

CODE OF BUSINESS CONDUCT AND ETHICS AND CONFLICT OF INTEREST POLICY

1. General Principles.

This Code of Business Conduct and Ethics and Conflict of Interest Policy and its underlying principles (this “Policy”) applies to you as an employee, director, contractor or other agent of MGM China Holdings Limited (the “Company”) or its subsidiaries and affiliates. Collectively, “we” “us” “our” or “Group” refers to MGM China Holdings Limited and its domestic and foreign subsidiaries and affiliates. Periodically, we may adopt additional guidelines to assist you in complying with this Policy. Generally, we expect you to:

- Follow all applicable laws;
- Be truthful, fair and ethical;
- Pursue the best interest of the Group and avoid conflicts of interest;
- Never discriminate against anyone;
- Never act unethically or ask someone to act unethically;
- Cooperate with all audits and investigations;
- Maintain the Group obligations of confidentiality and trust;
- Protect the Group assets and resources;
- Seek assistance if you have questions about this Policy or face ethical dilemmas; and
- Report violations or suspected violation of this Policy.

2. Conduct of Business.

We strive to maximize our profits while adhering to this Policy. We believe this is best done by dealing with all persons honestly, fairly and ethically. We apply these principles with particular care to our guests, customers, employees, vendors and the local communities where we do business. This means that we act, and we expect you to act, in accordance with this Policy and its principles even if we could increase our profits by violating this Policy.

3. Reporting; Questions; Concerns.

We offer you a variety of methods for you to report any potential violations or other questions and concerns.

- 3.1 General. If you are aware of any violation of this Policy or believe there is any violation of our ethical, legal, or safety procedures, it is important that you immediately report your concerns.

The best way for you to take action is for you to talk to:

1. Immediate superior
2. Manager/Department Head
3. Division Head/Executive

If you have any doubt as to your responsibilities under this Policy, seek clarification and guidance before you act. Do not try to resolve uncertainties on your own. If you feel you have been retaliated against after you report your concerns or questions, immediately call Human Resources Partner team, Vice President of Human Resources or the Senior Vice President of Human Resources. We will not tolerate retaliation of employees by anyone. Please refer to Section 12.2 of this Policy for more details.

- 3.2 Office of the General Counsel (“OGC”). Alternatively, you may report your concerns or questions, especially those of a legal nature, to the OGC. The OGC is managed by the SVP of Legal & General Counsel who is the chief legal officer and legal advisor for the Group. You can call (853) 8802 1833 to report your concerns or questions to the OGC.

- 3.3 Employee Hotline. Additionally, we have engaged an independent company “EthicsPoint” to operate an ethics and compliance hotline. This service provides you with another way to voice your concerns and help us identify issues or violations. You can call the hotline at **(853) 8802 3939 / 8806 3939** (the “Hotline”) or access via internet at **www.mgmchinaholdings.com** to report any type of illegal, unethical, or unsafe behavior at work. For example, you can call with regards to theft, discrimination, workplace violence, or fraud; or access **www.mgmchinaholdings.com** to report the incident online. **The service is available 24 hours a day, 7 days a week and you will not be required to give your name when you call.**

- 3.4 Compliance Officer. The Compliance Officer reports to the independent Compliance Committee and is also available for you to report any violations of this Policy and to address any of your questions and concerns. You can call (853) 8802 1833 or email to **complianceofficer@mgm.mo** to report your concerns or questions to the Compliance Officer.

4. Legal Matters.

- 4.1 Compliance with Laws. This Policy requires that we comply with all applicable laws and regulations. We generally recommend that you bring all questions about the legality of the Group activity to an appropriate supervisor, who in turn should refer the question to an appropriate officer. You can also report any violations pursuant to Section 3 of this Policy. Group officers should refer their questions regarding the legality of the Group activities to the OGC.
- 4.2 Contacts with Governmental Authorities and Government Officials. Our policy is to cooperate with governmental authorities. All communications from or with governmental authorities (other than routine day-to-day contact) relating to Group business should be reported to the OGC. No one in our Group and none of our representatives may make illegal payments to any governmental authority or Government Officials (see definition in Section 7 below) under any circumstances; there are no exceptions to this policy. As a general matter, Governmental Officials who are directly or indirectly involved in our affairs should not receive gifts or be given special treatment (e.g., “comps” or discounts) at any of our facilities except on the same basis as is accorded to our other customers. In other words, Government Officials should not be given preferential treatment unless such treatment would be afforded if the individual were not a Government Official; great care must be exercised here, because some governmental authorities do not permit such “comps” or discounts, even if on a comparable basis.
- 4.3 Political Contributions. The laws and regulations of Macau SAR and Hong Kong SAR govern the Group on donating corporate funds, goods or services, directly or indirectly, to political parties or candidates. Contributions are not made from any entity of the Group without prior written approval from the OGC.
- 4.4 Personal Contributions. You may be solicited to personally support or make personal contributions to candidates and political parties. This Policy does not generally prohibit you from personally supporting candidates and political parties or making personal political contributions in accordance with applicable laws. However, you may not mention the Group when you make personal support or contributions to candidates and political parties. If you have any doubts as to your responsibility under this Policy please seek appropriate clarification and guidance before you act, including speaking with the OGC.

5. Relations with Customers, Suppliers, and Competitors.

You may neither offer nor accept any bribe, kickback, or other unlawful inducement to obtain business from or to do business with another. Furthermore, you may not lend to or accept 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. Gratuities for services rendered to hotel, casino, or restaurant employees are acceptable within the ordinary course of business, as are personal loans from banks or other financial institutions which may also do business with us. All of our purchases for goods and services are to be done strictly on the basis of price, quality, performance and our particular commercial requirements. This Policy and in particular Section 6.2.2 below governs the acceptance of gifts from actual or potential suppliers or customers.

6. Conflict of Interest.

- 6.1 Potential, Actual and Appearance of Conflicts. You must be free from any interest, influence or relationship that give rise to actual, potential or the appearance of conflict with the Group's best interests. You shall discharge all your duties with undivided loyalty as measured by the highest standards of law and ethics. This Policy applies to your direct and indirect interests which includes interests related to any of your immediate family members. This extends to any transactions acted on your behalf or on behalf of your immediate family members. In general, we regard our personnel as having a beneficial interest in any property owned, or any transactions entered into, by their spouse, minor children or other dependents.

The existence of an actual or potential conflict of interest depends on specific facts. The principles discussed here are intended to alert you to actual or potential problems and to furnish general guidance. In any potential situation, we expect you to immediately disclose any matters of conflict fully and frankly to us. You must immediately provide full disclosure of any interest which you or your immediate family members have or may acquire at the time of hire and during the course of employment, which create an actual or an appearance of conflict with our interests. When in doubt, we advise you to disclose any fact of actual or potential conflict. Please obtain a Potential Conflict of Interest Form from the OGC or the Compliance Officer. This form shall be reviewed by the OGC and the Compliance Officer.

You are under a continuous duty to avoid any conflict of interest. If we determine that you are in a situation with an actual or potential conflict of interest or that has an appearance of conflict, we will require you to take satisfactory corrective action. We expect you to disclose the circumstances under which such conflict of interest arose. We will also require you to provide updates regarding any resolutions and actions taken to avoid future incidents. We require continuing disclosure to inform and protect us and you from the harmful effects of any conflict of interest. The onus is on all employees to disclose such information and non-disclosure is regarded as a serious breach of policy which may result in disciplinary action up to and including termination of employment.

- 6.2. Specific Conflict of Interest Situations. Below, we provide examples of situations where conflicts are likely to arise. This is not an exhaustive list and does not cover all possible violations of this Policy.
- 6.2.1 Relationships with Our Vendors, Purchasers and Competitors. We require you to report and disclose any interest or relationship with any entities (including with their employees or agents) that supply or purchase products or services to or from us or competes with us. We require you to disclose interests and relationships that involve employment, compensation, credit or loans, beneficial interest in or rights to profits or income. We consider it a potential conflict of interest for you to be in a position of influence with respect to the Group decisions that involve parties with whom you have a direct or indirect interest or relationship. For that reason, you are required to report and disclose such facts to us.
- 6.2.2 Gifts or Favors. You may not solicit or accept money, gifts or favors from any entity which you believe may transact business, or may seek to transact business with us. Please refer to our Acceptance of Gifts Policy for more details. Failure to comply with the Acceptance of Gifts Policy could result in your violation of this Policy.

- 6.2.3 Protection and Proper Use of Group Assets and Resources. You are required to safeguard our assets and to use our assets efficiently and properly in our best interest. We expect you to follow proper policy and procedures to prevent the loss, theft or unauthorized use of our funds and other property. Examples of our assets include: personnel time; cash, checks, drafts and charge cards; land and buildings; records; vehicles; equipment, including fax machines, copiers and telephones; computer hardware, software, networks, email and internet access; scrap and obsolete equipment. You are prohibited from engaging in personal activities while on Group time or using or causing to be used, our funds, facilities, assets, equipment, materials or supplies for your personal profit or benefit. With the exception of using accumulated frequent flier miles for personal travel, this Policy prohibits use of any Group resources for personal gain or benefit. For example, extending complimentary for personal gain rather than for Group purpose is prohibited. You have duty to protect our assets and to ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our assets should only be used for legitimate business purposes.
- 6.2.4 Corporate Opportunities. You have a duty to advance our legitimate business interests as a first priority. This Policy prohibits you from using your Group position or our resources, including our information: (i) to take opportunities away from us, (ii) for personal gain, or (iii) to compete against us.
- 6.2.5 Personal Business Transactions. You are required to obtain approval from the OGC before undertaking any personal business with any entity that previously or presently (i) provides goods or services to us, or (ii) conducts work for us.

7. Anti-Corruption.

- 7.1 Purpose, Principle and Applicability. The Group has an absolute commitment to conducting business in accordance with the highest standards of integrity and ethics. The Anti-Corruption Guidelines (“Guidelines”) supplement this Policy and provide guidance to ensure compliance with all applicable anti-corruption laws, including the Hong Kong Prevention of Bribery Ordinance, the official and commercial bribery laws of the People’s Republic of China, the Macau Penal Code and the Prevention and Suppression of Bribery in the Private Sector Law and the United States Foreign Corrupt Practices Act (collectively the “Anti-Corruption Laws”). The anti-bribery provisions of the Anti-Corruption Laws generally make it illegal to offer or provide anything of value or any advantage to a Government Official, a Private Individual or a commercial enterprise for the purpose of improperly influencing the official, individual or enterprise, or securing an improper advantage in order to obtain or retain business. A “Government Official” includes officers, employees and other persons working in an official capacity on behalf of any branch of a government or any public body; members of political parties, political party officials and candidates for political office; directors, officers, employees or consultants of a wholly or partially state-owned or government controlled company or organization; officials, employees or consultants of public international organizations and other non-governmental organizations and entities such as the United Nations, the World Bank or the International Monetary Fund; and spouses (including partners), children, parents and other immediate family members of government officials. A “Private Individual” includes (i) any employee or other person affiliated with a privately held company, enterprise, or other commercial entity, or (ii) spouses and other immediate family members of the aforementioned individuals. Comps (goods and services provided at no cost, discounts, rebates and other incentives) can be provided to both Government Officials and Private Individuals, so long as such comps: (1) are offered in the normal course of business, and (2) are not provided in order to secure an unfair advantage. To the extent the Compliance Officer has determined that your role with us requires specific training about the Anti-Corruption Guidelines, you may be required to participate in a training program. **Generally, you will be required to seek pre- authorization in order to provide a gift or to cover meals or other hospitality and entertainment expenses for a Government Official or a Private Individual; you can seek such pre-authorization by submitting the MGM China Holdings Anti-Corruption Approval Form for Business Hospitality Provided to Government Officials and Private Individuals to the OGC and provide at a minimum the following information: (i) a description of the anticipated business meetings, activities and entertainment; (ii) a schedule of anticipated expenses to be paid or reimbursed; and (iii) such other information or materials requested by Management or the OGC.** You may obtain a copy of the approval form on the Document Portal in the Mlife INSIDER. Additional guidance regarding our anti-corruption policy is provided in our Anti-Corruption Guidelines.
- 7.2 Questions or Reporting Violations. If at any point you are unsure about whether a planned course of action may constitute a violation of the Anti-Corruption Laws, you must seek advice. If you have any questions or concerns related to these Guidelines, or any activities undertaken or proposed to be undertaken by you or others, including with respect to any actual or potential interactions with government officials, any payment practices, or the recording of any transaction in our books and records, please contact Management or the OGC. If you become aware of or suspect that any actual or planned payment, conduct or activity may constitute a violation, you must report the information immediately to Management or the OGC. You may also report suspected or actual violations anonymously through our Hotline. Anyone reporting a suspected or actual violation of the Guidelines in good faith is protected against retaliation. As long as the report is made honestly and in good faith, the Group will take no adverse action against any person based on the making of such a report. Please note that failure to report known or suspected violations may, itself, subject you to disciplinary action.

8. International Travel.

You must comply with our international travel policies and procedures as set forth in our International Travel Declarations and Currency Declarations, which we periodically modify and supplement. You can obtain a copy of these International Travel Declarations and Currency Declarations from the Anti-Money Laundering Compliance Officer.

- 8.1 Marketing. If you work in business development you must (i) notify AML Compliance Department of work-related travel to countries outside China and Hong Kong SAR, (ii) acknowledge a travel declaration, annually for China or Hong Kong SAR, or prior to each trip to any country with the exception of China and Hong Kong SAR, (iii) attend and complete an annual training in our current international travel policies and procedures as conducted by the Group's AML Compliance Department, and (iv) annually complete the General Declaration of International Travel and sign an acknowledgment of your understanding of the General Declaration, regardless of your intention to travel. Under this Policy you are required to sign and return an acknowledgement of the General Declaration.

9. Use of Confidential and Proprietary Information.

The Group is committed to protecting its confidential business information and know-how ("Confidential and Proprietary Information") which may only be disclosed or used for the benefit of the Group. Some examples of Confidential and Proprietary Information includes but is not limited to marketing plans and strategies, customer and guest database, cost information, terms offered or price charged to the Group's customers, information about potential acquisitions, divestitures and investments, technical specifications and prototypes, internal policies and procedures, employee personal and compensation and benefits information, employee training materials, financial data and gaming records.

It is the responsibility of each director and employee of the Group who has access to or is in control of the Group's Confidential and Proprietary Information to provide at all times adequate safeguards to prevent its unauthorized disclosure or misuse. You must safeguard at all times Confidential and Proprietary Information by:

- treating it with reasonable care and security;
- limiting access to those within the Group who have a need to know the information in order to do their job;
- avoiding discussion of Confidential and Proprietary Information in public places and with parties outside the Group, including family members and friends; and
- not using such information for the personal gain or advantage of third parties outside the Group.

The misuse or disclosure of Confidential and Proprietary Information to any third parties outside the Group without appropriate authorization will result in disciplinary action as outlined in Progressive Disciplinary Procedure Policy. Even if you leave the Group, you may still be contractually obliged to maintain the confidentiality of information.

Please refer to our Confidential Information Policy and our Computer User Agreement for additional guidance on the description and handling of Confidential Information.

10. Relationships with Auditors and Counsel; Public Disclosure.

- 10.1 Full Cooperation. We expect you to cooperate fully with and be candid and forthcoming in providing information to our internal and outside auditors, their counsel, and others designated by them.
- 10.2 Improper Influence on Conduct of Audits. You are prohibited from directly or indirectly making or causing to be made a materially false or misleading statement to any internal auditor, investigator, consultant or to any accountant in connection with any audit, review or examination, including any audit, review or examination of our financial statements. You may not omit, or cause another person to omit, any material fact that in light of the circumstances could be misleading to an internal auditor, investigator, consultant or accountant in connection with any audit, review or examination, including any audit, review or examination of our financial statements. You may not directly or indirectly take any action to coerce, manipulate, mislead, or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of our financial statements.

11. Insider Trading.

The use of specific and material price-sensitive inside information not generally known to the ordinary investors about any members of the Group in buying or selling securities of MGM China Holdings Limited is strictly forbidden under the Hong Kong Securities and Futures Ordinance and the Hong Kong Stock Exchange Listing Rules. Inside information may include, but is not limited to, unannounced financial and key business data; forecasts of financial results; change in dividend policy; mergers or acquisitions discussions, awards or cancellations of a major contract; changes in directors and key management; significant litigation developments; gains or losses of substantial customers; share placement, bonus and right issue and issue of debt securities and convertible instruments. It is an offence in the US, Hong Kong and in a number of other countries to deal in MGM China's securities when in possession of unannounced inside information. It is also an offence to communicate such information to third parties who may deal in MGM China's securities. The Group's directors and senior executives who have access to inside information have to adhere to the notification and pre-clearance requirements and blackout restrictions under the Code for Securities Transactions by Officers. If in doubt, you should consult the OGC.

12. Anti-Harassment, Discrimination and Retaliation.

We are committed to maintaining a work environment that is free from all forms of harassment and discrimination based upon race, color, religion, gender, national origin, ancestry, age, sexual orientation, mental or physical disability, or any other basis protected by law. This applies to all aspects of employment including, but is not limited to, recruitment, hiring, training, promotion, compensation, and benefits.

- 12.1 Zero Tolerance on Discrimination or Harassment. We will not tolerate discrimination or harassment of employees by anyone, including any supervisor, co-worker, vendor, contractor, client or customer. Employees may not discriminate against any other employee, applicant, guest or visitor, either.

Harassment or discrimination consists of unwelcome conduct – whether verbal, physical or visual. Unwelcome sexual advances, requests for sexual favors, and other physical, verbal or visual conduct based on sex constitute sexual harassment.

All employees are responsible for helping us avoid harassment and discrimination. If you feel that you have experienced or witnessed harassment or discrimination, you should immediately report your concerns to Human Resources Partner team, Vice President of Human Resources or the Senior Vice President of Human Resources. Do not let the problem continue.

We are to investigate all allegations or complaints of harassment or discrimination thoroughly and promptly. To the fullest extent possible, we will keep complaints and the terms of their resolution confidential. If an investigation confirms that harassment or discrimination has occurred, appropriate disciplinary action will be taken, up to and including termination of employment. On the other hand, if an investigation results in a finding that the complaining employee falsely accused another person of discrimination, harassment or retaliation knowingly or in a malicious manner, the complainant will be subject to appropriate sanctions, up to and including termination of employment.

Witnesses and victims of harassment or discrimination will not be retaliated against in any way, for making a complaint or cooperating in an investigation.

- 12.2 Zero Tolerance on Retaliation. Retaliation may take many forms including, but is not limited to, comments, gestures, or hostility toward the person who filed the complaint or any person(s) involved in the incident. If you feel you have been retaliated against, immediately call Human Resources Partner team, Vice President of Human Resources or the Senior Vice President of Human Resources. Any retaliatory actions toward the person who filed the complaint or toward any person(s) involved in any harassment or discrimination incident (including witnesses) will result in further disciplinary action up to and including termination of employment.

13. Personal Records.

As an employee of the Group, it is very important for you to keep your personal information or records up-to-date with us.

Please notify our Human Resources Enquiries Counter in writing immediately if there is a change in your name, address (lodging, postal or email), phone numbers (mobile or home), marital status, qualifications (professional or academic) or licenses, etc.

We respect your privacy and therefore maintain only those employee records required for business, legal or contractual reasons, and limit access to and knowledge of those records to people who need the information only for legitimate business or legal purposes.

Likewise, if you have access to the personal information of other employees, please take precautions to ensure that it is not misused or improperly disclosed.

14. Accuracy of Records Maintenance and Retention.

Accurate and complete records are critical in meeting our financial, legal and management obligations, as well as in fulfilling our obligations to customers, suppliers, stockholders, employees, regulatory authorities, government agencies and departments, and others. Our records include employee and payroll records, vouchers, bills, time reports, billing records, measurement, performance and production records and other essential data. To protect our records, we do the following:

- Prepare records accurately and completely;
- Sign only records that are accurate and complete;
- Retain records, both hard copy and electronic, according to legal requirements and the Group's records retention schedule; and
- Disclose records only as authorized by Group policy.

In addition, whenever it becomes apparent that any documents will be required in connection with a lawsuit or government investigation, all relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If you are uncertain whether documents under your control should be preserved because they might relate to a lawsuit or investigation, you should contact the OGC. You may also contact them about any general questions about protecting or releasing any of our records. Please refer to our Records Management Policies, Standard Operating Procedures and Manuals for details.

15. Computer Use; Email and Internet Access.

The Group has the right to monitor, audit and inspect all computers, email, and data-retrieval equipment. The Group may retrieve and copy all entries made into your computer, email, or data retrieval equipment, including all memory and storage systems, whether password protected or not. Email and internet access are not private. Information that you enter into the Group's computer systems is the property of the Group and may be used for any purpose that management determines is appropriate.

Please refer to the Computer User Agreement regarding acceptable computer use. Failure to comply with the agreement could result in your violation of this Policy.

15.1 Computer Use. Access to computer systems, including internet access and email, is provided for business purposes. Limited use of computer systems for personal reasons is acceptable. Personal use may not (i) involve any prohibited activity; (ii) interfere with your productivity at work; (iii) consume system resources or storage capacity on an ongoing basis; and (iv) involve large file transfers or otherwise deplete system resources available for business purposes.

15.2 Email. You are expected to use email in a responsible, productive manner and will be held accountable for the content of all text, audio, or visual images sent on the email system. Misuse of corporate and internet email includes sending or forwarding:

- Messages that are offensive, disruptive, excessive, or defamatory;
- Sexually explicit images, messages, or cartoons;
- Ethnic slurs, racial epithets, or anything that may be construed as harassment or disparagement of others based on their race, national origin, sex, sexual orientation, age, disability, religious, or political beliefs;
- Chain letters, jokes, offers to buy or sell goods, or other non-business material of a trivial or frivolous nature;
- Any copyrighted material not owned by the Group;
- Messages in violation of any law;
- Any form of solicitation for commercial ventures, religious or political causes;
- Information in violation of the Group's confidentiality policy;
- Personnel information, except as necessary for business purposes;
- Group financial records to anyone who does not have a need to know or to a third party; and
- Communications with legal counsel, except as necessary for business purposes.

15.3 Internet Access. Access to the internet can be made through the Group's Computer Network for **specific business purposes**. Internet access includes, but is not limited to, web browsing, email (including web-based email), instant messaging, file transfers, and streaming audio or video.

No internet access is granted by default. There are three levels of Internet Access (Basic, Standard and Advance) available to employees based on business needs. A business justification request is required for any internet access, which must be approved by the Digital and Technology Solutions Management.

By using Internet access, you are expected to use it in a responsible, productive manner and will be held accountable for all activity conducted under your username/password.

16. Notification of Arrest or Legal Proceedings.

If you are arrested or are issued a complaint or other legal process such as a subpoena to appear/testify in court in connection with a violation of laws of any jurisdiction, you must immediately notify your supervisor of such fact. Failure to do so is a violation of this Policy and can result in disciplinary action up to and including termination. However, the Group recognizes your right to presumption of innocence until proven guilty.

17. Furnishing Disclosure Information.

We will endeavor to properly protect and handle information disclosed to us as required under this Policy 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 Policy.

18. Copyrights.

You should never infringe copyrights. Copyright laws protect the exclusive use of original content such as books, articles, photos, scripts, video, software, music, web sites, artistic works and the like. You should not make digital or physical copies of such content without first obtaining the written permission of the content's creator or seeking proper authorization from the applicable licensor. You may not infringe on any computer software copyright licenses. All software used on our computers must be registered or licensed by us rather than to you individually. You may only copy and distribute third party copyrighted materials (such as software, database files, documentation, articles and graphic files) only if you or we have obtained the proper rights and licenses to do so.

19. Business Cards.

You may not use Group business cards that do not accurately reflect your title and position at the Group, nor may you print Group business cards without proper authorization and through authorized means.

20. Employee and Responsible Gaming.

20.1 Employee Gaming Policy. Employees and contractors as well as any members of the Statutory Bodies of the Group are not eligible or allowed to participate in gambling activities at the Group's casinos including obtaining a casino marker or check cashing or credit card transactions for the purpose of gambling.

For the avoidance of doubt, participation in any gaming activity, including a Golden Lion Club account or any similar account with any gaming promoter operating in any MGM property, or entering into any marker or deposit at any gaming promoter operating at our property are not allowed and violation of this rule will be subject to disciplinary action that may lead to termination with cause. This includes entering into a marker or deposit with a gaming promoter at any concession or sub-concession if that gaming promoter also operates in any MGM property.

Your family members, however, are welcome to gamble at our casinos provided that they do not play at the table where you are working or play slots in the area where you are on duty. Family members include spouse, domestic partner, parents, stepparents, grandparents, children, stepchildren, grandchildren, brothers, sisters and in-laws (parents-in-law, brother/sister-in-law and son/daughter-in-law).

Employees, their family members and contractors are not eligible to participate in any customer marketing program.

20.2 Responsible Gaming. The Group strives to prevent and address problem gambling – a problem that may affect some of our guests or employees. Recognizing that individuals are responsible for their own actions, the Group's goal is to provide those individuals with information and to establish internal programs to assist those individuals in preventing or limiting the emotional and financial damage problem gambling can cause.

Managers who work directly with gaming customers are to be trained to provide appropriate information when a customer approaches.

Brochures featuring counseling services for problem gambling are available at the Security Department and Casino Cage, upon request.

21. Outside Employment.

Please refer to the Outside Employment Policy for more details. Failure to comply with the Outside Employment Policy could result in your violation of this Policy.

22. Compliance; Interpretation of Policy.

- 22.1 Acknowledgment of Compliance With Policy. We require all key personnel at position profile as Section Head and above, and selected Specialist position to acknowledge their adherence to this Policy upon hire and on a periodic basis thereafter. The form of acknowledgment must be satisfactory to us. The principles reflected in this Policy will also be set forth, in whole or in part, in each of our various employment manuals, and as such, will constitute a part of the terms and conditions of your employment. Upon hire, we require you to acknowledge in writing your agreement to abide by the terms and conditions set forth in the employment manual of the hiring entity.
- 22.2 Interpretation of Policy. If you have questions about this Policy you must address them with us. Please first address them to your immediate supervisor (or to the person or persons designated in specific sections of this Policy). If your supervisor is in doubt as to the interpretation of this Policy, such supervisor should contact the OGC.
- 22.3 Waivers of the Policy. We rarely grant waivers of this Policy. Waivers can be granted only by the OGC after consultation with your supervisor. Waivers for executive officers can be granted only by the Board of Directors, and must be promptly disclosed as required by law or regulation.

23. Violations.

Violations of this Policy may require us to discipline the offending employee, which may include termination and/or initiation of legal action. You have a responsibility to submit a report of any material violations of this Policy to your supervisor or through other appropriate means (such as through our anonymous employee hotline), and failure to do so may also result in discipline against you, up to and including termination of employment. Any such supervisor shall, in turn, report any known or suspected violations of this Policy to the OGC. To encourage you to report such violations, any form of retaliation against you for reporting a violation of this Policy is strictly prohibited.

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