

## NOTICE OF AMENDMENT TO RIGHTS AGREEMENT

On March 25, 2016, MGM Holdings Inc. (the "Company") and Continental Stock Transfer & Trust Company (the "Rights Agent"), entered into an amendment (the "Amendment") to the Rights Agreement between the Company and the initial Rights Agent, dated as of September 13, 2013 (the "Rights Agreement"). The Amendment extends the "Final Expiration Date" of the rights issued pursuant to the Rights Agreement from September 13, 2016 to September 13, 2019. This description of the Amendment and the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the Amendment and the Rights Agreement.