



QUALIFIER STATUS OF STEPHEN A. WYNN

APRIL 2018



DEFINING QUALIFIERS

- In the case of a corporation, the Commission's regulations require the following persons to qualify:
 - Each officer and director
 - In the judgment of the Commission in accordance with M.G.L. c. 23K:
 - Each shareholder holding 5% or more of the common stock of the company
 - Each lender / holder of indebtedness
 - Each underwriter
 - Each close associate¹
 - Each executive, agent, and employee
 - In all cases, any person who, in the opinion of the commission, can exercise control or provide direction to a gaming licensee or applicant for a gaming license or holding, intermediary or subsidiary companies thereof

¹A close associate is “a person who holds a relevant financial interest in, or is entitled to exercise power in, the business of an applicant or licensee and, by virtue of that interest or power, is able to exercise a significant influence over the management or operation of a gaming establishment or business licensed under this chapter.”

DEFINING QUALIFIERS (CONT'D)

- The Commission's regulations further provide:
 - The commission may, at its sole discretion, require other persons or companies that have a business association of any kind with the applicant or gaming licensee to undergo a Phase 1 or new qualifier review and determination process under 205 CMR 115.00: Phase 1 and New Qualifier Suitability Determination, Standards and Procedures. These affiliated companies or persons include, but are not limited to, holding, intermediary or subsidiary companies of the applicant.



MR. WYNN'S CURRENT RELATIONSHIP WITH WYNN RESORTS

- Mr. Wynn currently is not an officer, director, employee or shareholder of Wynn Resorts
- Current agreements between Mr. Wynn and Wynn Resorts:
 - Separation Agreement
 - Surname Rights Agreement
- Other current dealings between Mr. Wynn and Wynn Resorts:
 - Matters related to Mr. Wynn's separation from the company.
 - Matters related to the disposition of Mr. Wynn's interest in the company
 - Matters related to the settlement of litigation.

IMPRACTICALITY OF REQUIRING MR. WYNN TO QUALIFY

- Potential outcomes if Mr. Wynn is required to qualify:
 1. Mr. Wynn submits to qualification and is found suitable
 2. Mr. Wynn submits to qualification and is found unsuitable
 3. Mr. Wynn refuses to submit to qualification and is found unsuitable (based on his refusal to cooperate)
- Under outcome 1 above, Mr. Wynn's qualification status would be inconsequential given his complete disassociation from Wynn Resorts and Wynn MA
- Under outcomes 2 and 3 above, generally Wynn Resorts would be required to disassociate itself from a disqualified person, but that has already occurred here in light of Mr. Wynn's resignation and divestiture



Wynn.

