING WITH DATA PROTECTION AND CONFIDENTIALITY

Q&A



Q: A FRIEND JUST STARTED WORKING FOR A COMPETING CASINO. SHE IS TRYING TO DEVELOP A MARKETING LIST FOR THE COMPETING CASINO. SHE DOESN'T WANT TO TAKE AWAY BUSINESS FROM MGM RESORTS. BUT SHE ASKED ME TO SHARE CONTACT INFORMATION ABOUT MGM RESORTS' GUESTS WHO HAVEN'T VISITED IN YEARS AND, WHEN THEY DID VISIT, DID NOT GENERATE MUCH BUSINESS FOR MGM RESORTS. CAN I GIVE THIS INFORMATION TO MY FRIEND?

A: No, you cannot share this information with your friend. Regardless of how old the guest information might be and its potential value, MGM Resorts employees must keep the identity and other information about our customers confidential.

Q: I INADVERTENTLY SENT EMPLOYEE RECORDS (WHICH INCLUDED EMPLOYEES' NAME, HOME ADDRESS, DATE OF BIRTH, AND OTHER SENSITIVE INFORMATION) TO THE WRONG PARTY. HOWEVER, I DID REACH OUT TO THE UNINTENDED RECIPIENT AND THEY AGREED TO DELETE ALL OF THIS PERSONALLY IDENTIFIABLE INFORMATION (PII). IS THERE ANYTHING MORE THAT I SHOULD DO?

A: Yes. If you inadvertently disclose PII to a third party, MGM Resorts may have a legal obligation to notify people affected by such activity (and others) regardless of whether the unintended recipient agreed to delete the information. Accordingly, you must immediately notify your supervisor, the Information Technology Department, the OGC, or Human Resources. You may also report any such activity through our Hotline.



LEADING WITH INFORMATION ASSETS AND TECHNOLOGY

Information is important to our success. Therefore, the confidentiality, integrity, and availability of our information assets are paramount.

WHY INFORMATION ASSETS MATTER

All of the data on MGM files and servers make up our information assets. These assets are vital to our day-to-day operations. To put on the best show, we must all use technology responsibly and protect our information assets.

HOW TO LEAD WITH TECHNOLOGY SAFELY

We take information security seriously by safeguarding our assets and using them efficiently and properly. We are expected to follow proper policies and procedures to prevent the loss, theft, or unauthorized use of our funds and other property. We can protect our information assets and technology by:

- Using passwords and encryption
- Not connecting to unsecured Wi-Fi networks with company devices or when accessing company systems
- Using good judgment with communication systems that store data
- Never remotely accessing the MGM computer network, including email accounts, without permission from MGM Resorts Information Systems

- Reporting any potential information or technology breaches as soon as possible.
- Protecting company communication systems, computer resources, and mobile devices from unauthorized use
- Complying with company policy to protect data security

The Company reserves the right to monitor or review any and all data and information contained on any employee's or officer's computer, electronic device, Company-issued mobile/cellular device, tablet, or other technology, as well as on any non-Company-issued computer, electronic device, mobile/cellular device, tablet, or other technology that an employee chooses to use to access the Company's data and information.

REQUIRED LEARNING

[Computer Use Policy](#)

[Mobile Device Standard Policy](#)



LEADING WITH INFORMATION ASSETS AND TECHNOLOGY

Q&A



Q: SEVERAL TIMES MY MANAGER HAS CALLED ME WHILE SHE IS TRAVELING TO ASK ME TO LOG INTO KRONOS AND APPROVE THE TIMESHEETS SHE IS RESPONSIBLE FOR. SHE GIVES ME HER USERNAME AND PASSWORD. SINCE SHE IS MY DIRECT MANAGER AND THERE IS A DEADLINE FOR PROCESSING TIMESHEETS, IS IT OKAY FOR ME TO DO THIS?

A: No. The timeliness of approving timesheets is important; however, an employee or officer of the Company should never divulge their access information to anyone else.

Q: I AM SO PROUD OF ALL THE COMMUNITY WORK WE AS EMPLOYEES DO ON BEHALF OF THE COMPANY. I HAVE DECIDED THAT I WOULD LIKE TO CREATE MY OWN GOFUNDME PAGE TO HELP RAISE MORE FUNDS FOR OUR FOUNDATION. CAN I CREATE THE PAGE “MGM PROUD” AND POST THE LINKS ON FACEBOOK, TWITTER, AND LINKEDIN?

A: No. Employees are not allowed to conduct business, promote, or advertise on behalf of the Company without specific prior authorization.



LEADING WITH INFORMATION ASSETS AND TECHNOLOGY

Q&A



Q: I DO A LOT OF TRAVELING FOR MY MAIN JOB FUNCTION AND NEED ACCESS TO THE INTERNET FOR WORK PURPOSES. IS CONNECTING TO PUBLIC WI-FI AN OPTION?

A: You should not connect to open/public Wi-Fi due to its lack of security features. Information transferred over open/public Wi-Fi can be easily intercepted by hackers, which puts you at risk of having your data stolen. Another way you can help secure your data is by using a Virtual Private Network (VPN) service, which allows you to connect to the Internet securely by keeping your exchanges private while you use Wi-Fi. GPVPN is supplied by MGMRI and should be used to connect securely to the network when away from the office. VPNs encrypt connections at the sending and receiving ends and keep out traffic that is not properly encrypted.

Q: I AM PLANNING AN EVENT FOR THE OFFICE AND NEED TO PURCHASE THE ITEMS ONLINE WITH MY CORPORATE CREDIT CARD. I AM WORRIED ABOUT SHOPPING ONLINE DUE TO CREDIT CARD FRAUD. WHAT PRECAUTIONS CAN I TAKE?

A: There are some common ways attackers take advantage of online shoppers, but the two biggest ways are:

1. Creating fraudulent sites that appear to be legitimate
2. Intercepting insecure transactions, where the vendor does not use encryption to transmit your data securely

Always do business with reputable vendors. You should verify the legitimacy before supplying information. Instead of following the hyperlink provided, go to the website yourself to ensure you are on the correct site and locate and note phone numbers and physical addresses of vendors in case there is a problem with your transaction or your bill.

Make sure the information you are provided is being encrypted. Look at your address bar in the browser and see if the site begins with “https:” instead of “http:” and a padlock icon. If the padlock is closed, the information is encrypted.



LEADING IN RESPECT TO INTELLECTUAL PROPERTY

Intellectual property makes up our intangible assets and includes ideas, designs, copyrights, trademarks, and more. Our intellectual property is a large part of how we WOW our guests.



WHY INTELLECTUAL PROPERTY MATTERS

Our intellectual property is what sets us aside from our competitors. Keeping our intellectual property secure enables us to be unique and innovative. In addition, misuse of our intellectual property, or someone else's intellectual property, could damage our reputation.

HOW TO LEAD WHILE PROTECTING INTELLECTUAL PROPERTY

All of our property names and venue names are protected by trademark law. We can protect and respect intellectual property by:

- Never copying, distributing, displaying, or performing copyrighted works without an appropriate license or usage rights
- Never registering or using Internet domain names or usernames if the name is the same or confusingly similar to any of our registered or common law trademarks
- Never printing business cards that contain any of the Company's trademarks, brand names, logos, or other identifiers without proper approval and through authorized means
- Remembering that the absence of a registration or symbol does not necessarily mean that the item is not protected by copyright or other intellectual property rights
- Never using trademarked MGM names or logos for personal use
- Seeking the guidance of our Legal Counsel before adopting a new slogan or name
- Seeking the guidance of our Legal Counsel if we need to use copyrighted work



LEADING IN RESPECT TO INTELLECTUAL PROPERTY

Q&A



Q: I WORK IN MARKETING, AND I'M UP AGAINST A DEADLINE TO RELEASE MY PROPERTY'S QUARTERLY WEDDING CHAPEL BROCHURE. A COWORKER SENT ME AN IMAGE OF A BRIDE AND GROOM THAT WE USED TWO YEARS AGO. THE IMAGE IS COVERED UNDER A MASTER SERVICE AGREEMENT THAT WE HAVE WITH A PHOTOGRAPHY SUPPLIER. DO I HAVE SUFFICIENT DOCUMENTATION TO USE THIS IMAGE?

A: No. Unauthorized use could subject MGM Resorts to liability for violating copyright, trademark, or other intellectual property rights. It is important to remember that we clear the content as a whole, as well as the individual elements present within the work. For example, using an image of a bride and groom would require a license from the copyright owner of the photograph, and permission from each person appearing in the photograph (to whom the right of publicity applies, Model Release).

The purpose of having signed contracts and proper licensing agreements is to protect the Company against copyright violations and other claims and having to pay settlement fees. Being able to verify licensed usage and talent rights protects MGM Resorts against misuse.

Q: I WORK IN BRAND STRATEGY AND WOULD LIKE TO USE AN IMAGE I FOUND ON THE MGM RESORTS NEWSROOM SITE IN A MARKETING PIECE. IF THE IMAGE IS AVAILABLE ON THE MGM RESORTS NEWSROOM SITE, CAN I ASSUME IT'S OKAY FOR ALL USES, ACROSS ALL MEDIA?

A: No. Public Relations and Media Collateral available on the MGM Resorts Newsroom include materials that provide customers, clients, prospects, and the public with detailed information about MGM Resorts as a company. These images are not always licensed to sell or promote MGM Resorts but rather illustrate or enhance the effectiveness of a story. The images used for marketing and advertising require more governance and must meet Advertising & Content's Digital Asset Management and Legal Documentation requirements before they can be used.



LEADING IN COMMUNICATION WITH MEDIA AND OTHERS

We are one united Company, so we must speak with one united voice. It is important to maintain a consistent and reliable representation of our Company when communicating on behalf of the Company with the media, investors, analysts, and other members of the public.



WHY PROPER COMMUNICATION IS IMPORTANT

Statements made on behalf of the Company must be accurate and safeguard confidential information, as defined in the Code of Conduct, about our employees, guests, and Company operations. Our guests, investors, and business partners deserve accurate information about our Company. We want to present the Company truthfully and in a positive light.

HOW TO LEAD WITH A UNIFIED VOICE

If the media or anyone else contacts us with questions about the Company and we are not authorized to speak on behalf of the Company, we can maintain the integrity of our voice by:

- Politely responding that we are not authorized to assist them in that way
- Offering to put them in touch with a colleague who is designated to respond
- Not sharing our opinion or disclosing information about the Company, our colleagues, or customers

Due to legal issues that may arise as a result of inaccurate statements, or unauthorized or improper dissemination of confidential, private, and non-public proprietary information, it is the Company's policy that only the following are authorized to speak with the media as spokesperson for and on behalf of the Company:

- Chief Executive Officer
- President
- Chief Operating Officer
- Chief Financial Officer
- Senior Vice President of Corporate Communications for MGM
- The office of Corporate Public Relations
- A Company representative designated by the Senior Vice President of Corporate Communications for MGM

REQUIRED LEARNING

[Request for Information Policy](#)

[Social Media Policy](#)





ACT FIVE (FINALE): EXERCISING GOOD CITIZENSHIP

As responsible global citizens, we respect the human, cultural, and legal rights of individuals and communities. We are committed to upholding our corporate social responsibilities by enthusiastically and ethically engaging with our communities.



LEADING WITH CORPORATE SOCIAL RESPONSIBILITY

Our Company is a socially responsible corporation. That means that we, as employees, must respect and uphold the dignity and equality of all human beings. We practice diversity and inclusion in our workplace. We are also passionate about engaging with the communities where we live and work.

WHY SOCIAL RESPONSIBILITY IS IMPORTANT

We understand that our operations have an impact on the communities and environments where we live and work. We are responsible for minimizing any negative impacts we might have and maximizing the support we provide. By being inclusive, engaged with our communities, and environmentally conscious, we can ensure the well-being of our guests and colleagues.



HOW TO LEAD WITH SOCIAL RESPONSIBILITY

We are committed to encouraging a diverse and inclusive workplace. We encourage diversity and inclusion by:

- Building highly engaged, diverse, and effective teams
- Encouraging team members to actively engage in achieving Corporate Social Responsibility (CSR) goals
- Sharing information and seeking input from all of our team members
- Encouraging open communication of ideas, opinions, and suggestions
- Speaking out if we feel our policies have been violated
- Providing equal access to opportunities

We engage with our local communities by:

- Volunteering and participating in charitable activities
- Ensuring that outside activities do not interfere with our job performance or create conflicts of interest
- Obtaining approval before donating MGM funds or making contributions on behalf of MGM
- Not pressuring others to contribute to or participate in charitable organizations or community activities

We reduce negative impacts on the environment by:

- Following MGM's environmental responsibility program and applicable environmental laws
- Taking small, practical steps every day—turning off unwanted lights, setting thermostats appropriately, not idling vehicle engines—to reduce our consumption of water, fuel, and electricity

REQUIRED LEARNING

[Corporate Social Responsibility](#)



LEADING A CULTURE OF RESPONSIBLE GAMING

We all have a role to play in promoting responsible gaming and addressing any gambling-related concerns. Responsible gaming and gambling education are woven into the fabric of our Company's world-class guest service. We offer a variety of resources all around our properties, with the M life Rewards desk at the center housing our innovative responsible gaming program, GameSense. GameSense is designed to promote positive play experiences and help guests and employees make informed gaming decisions.

WHY RESPONSIBLE GAMING AND GAMBLING EDUCATION ARE IMPORTANT

We believe that gambling should stay fun and entertaining. By offering GameSense to our customers, we proactively encourage and reinforce responsible gaming strategies and behaviors.



HOW TO LEAD A RESPONSIBLE GAMING CULTURE

Our responsible-gaming resources include our GameSense Advisors, interactive kiosks, and other educational materials. But we should serve as a resource too. We can promote a culture of responsible gaming by:

- Listening and responding openly when talking with guests about responsible gambling
- Directing guests to the M life Rewards desk if they have any questions or concerns
- Asking for help if we are unsure of what to say to a guest with concerns about responsible gambling
- Respecting privacy
- Asking for identification from anyone who appears younger than 30 years old
- Staying vigilant for minors and children in areas of the casino other than those explicitly permitted
- Referring to the Company policy with questions about our own gambling at MGM casinos
- Following the Company's Employee Gaming Policy

The signs of problem gambling aren't always obvious. So, it's important that we interact kindly, carefully, and respectfully with our guests. We have a carefully developed and layered protocol to engage appropriately with anyone showing signs of concern or distress. This can be as simple as a well-check to as complex as a removal from the floor and referral to professional resources.



REQUIRED LEARNING

[Responsible Gaming Policy](#) [GameSense](#)
[Employee Gaming Policy](#)



LEADING A CULTURE OF RESPONSIBLE GAMING

Q&A



Q: I AM A GUEST SERVICES REPRESENTATIVE IN THE SLOTS DEPARTMENT. WHILE ASSISTING A GUEST, I AM ASKED WHICH MACHINE IS PAYING OUT. I KNOW MACHINES PAY OUT AT RANDOM AND THERE IS NO WAY TO PREDICT WHEN THE NEXT JACKPOT WILL OCCUR. HOW DO I RESPOND TO THE GUEST'S QUESTION?

A: It's perfectly fine to explain to guests how slot machines and VLTs work. Slot machines and VLTs contain software that can generate thousands of numbers per second, each of which is associated with a different combination of symbols. Each spin is independent, random, and unrelated to previous results or future spins. Your answer doesn't have to be dry and technical. GameSense is all about providing factual information in a fun and engaging way. For example, you can tell them that if you knew which machine was going to pay out, you'd be playing it! The key to any responsible gaming conversation is to leave the guest more informed and aware of how the games work. So, use humor and follow up with the facts. If you're ever unsure what to say, find a Supervisor or GameSense Advisor (located at the M life Rewards desk) to assist.

Q: I AM A TABLE GAMES DEALER. WHILE DEALING BLACKJACK, A GUEST MENTIONS THAT HE'S GOING TO BE IN TROUBLE WITH HIS SPOUSE FOR GAMBLING MORE MONEY THAN HE BUDGETED FOR THIS SESSION. HE STATES HE'S NOT SURE WHAT TO DO. HOW DO YOU RESPOND?

A: Everyone is different, so responding to guests about their gambling can be challenging. When speaking to guests with gambling concerns, it's important to remember the GameSense communication guidelines. Take all comments seriously, be tactful and understanding, don't try to diagnose or solve their problem, don't tell them what they should do, etc. It's okay to ask this guest if he would like to take a break or talk more about his situation, but ultimately, the guest needs to make that decision. There are resources available for different types of situations. GameSense materials are located around the casino floor, and a GameSense Advisor is available at the M life Rewards desk to assist you and the guest with any questions and concerns. These tools can help guests form good gambling behaviors and provide them with the problem gambling helpline.



LEADING A WORLD WITHOUT HUMAN TRAFFICKING

All forms of human trafficking, slavery, and child labor are crimes against humanity and our global society.

WHY HUMAN RIGHTS ARE IMPORTANT

We play an influential role in the entertainment and hospitality industry. With that influence comes the responsibility to take a stand against human trafficking. There is nothing more important than the dignity, equality, and fair treatment of all human beings.

HOW TO RESPECT THE RIGHTS AND SAFETY OF OTHERS

At MGM, it is our policy to ensure that we safeguard human rights in everything we do by:

- Refusing to look the other way if we see or suspect human rights violations
- Alerting MGM Security if we see or suspect evidence of human trafficking
- Advising our suppliers and business partners that we expect them to comply with laws and governmental regulations that protect the health and well-being of workers and communities

REQUIRED LEARNING

[MGM Resorts Foundation](#)



CURTAIN CALL

Our exceptional global employees are the lifeblood of our organization. Together, we create the incredible experiences that put MGM at the top of the customer service and entertainment industries. To continue being best in show, we must uphold the values that unite us under one mission. We must inspire others by acting with integrity as we lead the way to an extraordinary future. This Code serves as our best resource for our aspirations and continued success now and for a long time to come.

If you have any questions or concerns about using this Code, do not hesitate to contact:

- Your supervisor
- A Human Resources representative
- The designated Legal Counsel
- The OGC
- The Chief Compliance Officer

Remember—if you see something, say something. You may make a confidential and anonymous report by:

- Contacting the MGM Ethics and Compliance Reporting Hotline:
<https://secure.ethicspoint.com/domain/media/en/gui/30860/index.html>
- Calling the Hotline toll-free number:
877.597.7462
- Mailing a report to the Chief Compliance Officer:
MGM Resorts International
Administration Building
c/o Senior Vice President – Chief Compliance Officer
71 East Harmon Avenue
Las Vegas, NV 89109





MGM RESORTS
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