

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2021

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-50028

**WYNN RESORTS, LIMITED**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

46-0484987  
(I.R.S. Employer  
Identification No.)

3131 Las Vegas Boulevard South - Las Vegas, Nevada 89109  
(Address of principal executive offices) (Zip Code)

(702) 770-7555  
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01	WYNN	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at July 27, 2021</u>
Common stock, par value \$0.01	115,671,633

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**FORM 10-Q**  
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**Part I. FINANCIAL INFORMATION**
**Item 1. Financial Statements**

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	June 30, 2021	December 31, 2020
	(unaudited)	
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 2,802,716	\$ 3,482,032
Restricted cash	2,577	—
Accounts receivable, net of allowance for credit losses of \$98,043 and \$100,329	245,959	200,158
Inventories	66,100	66,285
Prepaid expenses and other	97,737	64,672
<b>Total current assets</b>	<b>3,215,089</b>	<b>3,813,147</b>
Property and equipment, net	8,925,386	9,196,644
Restricted cash	3,792	4,352
Goodwill and intangible assets, net	291,510	278,195
Operating lease assets	386,501	398,594
Other assets	200,387	178,615
<b>Total assets</b>	<b>\$ 13,022,665</b>	<b>\$ 13,869,547</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities:</b>		
Accounts and construction payables	\$ 168,143	\$ 148,478
Customer deposits	501,652	646,856
Gaming taxes payable	60,617	66,346
Accrued compensation and benefits	163,169	126,846
Accrued interest	132,220	136,421
Current portion of long-term debt	1,308,353	596,408
Other accrued liabilities	204,148	159,533
<b>Total current liabilities</b>	<b>2,538,302</b>	<b>1,880,888</b>
Long-term debt	10,612,560	12,469,362
Long-term operating lease liabilities	119,471	123,124
Other long-term liabilities	106,171	133,490
<b>Total liabilities</b>	<b>13,376,504</b>	<b>14,606,864</b>
<b>Commitments and contingencies (Note 15)</b>		
<b>Stockholders' equity (deficit):</b>		
Preferred stock, par value \$0.01; 40,000,000 shares authorized; zero shares issued and outstanding	—	—
Common stock, par value \$0.01; 400,000,000 shares authorized; 131,318,273 and 123,482,836 shares issued; 115,683,983 and 107,888,336 shares outstanding, respectively	1,313	1,235
Treasury stock, at cost; 15,634,290 and 15,594,500 shares, respectively	(1,427,094)	(1,422,531)
Additional paid-in capital	3,466,908	2,598,115
Accumulated other comprehensive income	6,293	3,604
Accumulated deficit	(1,944,668)	(1,532,420)
<b>Total Wynn Resorts, Limited stockholders' equity (deficit)</b>	<b>102,752</b>	<b>(351,997)</b>
Noncontrolling interests	(456,591)	(385,320)
<b>Total stockholders' deficit</b>	<b>(353,839)</b>	<b>(737,317)</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 13,022,665</b>	<b>\$ 13,869,547</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Operating revenues:</b>				
Casino	\$ 602,746	\$ 9,413	\$ 1,118,964	\$ 580,202
Rooms	137,765	17,415	213,955	170,096
Food and beverage	149,142	24,007	217,651	173,421
Entertainment, retail and other	100,460	34,863	176,225	115,695
<b>Total operating revenues</b>	<b>990,113</b>	<b>85,698</b>	<b>1,726,795</b>	<b>1,039,414</b>
<b>Operating expenses:</b>				
Casino	381,615	131,138	733,581	573,828
Rooms	50,552	30,367	84,087	103,847
Food and beverage	117,106	61,889	191,054	237,799
Entertainment, retail and other	80,922	16,873	154,381	62,453
General and administrative	197,545	152,081	377,319	386,409
Provision for credit losses	441	28,347	7,808	48,960
Pre-opening	2,495	2,186	4,122	4,737
Depreciation and amortization	183,307	179,266	368,428	358,012
Property charges and other	5,651	6,567	11,268	33,796
<b>Total operating expenses</b>	<b>1,019,634</b>	<b>608,714</b>	<b>1,932,048</b>	<b>1,809,841</b>
<b>Operating loss</b>	<b>(29,521)</b>	<b>(523,016)</b>	<b>(205,253)</b>	<b>(770,427)</b>
<b>Other income (expense):</b>				
Interest income	720	3,983	1,624	11,936
Interest expense, net of amounts capitalized	(150,424)	(133,218)	(303,276)	(262,045)
Change in derivatives fair value	972	(3,294)	5,381	(18,954)
Loss on extinguishment of debt	—	(619)	(1,322)	(1,462)
Other	5,553	2,233	(5,540)	12,568
<b>Other income (expense), net</b>	<b>(143,179)</b>	<b>(130,915)</b>	<b>(303,133)</b>	<b>(257,957)</b>
<b>Loss before income taxes</b>	<b>(172,700)</b>	<b>(653,931)</b>	<b>(508,386)</b>	<b>(1,028,384)</b>
Provision for income taxes	(697)	(80,938)	(1,190)	(156,738)
<b>Net loss</b>	<b>(173,397)</b>	<b>(734,869)</b>	<b>(509,576)</b>	<b>(1,185,122)</b>
Less: net loss attributable to noncontrolling interests	42,028	97,305	97,229	145,521
<b>Net loss attributable to Wynn Resorts, Limited</b>	<b>\$ (131,369)</b>	<b>\$ (637,564)</b>	<b>\$ (412,347)</b>	<b>\$ (1,039,601)</b>
<b>Basic and diluted net loss per common share:</b>				
Net loss attributable to Wynn Resorts, Limited:				
Basic	\$ (1.15)	\$ (5.97)	\$ (3.66)	\$ (9.74)
Diluted	\$ (1.15)	\$ (5.97)	\$ (3.66)	\$ (9.74)
<b>Weighted average common shares outstanding:</b>				
Basic	114,545	106,713	112,792	106,688
Diluted	114,545	106,713	112,792	106,688
Dividends declared per common share	\$ —	\$ —	\$ —	\$ 1.00

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(in thousands)**  
**(unaudited)**

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Net loss	\$ (173,397)	\$ (734,869)	\$ (509,576)	\$ (1,185,122)
Other comprehensive (loss) income:				
Foreign currency translation adjustments, before and after tax	(290)	53	3,742	1,068
<b>Total comprehensive loss</b>	<b>(173,687)</b>	<b>(734,816)</b>	<b>(505,834)</b>	<b>(1,184,054)</b>
Less: comprehensive loss attributable to noncontrolling interests	42,110	97,291	96,176	145,224
<b>Comprehensive loss attributable to Wynn Resorts, Limited</b>	<b>\$ (131,577)</b>	<b>\$ (637,525)</b>	<b>\$ (409,658)</b>	<b>\$ (1,038,830)</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
(in thousands, except share data)  
(unaudited)

For the Three Months Ended June 30, 2021

	Common stock			Additional paid-in capital	Accumulated other comprehensive income	Accumulated deficit	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' deficit
	Shares outstanding	Par value	Treasury stock						
<b>Balances, April 1, 2021</b>	115,647,328	\$ 1,313	\$ (1,426,887)	\$ 3,466,073	\$ 6,501	\$ (1,813,317)	\$ 233,683	\$ (436,622)	\$ (202,939)
Net loss	—	—	—	—	—	(131,369)	(131,369)	(42,028)	(173,397)
Currency translation adjustment	—	—	—	—	(208)	—	(208)	(82)	(290)
Issuance of restricted stock	44,686	—	—	—	—	—	—	—	—
Cancellation of restricted stock	(6,435)	—	—	—	—	18	18	6	24
Shares repurchased by the Company and held as treasury shares	(1,596)	—	(207)	—	—	—	(207)	—	(207)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(6,479)	(6,479)
Subsidiary equity issuance	—	—	—	(20,211)	—	—	(20,211)	25,371	5,160
Stock-based compensation	—	—	—	21,046	—	—	21,046	3,243	24,289
<b>Balances, June 30, 2021</b>	<b>115,683,983</b>	<b>\$ 1,313</b>	<b>\$ (1,427,094)</b>	<b>\$ 3,466,908</b>	<b>\$ 6,293</b>	<b>\$ (1,944,668)</b>	<b>\$ 102,752</b>	<b>\$ (456,591)</b>	<b>\$ (353,839)</b>

For the Three Months Ended June 30, 2020

	Common stock			Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings (accumulated deficit)	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares outstanding	Par value	Treasury stock						
<b>Balances, April 1, 2020</b>	107,884,163	\$ 1,234	\$ (1,416,525)	\$ 2,526,062	\$ (947)	\$ 132,266	\$ 1,242,090	\$ (249,610)	\$ 992,480
Net loss	—	—	—	—	—	(637,564)	(637,564)	(97,305)	(734,869)
Currency translation adjustment	—	—	—	—	39	—	39	14	53
Issuance of restricted stock	40,270	—	—	617	—	—	617	189	806
Cancellation of restricted stock	(17,477)	—	—	—	—	—	—	—	—
Shares repurchased by the Company and held as treasury shares	(37,091)	—	(2,910)	—	—	—	(2,910)	141	(2,769)
Cash dividends declared	—	—	—	—	—	208	208	16	224
Stock-based compensation	—	—	—	17,039	—	—	17,039	1,234	18,273
<b>Balances, June 30, 2020</b>	<b>107,869,865</b>	<b>\$ 1,234</b>	<b>\$ (1,419,435)</b>	<b>\$ 2,543,718</b>	<b>\$ (908)</b>	<b>\$ (505,090)</b>	<b>\$ 619,519</b>	<b>\$ (345,321)</b>	<b>\$ 274,198</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (continued)**  
(in thousands, except share data)  
(unaudited)

For the Six Months Ended June 30, 2021									
	Common stock			Additional paid-in capital	Accumulated other comprehensive income	Accumulated deficit	Total Wynn Resorts, Ltd. stockholders' equity (deficit)	Noncontrolling interests	Total stockholders' deficit
	Shares outstanding	Par value	Treasury stock						
<b>Balances, January 1, 2021</b>	107,888,336	\$ 1,235	\$ (1,422,531)	\$ 2,598,115	\$ 3,604	\$ (1,532,420)	\$ (351,997)	\$ (385,320)	\$ (737,317)
Net loss	—	—	—	—	—	(412,347)	(412,347)	(97,229)	(509,576)
Currency translation adjustment	—	—	—	—	2,689	—	2,689	1,053	3,742
Issuance of common stock, net of \$17.7 million underwriter discounts, commissions and other expenses	7,475,000	75	—	841,821	—	—	841,896	—	841,896
Issuance of restricted stock	379,971	3	—	5,899	—	—	5,902	370	6,272
Cancellation of restricted stock	(19,534)	—	—	—	—	99	99	15	114
Shares repurchased by the Company and held as treasury shares	(39,790)	—	(4,563)	—	—	—	(4,563)	—	(4,563)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(6,479)	(6,479)
Subsidiary equity issuance	—	—	—	(20,211)	—	—	(20,211)	25,371	5,160
Stock-based compensation	—	—	—	41,284	—	—	41,284	5,628	46,912
<b>Balances, June 30, 2021</b>	<b>115,683,983</b>	<b>\$ 1,313</b>	<b>\$ (1,427,094)</b>	<b>\$ 3,466,908</b>	<b>\$ 6,293</b>	<b>\$ (1,944,668)</b>	<b>\$ 102,752</b>	<b>\$ (456,591)</b>	<b>\$ (353,839)</b>

For the Six Months Ended June 30, 2020									
	Common stock			Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings (accumulated deficit)	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares outstanding	Par value	Treasury stock						
<b>Balances, January 1, 2020</b>	107,363,943	\$ 1,228	\$ (1,410,998)	\$ 2,512,676	\$ (1,679)	\$ 641,818	\$ 1,743,045	\$ (201,573)	\$ 1,541,472
Net loss	—	—	—	—	—	(1,039,601)	(1,039,601)	(145,521)	(1,185,122)
Currency translation adjustment	—	—	—	—	771	—	771	297	1,068
Issuance of restricted stock	661,015	6	—	6,703	—	—	6,709	818	7,527
Cancellation of restricted stock	(73,047)	—	—	—	—	—	—	—	—
Shares repurchased by the Company and held as treasury shares	(82,046)	—	(8,437)	—	—	—	(8,437)	141	(8,296)
Cash dividends declared	—	—	—	—	—	(107,307)	(107,307)	30	(107,277)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(998)	(998)
Stock-based compensation	—	—	—	24,339	—	—	24,339	1,485	25,824
<b>Balances, June 30, 2020</b>	<b>107,869,865</b>	<b>\$ 1,234</b>	<b>\$ (1,419,435)</b>	<b>\$ 2,543,718</b>	<b>\$ (908)</b>	<b>\$ (505,090)</b>	<b>\$ 619,519</b>	<b>\$ (345,321)</b>	<b>\$ 274,198</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Six Months Ended June 30,	
	2021	2020
<b>Cash flows from operating activities:</b>		
Net loss	\$ (509,576)	\$ (1,185,122)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	368,428	358,012
Deferred income taxes	(767)	155,316
Stock-based compensation expense	49,453	30,448
Amortization of debt issuance costs	13,241	14,155
Loss on extinguishment of debt	1,322	1,462
Provision for credit losses	7,808	48,960
Change in derivatives fair value	(5,381)	18,954
Property charges and other	16,808	21,228
Increase (decrease) in cash from changes in:		
Receivables, net	(53,799)	(39)
Inventories, prepaid expenses and other	(35,819)	15,579
Customer deposits	(144,407)	111,967
Accounts payable and accrued expenses	65,882	(198,907)
<b>Net cash used in operating activities</b>	<b>(226,807)</b>	<b>(607,987)</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures, net of construction payables and retention	(110,045)	(191,682)
Purchase of intangible and other assets	(15,741)	—
Proceeds from sale of assets and other	3,502	3,733
<b>Net cash used in investing activities</b>	<b>(122,284)</b>	<b>(187,949)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of long-term debt	50,058	2,894,134
Repayments of long-term debt	(1,205,099)	(527,535)
Proceeds from issuance of Wynn Resorts, Limited common stock	841,896	—
Repurchase of common stock	(4,563)	(8,437)
Finance lease payments	(7,784)	(74)
Proceeds from exercise of stock options	—	70
Dividends paid	(388)	(108,074)
Distribution to noncontrolling interest	(6,479)	(998)
Proceeds from issuance of subsidiary common stock	4,662	—
Payments for financing costs	(2,152)	(13,196)
<b>Net cash (used in) provided by financing activities</b>	<b>(329,849)</b>	<b>2,235,890</b>
<b>Effect of exchange rate on cash, cash equivalents and restricted cash</b>	<b>1,641</b>	<b>4,341</b>
<b>Cash, cash equivalents and restricted cash:</b>		
<b>(Decrease) increase in cash, cash equivalents and restricted cash</b>	<b>(677,299)</b>	<b>1,444,295</b>
<b>Balance, beginning of period</b>	<b>3,486,384</b>	<b>2,358,292</b>
<b>Balance, end of period</b>	<b>\$ 2,809,085</b>	<b>\$ 3,802,587</b>
<b>Supplemental cash flow disclosures:</b>		
Cash paid for interest, net of amounts capitalized	\$ 294,011	\$ 238,044
Liability settled with shares of common stock	\$ 6,272	\$ 6,720
Accounts and construction payables related to property and equipment	\$ 66,701	\$ 127,674
Other liabilities related to intangible assets	\$ 13,796	\$ 14,088
Finance lease liabilities arising from obtaining finance lease assets	\$ 7,423	\$ —

The accompanying notes are an integral part of these condensed consolidated financial statements.



**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**Note 1 - Organization***Organization*

Wynn Resorts, Limited, a Nevada corporation (together with its subsidiaries, "Wynn Resorts" or the "Company"), is a designer, developer, and operator of integrated resorts featuring luxury hotel rooms, high-end retail space, an array of dining and entertainment options, meeting and convention facilities, and gaming.

In the Macau Special Administrative Region of the People's Republic of China ("Macau"), the Company owns approximately 72% of Wynn Macau, Limited ("WML"), which includes the operations of the Wynn Palace and Wynn Macau resorts. The Company refers to Wynn Palace and Wynn Macau as its Macau Operations. In Las Vegas, Nevada, the Company operates and, with the exception of certain retail space, owns 100% of Wynn Las Vegas. Additionally, the Company is a 50.1% owner and managing member of a joint venture that owns and leases certain retail space at Wynn Las Vegas (the "Retail Joint Venture"). The Company refers to Wynn Las Vegas, Encore, an expansion at Wynn Las Vegas, and the Retail Joint Venture as its Las Vegas Operations. On June 23, 2019, the Company opened Encore Boston Harbor, an integrated resort in Everett, Massachusetts, that is owned 100% by the Company. In October 2020, Wynn Interactive Ltd. ("Wynn Interactive") was formed through the merger of the Company's U.S. online sports betting and gaming business, social casino business, and Wynn Resorts' strategic partner, BetBull Limited ("BetBull"). Wynn Resorts holds an approximately 74% interest in, and consolidates, Wynn Interactive. The results of Wynn Interactive's operations are presented within Corporate and other in the accompanying condensed consolidated financial statements, except where otherwise noted.

*Recent Developments Related to COVID-19*

Since the outbreak of COVID-19 in early 2020, steps have been taken by various countries, including those in which the Company operates, to advise citizens to avoid non-essential travel, to restrict inbound international travel, to implement closures of non-essential operations, and to implement quarantines and lockdowns to contain the spread of the virus. As part of the immediate response to the initial outbreak of COVID-19, each of the Company's properties was subject to partial or full closure for varying lengths of time during 2020, and have all since reopened. Several vaccines have been granted authorization in numerous countries and are being rolled out to citizens based on availability and priority of need. There can be no assurance as to when a sufficient number of individuals will be vaccinated, permitting travel restrictions to be fully lifted.

*Macau Operations*

Visitation to Macau has fallen significantly since the outbreak of COVID-19, driven by the strong deterrent effect of the COVID-19 pandemic on travel and social activities, quarantine measures in Macau and elsewhere, travel and entry restrictions and conditions in Macau, the PRC, Hong Kong and Taiwan involving COVID-19 testing, among other things, and the suspension or reduced accessibility of transportation to and from Macau. Beginning in June 2020 certain restrictions and conditions have eased to allow for visitation to Macau as certain regions recover from the COVID-19 pandemic. Quarantine-free travel, subject to COVID-19 safeguards such as testing and the usual visa requirements, has been reintroduced between Macau and most areas and cities within the PRC, and in September 2020, PRC authorities fully resumed the IVS exit visa program, which permits individual PRC citizens from nearly 50 PRC cities to travel to Macau for tourism purposes. On August 3, 2021, in response to a risk of a community outbreak, the government of Macau has announced enhanced measures including tighter border control and strict mandatory COVID-19 testing requirements.

*Las Vegas Operations and Encore Boston Harbor*

The Company's Las Vegas Operations and Encore Boston Harbor had each implemented certain COVID-19 specific protective measures, such as limiting the number of seats per table game, slot machine spacing, temperature checks, mask protection, and suspension of certain entertainment and nightlife offerings. On April 8, 2021, Encore at Wynn Las Vegas resumed full operations. On May 3, 2021, the Company's Las Vegas Operations were permitted by the Nevada Gaming Control Board to reopen all gaming areas to 100% of capacity, with no continuing table game or slot machine spacing restrictions. On July 27, 2021, the Governor of Nevada issued an emergency directive, in accordance with new recommendations from the Centers for Disease Control, re-imposing mask protection requirements in all public indoor areas effective July 30, 2021. At Encore Boston Harbor, on January 25, 2021, limitations on operating hours that had been in place since November 2020 were lifted, and the property restored certain operations and reopened its hotel tower on a Thursday through Sunday schedule. On April 27, 2021, the Governor of Massachusetts announced a phased plan for further reopening and on May 28, 2021 signed an

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executive order rescinding the COVID-19 related restrictions and limitations on businesses as of May 29, 2021. The property continues to operate its hotel tower Thursday through Sunday.

#### *Summary*

The COVID-19 pandemic has had and will continue to have an adverse effect on the Company's results of operations. Notwithstanding the easing of certain COVID-19 protective measures by authorities throughout the world, certain travel restrictions, quarantine measures, testing requirements, and capacity limitations remain in effect at our Macau Operations, and the Company is currently unable to determine when protective measures and the suspension of certain offerings in effect at our Macau Operations will be lifted. Given the uncertainty around the extent and timing of the potential future spread or mitigation of COVID-19 and around the imposition or relaxation of protective measures, management cannot reasonably estimate the impact to the Company's future results of operations, cash flows, or financial condition.

As of June 30, 2021, the Company had total cash and cash equivalents, excluding restricted cash, of \$2.80 billion, and had access to \$834.2 million of available borrowing capacity from the WRF Revolving Facility and \$293.2 million of available borrowing capacity from the Wynn Macau Revolving Facility. The Company has suspended its dividend program. Given the Company's liquidity position at June 30, 2021, the Company believes it is able to support continuing operations and respond to the current COVID-19 pandemic challenges.

#### *Macau Gaming Concession*

The term of the Company's concession agreement with the Macau government ends on June 26, 2022. If the term of this concession agreement is not extended or renewed or is not replaced by a new gaming concession, all of the Company's gaming operations and related equipment in Macau will be automatically transferred to the Macau government without compensation on that date and the Company will cease to generate gaming revenues from its Macau Operations. In addition, under the indentures governing the Company's \$4.7 billion aggregate principal amount of WML Senior Notes, upon the occurrence of any event after which none of WML or any of its subsidiaries own or manage casino or gaming areas or operate casino games of fortune and chance in Macau in substantially the same manner as they are owning or managing casino or gaming areas or operating casino games as of the issue date of the respective senior notes, for a period of 10 consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties or results of operations of WML and its subsidiaries, taken as a whole, holders of the WML Senior Notes can require the Company to repurchase all or any part of the WML Senior Notes at par, plus any accrued and unpaid interest (the "Special Put Option").

The Macau government has publicly commented that it is studying the process by which concessions and subconcessions may be renewed, extended or issued. The Company is monitoring developments with respect to the Macau government's concession renewal or extension process, and at this time believes that its concession will be renewed or extended beyond June 26, 2022. The failure to extend or renew the Company's concession or obtain a new concession and the resulting ability of the WML Senior Note holders to exercise the Special Put Option would have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

#### *Business Combination Agreement*

On May 10, 2021, Wynn Interactive entered into a business combination agreement (the "Business Combination Agreement") with Austerlitz Acquisition Corporation I, a Cayman Islands exempted company ("Austerlitz I"), and Wave Merger Sub Limited, an exempted company limited by shares incorporated in Bermuda and a direct, wholly owned subsidiary of Austerlitz I ("Merger Sub"). The Business Combination Agreement provides for, among other things, the consummation of the following transactions: (i) Austerlitz I will transfer by way of continuation from the Cayman Islands to Bermuda and change its name to "Wynn Interactive, Limited"; and (ii) Merger Sub will merge with and into Wynn Interactive (the "Merger"), with Wynn Interactive being the surviving company of the Merger and direct, wholly owned subsidiary of Austerlitz I. Upon closing of the transaction, assuming no share redemptions by the public stockholders of Austerlitz I, the Company is expected to retain an approximately 58% equity interest (and approximately 72% voting interest) in Wynn Interactive. The proposed business combination is expected to close by the end of 2021, subject to approval by Austerlitz I's stockholders, gaming regulatory approval and other customary closing conditions.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 2 - Basis of Presentation and Significant Accounting Policies***Basis of Presentation*

The accompanying condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures herein are adequate to make the information presented not misleading. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary to a fair presentation of the results for the interim periods presented. The results for the three and six months ended June 30, 2021 are not necessarily indicative of results to be expected for the full fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

*Principles of Consolidation*

The accompanying condensed consolidated financial statements include the accounts of the Company, its majority-owned subsidiaries and entities the Company identifies as variable interest entities ("VIEs") of which the Company is determined to be the primary beneficiary. For information on the Company's VIEs, see Note 16, "Retail Joint Venture." All significant intercompany accounts and transactions have been eliminated. Certain amounts in the condensed consolidated financial statements for the first quarter of 2021 have been reclassified to be consistent with the current quarter presentation. These reclassifications had no effect on the previously reported net loss or operating loss.

*Use of Estimates*

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates and assumptions reflected in the financial statements relate to and include, but are not limited to, inputs into the Company's estimated allowance for credit losses, estimates regarding the useful lives and recoverability of the cost of long-lived assets, fair value estimates of intangible assets and their estimated useful lives, and litigation and contingency estimates.

*Gaming Taxes*

The Company is subject to taxes based on gross gaming revenues in the jurisdictions in which it operates, subject to applicable jurisdictional adjustments. These gaming taxes are recorded as casino expenses in the accompanying Condensed Consolidated Statements of Operations. These taxes totaled \$234.2 million and \$12.5 million for the three months ended June 30, 2021 and 2020, respectively, and \$449.2 million and \$266.4 million for the six months ended June 30, 2021 and 2020, respectively.

*Recently Issued Accounting Standards*

In March 2020, the FASB issued ASU No. 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting" ("ASU 2020-04"). ASU 2020-04 provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. In response to the concerns about structural risks of interbank offered rates and, particularly, the risk of cessation of the London Interbank Offered Rate (referred to as "LIBOR"), regulators in several jurisdictions around the world have undertaken reference rate reform initiatives to identify alternative reference rates that are more observable or transaction-based and less susceptible to manipulation. ASU 2020-04 also provides companies with optional guidance to ease the potential accounting burden associated with transitioning away from reference rates that are expected to be discontinued. ASU 2020-04 can be adopted no later than December 1, 2022 with early adoption permitted. The Company is currently assessing the impact the adoption of the new guidance will have on its consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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**Note 3 - Cash, Cash Equivalents and Restricted Cash**

Cash, cash equivalents and restricted cash consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
<b>Cash and cash equivalents:</b>		
Cash (1)	\$ 2,437,127	\$ 2,501,452
Cash equivalents (2)	365,589	980,580
<b>Total cash and cash equivalents</b>	<b>2,802,716</b>	<b>3,482,032</b>
Restricted cash (3)	6,369	4,352
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 2,809,085</b>	<b>\$ 3,486,384</b>

(1) Cash consists of cash on hand and bank deposits.

(2) Cash equivalents consist of bank time deposits and money market funds.

(3) Restricted cash consists of cash subject to certain contractual restrictions, cash collateral associated with obligations and cash held in a trust in accordance with WML's share award plan.

**Note 4 - Receivables, net**
*Accounts Receivable and Credit Risk*

Receivables, net consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Casino	\$ 243,489	\$ 207,823
Hotel	15,039	7,075
Other	85,474	85,589
	<b>344,002</b>	<b>300,487</b>
Less: allowance for credit losses	(98,043)	(100,329)
	<b>\$ 245,959</b>	<b>\$ 200,158</b>

As of June 30, 2021 and December 31, 2020, approximately 68.7% and 77.3%, respectively, of the Company's markers were due from customers residing outside the United States, primarily in Asia. Business or economic conditions or other significant events in the countries in which the Company's customers reside could affect the collectability of such receivables.

The Company's allowance for casino credit losses was 39.3% and 47.2% of gross casino receivables as of June 30, 2021 and December 31, 2020, respectively. Although the Company believes that its allowance is adequate, it is possible the estimated amounts of cash collections with respect to receivables could change. The Company's allowance for credit losses from its hotel and other receivables is not material.

The following table shows the movement in the Company's allowance for credit losses recognized for receivables that occurred during the period (in thousands):

	June 30, 2021	June 30, 2020
<b>Balance at beginning of year</b>	<b>\$ 100,329</b>	<b>\$ 39,317</b>
Provision for credit losses	7,808	48,960
Write-offs	(10,490)	(144)
Recoveries of receivables previously written off	462	60
Effect of exchange rate	(66)	126
<b>Balance at end of period</b>	<b>\$ 98,043</b>	<b>\$ 88,319</b>

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 5 - Property and Equipment, net**

Property and equipment, net consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Buildings and improvements	\$ 9,745,976	\$ 9,758,846
Land and improvements	1,276,442	1,265,510
Furniture, fixtures and equipment	3,105,343	3,093,481
Airplanes	110,623	110,623
Construction in progress	181,264	136,390
	<b>14,419,648</b>	<b>14,364,850</b>
Less: accumulated depreciation	(5,494,262)	(5,168,206)
	<b>\$ 8,925,386</b>	<b>\$ 9,196,644</b>

As of June 30, 2021 and December 31, 2020, construction in progress consisted primarily of costs capitalized for various capital enhancements at the Company's properties, including the Wynn Las Vegas room remodel.

Depreciation expense for the three months ended June 30, 2021 and 2020 was \$176.1 million and \$172.8 million, respectively, and depreciation expense for the six months ended June 30, 2021 and 2020 was \$353.9 million and \$345.1 million, respectively.

**Note 6 - Goodwill**

The following table shows the movement in the Company's goodwill balance that occurred during the six-month period (in thousands):

<b>Balance as of January 1, 2021</b>	<b>\$ 144,095</b>
Foreign currency translation	1,084
<b>Balance as of June 30, 2021</b>	<b>\$ 145,179</b>

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 7 - Long-Term Debt**

Long-term debt consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
<b>Macau Related:</b>		
Wynn Macau Credit Facilities (1):		
Wynn Macau Term Loan, due 2022 (2)	\$ 802,898	\$ 1,268,106
Wynn Macau Revolver, due 2022 (3)	457,290	407,443
WML 4 7/8% Senior Notes, due 2024	600,000	600,000
WML 5 1/2% Senior Notes, due 2026	1,000,000	1,000,000
WML 5 1/2% Senior Notes, due 2027	750,000	750,000
WML 5 5/8% Senior Notes, due 2028	1,350,000	1,350,000
WML 5 1/8% Senior Notes, due 2029	1,000,000	1,000,000
<b>U.S. and Corporate Related:</b>		
WRF Credit Facilities (4):		
WRF Term Loan, due 2024	912,500	937,500
WRF Revolver, due 2024	—	716,000
WLV 4 1/4% Senior Notes, due 2023	500,000	500,000
WLV 5 1/2% Senior Notes, due 2025	1,780,000	1,780,000
WLV 5 1/4% Senior Notes, due 2027	880,000	880,000
WRF 7 3/4% Senior Notes, due 2025	600,000	600,000
WRF 5 1/8% Senior Notes, due 2029	750,000	750,000
Retail Term Loan, due 2025 (5)	615,000	615,000
	<b>11,997,688</b>	<b>13,154,049</b>
Less: Unamortized debt issuance costs and original issue discounts and premium, net	(76,775)	(88,279)
	<b>11,920,913</b>	<b>13,065,770</b>
Less: Current portion of long-term debt	(1,308,353)	(596,408)
<b>Total long-term debt, net of current portion</b>	<b>\$ 10,612,560</b>	<b>\$ 12,469,362</b>

- (1) The borrowings under the Wynn Macau Credit Facilities bear interest at LIBOR or HIBOR plus a margin of 1.50% to 2.25% per annum based on Wynn Resorts Macau S.A.'s leverage ratio.
- (2) Approximately \$454.4 million and \$348.5 million of the Wynn Macau Term Loan bears interest at a rate of LIBOR plus 2.25% per year and HIBOR plus 2.25% per year, respectively. As of June 30, 2021, the weighted average interest rate was approximately 2.35%. In January 2021, the Company prepaid \$412.5 million of the Wynn Macau Term Loan.
- (3) Approximately \$260.2 million and \$197.1 million of the Wynn Macau Revolver bears interest at a rate of LIBOR plus 2.25% per year and HIBOR plus 2.25% per year, respectively. As of June 30, 2021, the weighted average interest rate was approximately 2.34%. As of June 30, 2021, the available borrowing capacity under the Wynn Macau Revolver was \$293.2 million.
- (4) The WRF Credit Facilities bear interest at a rate of LIBOR plus 1.75% per year. As of June 30, 2021, the weighted average interest rate was approximately 1.86%. Additionally, as of June 30, 2021, the available borrowing capacity under the WRF Revolver was \$834.2 million, net of \$15.8 million in outstanding letters of credit.
- (5) The Retail Term Loan bears interest at a rate of LIBOR plus 1.70% per year. As of June 30, 2021, the effective interest rate was 2.70%.

**Wynn Macau Credit Facilities Refinancing Commitment**

In August 2021, a subsidiary of WML received lender commitments for a senior unsecured revolving credit facility in an aggregate principal amount of up to \$1.50 billion with a final maturity four years from inception. The Company expects to enter into the facility during the third quarter of 2021, and to use a portion of the net proceeds from borrowings under the new facility to facilitate the repayment of the outstanding \$1.26 billion of borrowings under the existing Wynn Macau Credit Facilities at closing.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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*Debt Covenant Compliance*

As of June 30, 2021, management believes the Company was in compliance with all debt covenants.

*Fair Value of Long-Term Debt*

The estimated fair value of the Company's long-term debt as of June 30, 2021 and December 31, 2020, was approximately \$12.41 billion and \$13.35 billion, respectively, compared to its carrying value, excluding debt issuance costs and original issue discount and premium, of \$12.00 billion and \$13.15 billion, respectively. The estimated fair value of the Company's long-term debt is based on recent trades, if available, and indicative pricing from market information (Level 2 inputs).

**Note 8 - Stockholders' Equity (Deficit)***Equity Offering*

On February 11, 2021, the Company completed a registered public offering of 7,475,000 newly issued shares of its common stock, par value \$0.01 per share, at a price of \$115.00 per share for proceeds of \$841.9 million, net of \$17.7 million in underwriting discounts, commissions, and other expenses. The Company used \$716.0 million of the proceeds from the equity offering to repay the then outstanding borrowings under the WRF Revolver, and intends to use the remaining net proceeds for general corporate purposes.

*Dividends*

During the first quarter of 2020, the Company paid a cash dividend of \$1.00 per share, and recorded \$107.5 million as a reduction of retained earnings from cash dividends declared.

On May 6, 2020, the Company announced that it had suspended its quarterly dividend program due to the financial impact of the COVID-19 pandemic.

*Noncontrolling Interests*

On April 16, 2021, Wynn Interactive issued a pre-emptive rights notice to its shareholders in connection with the proposed creation and issuance of new Class A shares. Upon the consummation of the share issuance in May 2021, Wynn Interactive issued 3,229 new Class A shares to noncontrolling interest holders in exchange for aggregate proceeds of \$4.7 million.

The WML board of directors concluded not to recommend the payment of a dividend with respect to either of the years ended December 31, 2020 or 2019 due to the financial impact of the COVID-19 pandemic. As such, WML paid no dividends during 2020 or the six months ended June 30, 2021.

During the six months ended June 30, 2021 and 2020, the Retail Joint Venture made aggregate distributions of approximately \$6.48 million and \$1.0 million, respectively, to its noncontrolling interest holder. For more information on the Retail Joint Venture, see Note 16, "Retail Joint Venture".

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 9 - Fair Value Measurements**

The following tables present assets and liabilities carried at fair value (in thousands):

	June 30, 2021	Fair Value Measurements Using:		
		Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
<b>Assets:</b>				
Cash equivalents	\$ 365,589	\$ —	\$ 365,589	\$ —
Restricted cash	\$ 6,369	\$ 4,631	\$ 1,738	\$ —
<b>Liabilities:</b>				
Interest rate collar	\$ 11,527	\$ —	\$ 11,527	\$ —

  

	December 31, 2020	Fair Value Measurements Using:		
		Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
<b>Assets:</b>				
Cash equivalents	\$ 980,580	\$ 504,980	\$ 475,600	\$ —
Restricted cash	\$ 4,352	\$ 2,054	\$ 2,298	\$ —
<b>Liabilities:</b>				
Interest rate collar	\$ 16,908	\$ —	\$ 16,908	\$ —

**Note 10 - Customer Contract Liabilities**

In providing goods and services to its customers, there is often a timing difference between the Company receiving cash and the Company recording revenue for providing services or holding events.

The Company's primary liabilities associated with customer contracts are as follows (in thousands):

	June 30, 2021	December 31, 2020	Increase (decrease)	June 30, 2020	December 31, 2019	Increase (decrease)
Casino outstanding chips and front money deposits (1)	\$ 431,536	\$ 596,463	(164,927)	\$ 904,792	\$ 769,053	135,739
Advance room deposits and ticket sales (2)	56,208	29,224	26,984	28,874	49,834	(20,960)
Other gaming-related liabilities (3)	10,333	7,882	2,451	5,592	13,970	(8,378)
Loyalty program and related liabilities (4)	29,260	22,736	6,524	21,566	21,148	418
	<u>\$ 527,337</u>	<u>\$ 656,305</u>	<u>(128,968)</u>	<u>\$ 960,824</u>	<u>\$ 854,005</u>	<u>106,819</u>

(1) Casino outstanding chips generally represent amounts owed to gaming promoters and customers for chips in their possession, and casino front money deposits represent funds deposited by customers before gaming play occurs. These amounts are included in customer deposits on the Condensed Consolidated Balance Sheets and may be recognized as revenue or redeemed for cash in the future.

(2) Advance room deposits and ticket sales represent cash received in advance for goods or services to be provided in the future. These amounts are included in customer deposits on the Condensed Consolidated Balance Sheets and will be recognized as revenue when the goods or services are provided or the events are held. Decreases in this balance generally represent the recognition of revenue and increases in the balance represent additional deposits made by customers. The deposits are expected to primarily be recognized as revenue within one year.

(3) Other gaming-related liabilities generally represent unpaid wagers primarily in the form of unredeemed slot, race and sportsbook tickets or wagers for future sporting events. The amounts are included in other accrued liabilities on the Condensed Consolidated Balance Sheets.

(4) Loyalty program and related liabilities represent the deferral of revenue until the loyalty points or other complimentary are redeemed. The amounts are included in other accrued liabilities on the Condensed Consolidated Balance Sheets and are expected to be recognized as revenue within one year of being earned by customers.



**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 11 - Stock-Based Compensation**

The total compensation cost for stock-based compensation plans was recorded as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Casino (1)	\$ 3,686	\$ 3,196	\$ 7,577	\$ 2,300
Rooms	403	346	909	695
Food and beverage	822	666	1,972	1,303
Entertainment, retail and other (2)	4,921	84	9,221	157
General and administrative (3)	15,275	16,792	29,774	25,993
<b>Total stock-based compensation expense</b>	<b>25,107</b>	<b>21,084</b>	<b>49,453</b>	<b>30,448</b>
Total stock-based compensation capitalized	1,124	486	2,029	703
<b>Total stock-based compensation costs</b>	<b>\$ 26,231</b>	<b>\$ 21,570</b>	<b>\$ 51,482</b>	<b>\$ 31,151</b>

(1) For the six months ended June 30, 2020, reflects the reversal of \$3.3 million of compensation cost previously recognized for awards forfeited in connection with the departure of an employee.

(2) For the three and six months ended June 30, 2021, reflects compensation cost of \$1.4 million and \$2.7 million, respectively, recognized in connection with the vesting of restricted stock performance awards.

(3) For the three and six months ended June 30, 2020, reflects compensation cost of \$4.4 million recognized in connection with the vesting of restricted stock performance awards.

**Note 12 - Income Taxes**

The Company recorded an income tax expense of \$0.7 million and \$80.9 million for the three months ended June 30, 2021 and 2020, respectively and an income tax expense of \$1.2 million and \$156.7 million for the six months ended June 30, 2021 and 2020, respectively. The 2021 income tax expense primarily related to an increase in valuation allowance for U.S. deferred tax assets and to the Macau dividend tax agreement that provides for an annual payment of MOP 12.8 million (approximately \$1.6 million) as complementary tax otherwise due by stockholders of Wynn Macau SA. The 2020 income tax expense primarily related to the increase in the valuation allowance for U.S. foreign tax credits.

In March 2021, the Company received an extension of its Macau dividend tax agreement, providing for a payment of MOP 12.8 million (approximately \$1.6 million) for 2021 and MOP 6.3 million (approximately \$0.8 million) for the period ending June 26, 2022, the expiration date of the gaming concession agreement.

The Company records valuation allowances on certain of its U.S. and foreign deferred tax assets. During the third quarter of 2020, the Company concluded it could no longer rely on forecasted future taxable income in assessing a valuation allowance on its deferred tax assets. This conclusion was reached due to cumulative operating losses incurred by the Company and tax legislation that reduced future sources of taxable income. As of June 30, 2021, the Company continues to rely solely on the reversal of net taxable temporary differences in assessing a need for a valuation allowance.

In April 2020, Wynn Macau SA received an extension of the exemption from Macau's 12% Complementary Tax on casino gaming profits earned from January 1, 2021 to June 26, 2022, the expiration date of the gaming concession agreement.

For the three and six months ended June 30, 2021 and 2020, the Company did not have any casino gaming profits exempt from the Macau Complementary Tax. The Company's non-gaming profits remain subject to the Macau Complementary Tax and its casino winnings remain subject to the Macau special gaming tax and other levies in accordance with its concession agreement.

In March 2021, the Financial Services Bureau concluded its review of the 2017 and 2018 Macau income tax returns of Palo with no changes.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 13 - Earnings Per Share**

Basic earnings per share ("EPS") is computed by dividing net loss attributable to Wynn Resorts by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net loss attributable to Wynn Resorts by the weighted average number of common shares outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potential dilutive securities had been issued, to the extent such impact is not anti-dilutive. Potentially dilutive securities include outstanding stock options and unvested restricted stock.

The weighted average number of common and common equivalent shares used in the calculation of basic and diluted EPS consisted of the following (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Numerator:</b>				
<b>Net loss attributable to Wynn Resorts, Limited</b>	<b>\$ (131,369)</b>	<b>\$ (637,564)</b>	<b>\$ (412,347)</b>	<b>\$ (1,039,601)</b>
<b>Denominator:</b>				
Weighted average common shares outstanding	114,545	106,713	112,792	106,688
Potential dilutive effect of stock options, nonvested, and performance nonvested shares	—	—	—	—
<b>Weighted average common and common equivalent shares outstanding</b>	<b>114,545</b>	<b>106,713</b>	<b>112,792</b>	<b>106,688</b>
Net loss attributable to Wynn Resorts, Limited per common share, basic	\$ (1.15)	\$ (5.97)	\$ (3.66)	\$ (9.74)
Net loss attributable to Wynn Resorts, Limited per common share, diluted	\$ (1.15)	\$ (5.97)	\$ (3.66)	\$ (9.74)
Anti-dilutive stock options, nonvested, and performance nonvested shares excluded from the calculation of diluted net income per share	1,129	1,127	1,129	1,127

**Note 14 - Leases**
*Lessor Arrangements*

The following table presents the minimum and contingent operating lease income for the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Minimum rental income	\$ 25,218	\$ 28,073	\$ 47,957	\$ 59,723
Contingent rental income	30,110	1,839	56,115	8,519
<b>Total rental income</b>	<b>\$ 55,328</b>	<b>\$ 29,912</b>	<b>\$ 104,072</b>	<b>\$ 68,242</b>

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

## **Note 15 - Commitments and Contingencies**

### ***Litigation***

In addition to the actions noted below, the Company and its affiliates are involved in litigation arising in the normal course of business. In the opinion of management, such litigation is not expected to have a material effect on the Company's financial condition, results of operations, and cash flows.

#### *Massachusetts Gaming License Related Actions*

On September 17, 2014, the Massachusetts Gaming Commission ("MGC") designated Wynn MA the award winner of the Greater Boston (Region A) gaming license (the "Boston area license"). On November 7, 2014, the gaming license became effective.

#### *Revere Action*

On October 16, 2014, the City of Revere, the host community to the unsuccessful bidder for the Boston area license, the International Brotherhood of Electrical Workers, Local 103, and several individuals, filed a complaint against the MGC and its gaming commissioners in Suffolk Superior Court in Boston, Massachusetts (the "Revere Action"). Mohegan Sun ("Mohegan"), the other applicant for the Boston area license, joined the lawsuit and challenged the MGC's award of the Boston area license. On December 3, 2015, the court granted the MGC's motion to dismiss the claims asserted in the Revere Action and the court dismissed all claims except Mohegan's claim alleging procedural error by the MGC in granting the license to Wynn MA. The plaintiffs appealed. After multiple appeals and cross appeals, only two claims remained: (1) individual plaintiffs' claim for violation of the open meeting laws; and (2) Mohegan's claim for procedural error. On July 12, 2019, the Suffolk Superior Court granted the MGC's motion for summary judgment and dismissed the open meeting law claim, leaving only Mohegan's procedural claim for procedural error.

On August 2, 2019, Mohegan filed a motion to file a second amended complaint, to add new claims related to the MGC's allegedly inadequate 2013 investigation. On October 15, 2019, the court granted Mohegan's motion to amend and allowed it to file a second amended intervenor's complaint.

Wynn MA is not a party to and is not named in the Revere Action.

#### *Derivative Litigation*

A number of stockholder derivative actions were filed in state and federal court located in Clark County, Nevada against certain current and former members of the Company's Board of Directors and, in some cases, the Company's current and former officers. Each of the complaints alleged, among other things, breach of fiduciary duties in failing to detect, prevent and remedy alleged inappropriate personal conduct by Stephen A. Wynn in the workplace.

The actions filed in the Eighth Judicial District Court of Clark County, Nevada were consolidated as *In re Wynn Resorts, Ltd. Derivative Litigation* ("State Derivative Case").

On June 3, 2019, a separate stockholder derivative action was filed in the Eighth Judicial District Court of Clark County, Nevada alleging substantially similar causes of action as the State Derivative Case with the additional allegation that various of the Company's attorneys committed professional malpractice, and certain current and former executives also breached fiduciary duties and aided and abetted the breach of fiduciary duties, in connection with the alleged inappropriate personal conduct by Stephen A. Wynn in the workplace. This case was consolidated in September 2019 into the State Derivative Case.

On November 27, 2019, the State Derivative Case parties agreed to terms of a settlement agreement. The court approved the settlement agreement on February 12, 2020, and entered a written order approving the settlement on March 10, 2020. Following the Nevada Supreme Court's dismissal of the only appeal, the settlement agreement became effective and final. Following the dismissal, the Company received net proceeds of \$30.2 million, which has been recognized as a reduction of general and administrative expense within the Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2020.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

In 2018, several actions filed in the United States District Court, District of Nevada were consolidated as *In re Wynn Resorts, Ltd. Derivative Litigation* ("Federal Derivative Case"), which also claim corporate waste and violation of Section 14(a) of the Exchange Act. In June 2018, the Company filed a motion to dismiss and a motion to stay pending resolution of the Securities Action (described below). On March 29, 2019, the Court granted the Company's request for a stay. On March 25, 2020, the parties stipulated to dismiss the Federal Derivative Case given the approved settlement in the State Derivative Case.

On March 25, 2019, a separate stockholder derivative action was filed in the United States District Court, District of Nevada alleging similar causes of action as the Federal Derivative Case with the additional allegation that the Board of Directors improperly refused the stockholder's demand to commence litigation against the officers and directors of the Company. On April 30, 2020, the Company filed a motion for summary judgment, seeking dismissal of the claims given the approved settlement in the State Derivative Case. On January 12, 2021, the court granted the Company's motion for summary judgment of this action and denied the stockholder's request to vacate the parties' stipulation to dismiss the Federal Derivative Case. On February 11, 2021, the stockholder filed a notice of appeal to the United States Court of Appeals for the Ninth Circuit. On May 12, 2021, the parties stipulated to dismiss the appeal.

Each of the actions sought to recover for the Company unspecified damages, including restitution and disgorgement of profits, and also sought to recover attorneys' fees, costs and related expenses for the plaintiff.

#### *Securities Action*

On February 20, 2018, a putative securities class action was filed against the Company and certain current and former officers of the Company in the United States District Court, Southern District of New York (which was subsequently transferred to the United States District Court, District of Nevada) by John V. Ferris and Joann M. Ferris on behalf of all persons who purchased the Company's common stock between February 28, 2014 and January 25, 2018. The complaint alleges, among other things, certain violations of federal securities laws and seeks to recover unspecified damages as well as attorneys' fees, costs and related expenses for the plaintiffs. On April 15, 2019, the Company filed a motion to dismiss, which the court granted on May 27, 2020, with leave to amend. On July 1, 2020, the plaintiffs filed an amended complaint. On August 14, 2020, the Company filed a motion to dismiss the amended complaint. On July 28, 2021, the court granted in part, and denied in part, the Company's motion to dismiss the amended complaint, dismissing certain of plaintiffs' claims, including all claims against Mr. Billings and the individual directors, and allowing other claims to proceed against the Company and several of the Company's current and former executive officers, including Mr. Maddox, Stephen A. Wynn, Kimmarie Sinatra, and Steven Cootey.

The defendants in these actions will vigorously defend against the claims pleaded against them. These actions are in preliminary stages and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of these actions or the range of reasonably possible loss, if any.

#### **Federal Investigation**

From time to time, the Company receives regulatory inquiries about compliance with anti-money laundering laws. The Company received requests for information from the U.S. Attorney's Office for the Southern District of California relating to its anti-money laundering policies and procedures, and in the first half of 2020, received two grand jury subpoenas regarding various transactions at Wynn Las Vegas relating to certain patrons and agents who reside or operate in foreign jurisdictions. The Company continues to cooperate with the U.S. Attorney's Office in its investigation, which remains ongoing. Because no charges or claims have been brought, the Company is unable to predict the outcome of the investigation, the extent of the materiality of the outcome, or reasonably estimate the possible range of loss, if any, which could be associated with the resolution of any possible charges or claims that may be brought against the Company.

#### **Note 16 - Retail Joint Venture**

As of June 30, 2021 and December 31, 2020, the Retail Joint Venture had total assets of \$101.2 million and \$96.3 million, respectively, and total liabilities of \$629.1 million and \$633.5 million, respectively. As of June 30, 2021 and December 31, 2020, the Retail Joint Venture's liabilities included long-term debt of \$612.6 million and \$612.3 million, respectively, net of debt issuance costs, related to the outstanding borrowings under the Retail Term Loan.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**Note 17 - Segment Information**

The Company reviews the results of operations for each of its operating segments, and identifies reportable segments based upon factors such as geography, regulatory environment, and the Company's organizational and management reporting structure. Wynn Macau and Encore, an expansion at Wynn Macau, are managed as a single integrated resort and have been aggregated as one reportable segment ("Wynn Macau"). Wynn Palace is presented as a separate reportable segment and is combined with Wynn Macau for geographical presentation. Other Macau primarily represents the assets for the Company's Macau holding company. Wynn Las Vegas, Encore, an expansion at Wynn Las Vegas, and the Retail Joint Venture are managed as a single integrated resort and have been aggregated as one reportable segment ("Las Vegas Operations"). Encore Boston Harbor is presented as one reportable segment. The results of Wynn Interactive are presented within Corporate and other.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

The following tables present the Company's segment information (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Operating revenues</b>				
Macau Operations:				
Wynn Palace				
Casino	\$ 212,067	\$ (11,428)	\$ 397,976	\$ 196,148
Rooms	20,883	2,431	37,895	22,141
Food and beverage	13,805	4,231	25,477	17,529
Entertainment, retail and other (1)	23,616	13,484	46,349	32,413
	<b>270,371</b>	<b>8,718</b>	<b>507,697</b>	<b>268,231</b>
Wynn Macau				
Casino	142,419	(3,524)	281,346	186,604
Rooms	13,427	2,631	28,129	18,542
Food and beverage	8,559	3,684	15,992	13,215
Entertainment, retail and other (1)	19,623	9,097	38,212	23,016
	<b>184,028</b>	<b>11,888</b>	<b>363,679</b>	<b>241,377</b>
<b>Total Macau Operations</b>	<b>454,399</b>	<b>20,606</b>	<b>871,376</b>	<b>509,608</b>
Las Vegas Operations:				
Casino	112,775	24,365	192,678	95,660
Rooms	93,785	12,353	133,546	118,458
Food and beverage	112,858	16,092	152,935	122,071
Entertainment, retail and other (1)	35,648	12,076	54,623	52,521
<b>Total Las Vegas Operations</b>	<b>355,066</b>	<b>64,886</b>	<b>533,782</b>	<b>388,710</b>
Encore Boston Harbor:				
Casino	135,485	—	246,964	101,790
Rooms	9,670	—	14,385	10,955
Food and beverage	13,920	—	23,247	20,606
Entertainment, retail and other (1)	6,166	206	10,735	7,745
<b>Total Encore Boston Harbor</b>	<b>165,241</b>	<b>206</b>	<b>295,331</b>	<b>141,096</b>
Corporate and other:				
Entertainment, retail and other	15,407	—	26,306	—
<b>Total Corporate and other</b>	<b>15,407</b>	<b>—</b>	<b>26,306</b>	<b>—</b>
<b>Total operating revenues</b>	<b>\$ 990,113</b>	<b>\$ 85,698</b>	<b>\$ 1,726,793</b>	<b>\$ 1,039,414</b>

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Adjusted Property EBITDA (2)</b>				
Macau Operations:				
Wynn Palace	\$ 53,555	\$(110,908)	\$ 80,924	\$(100,732)
Wynn Macau	14,086	(82,646)	30,642	(63,438)
<b>Total Macau Operations</b>	<b>67,641</b>	<b>(193,554)</b>	<b>111,566</b>	<b>(164,170)</b>
Las Vegas Operations (3)	133,222	(75,564)	161,303	(97,641)
Encore Boston Harbor (4)	46,916	(53,779)	77,279	(66,415)
Corporate and other	(40,899)	—	(84,368)	—
<b>Total</b>	<b>206,880</b>	<b>(322,897)</b>	<b>265,780</b>	<b>(328,226)</b>
<b>Other operating expenses</b>				
Pre-opening	2,495	2,186	4,122	4,737
Depreciation and amortization	183,307	179,266	368,428	358,012
Property charges and other	5,651	6,567	11,268	33,796
Corporate expenses and other (5)	19,841	(8,984)	37,762	15,208
Stock-based compensation	25,107	21,084	49,453	30,448
<b>Total other operating expenses</b>	<b>236,401</b>	<b>200,119</b>	<b>471,033</b>	<b>442,201</b>
<b>Operating loss</b>	<b>(29,521)</b>	<b>(523,016)</b>	<b>(205,253)</b>	<b>(770,427)</b>
<b>Other non-operating income and expenses</b>				
Interest income	720	3,983	1,624	11,936
Interest expense, net of amounts capitalized	(150,424)	(133,218)	(303,276)	(262,045)
Change in derivatives fair value	972	(3,294)	5,381	(18,954)
Loss on extinguishment of debt	—	(619)	(1,322)	(1,462)
Other	5,553	2,233	(5,540)	12,568
<b>Total other non-operating income and expenses</b>	<b>(143,179)</b>	<b>(130,915)</b>	<b>(303,133)</b>	<b>(257,957)</b>
<b>Loss before income taxes</b>	<b>(172,700)</b>	<b>(653,931)</b>	<b>(508,386)</b>	<b>(1,028,384)</b>
Provision for income taxes	(697)	(80,938)	(1,190)	(156,738)
<b>Net loss</b>	<b>(173,397)</b>	<b>(734,869)</b>	<b>(509,576)</b>	<b>(1,185,122)</b>
Net loss attributable to noncontrolling interests	42,028	97,305	97,229	145,521
<b>Net loss attributable to Wynn Resorts, Limited</b>	<b>\$ (131,369)</b>	<b>(637,564)</b>	<b>(412,347)</b>	<b>(1,039,601)</b>

(1) Includes lease revenue accounted for under lease accounting guidance. For more information on leases, see Note 14, "Leases".

(2) "Adjusted Property EBITDA" is net loss before interest, income taxes, depreciation and amortization, pre-opening expenses, property charges and other, management and license fees, corporate expenses and other (including intercompany golf course, meeting and convention, and water rights leases), stock-based compensation, change in derivatives fair value, loss on extinguishment of debt, and other non-operating income and expenses. Adjusted Property EBITDA is presented exclusively as a supplemental disclosure because management believes that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Management uses Adjusted Property EBITDA as a measure of the operating performance of its segments and to compare the operating performance of its properties with those of its competitors, as well as a basis for determining certain incentive compensation. We also present Adjusted Property EBITDA because it is used by some investors to measure a company's ability to incur and service debt, make capital expenditures and meet working capital requirements. Gaming companies have historically reported EBITDA as a supplement to GAAP. In order to view the operations of their casinos on a more stand-alone basis, gaming companies, including us, have historically excluded from their EBITDA calculations preopening expenses, property charges, corporate expenses and stock-based compensation, that do not relate to the management of specific casino properties. However, Adjusted Property EBITDA should not be considered as an alternative to operating income as an indicator of our performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure determined in accordance with GAAP. Unlike net income, Adjusted Property EBITDA does not include depreciation or interest expense and therefore does not reflect current or future capital expenditures or the cost of capital. We have significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, income taxes and other non-recurring charges, which are not reflected in Adjusted Property EBITDA. Also, our calculation of Adjusted Property EBITDA may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

(3) For the three months ended June 30, 2020, excluded \$56.4 million of expense accrued during the first quarter of 2020 related to the Company's commitment to pay salary, tips, and benefits continuation for all of its U.S. employees for the period from April 1 through May 15, 2020.

(4) For the three months ended June 30, 2020, excluded \$19.3 million of expense accrued during the first quarter of 2020 related to the Company's commitment to pay salary, tips, and benefits continuation for all of its U.S. employees for the period from April 1 through May 15, 2020.

(5) For the three and six months ended June 30, 2020, included \$27.7 million net gain recorded in relation to a derivative litigation settlement.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

	<u>June 30,</u> <u>2021</u>	<u>December 31,</u> <u>2020</u>
<b>Assets</b>		
Macau Operations:		
Wynn Palace	\$ 3,255,389	3,393,790
Wynn Macau	1,013,148	1,202,709
Other Macau	1,475,563	2,026,098
<b>Total Macau Operations</b>	<b>5,744,100</b>	<b>6,622,597</b>
Las Vegas Operations	3,017,361	2,992,870
Core Boston Harbor	2,257,729	2,300,016
Corporate and other	2,003,475	1,954,064
<b>Total</b>	<b>\$ 13,022,665</b>	<b>13,869,547</b>



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with, and is qualified in its entirety by, the condensed consolidated financial statements and the notes thereto included elsewhere in this Form 10-Q and the consolidated financial statements appearing in our annual report on Form 10-K for the year ended December 31, 2020. Unless the context otherwise requires, all references herein to the "Company," "we," "us," or "our," or similar terms, refer to Wynn Resorts, Limited, a Nevada corporation, and its consolidated subsidiaries. This discussion and analysis contains forward-looking statements. Please refer to the section below entitled "Special Note Regarding Forward-Looking Statements."

### Overview

We are a designer, developer, and operator of integrated resorts featuring luxury hotel rooms, high-end retail space, an array of dining and entertainment options, meeting and convention facilities, and gaming, all supported by an unparalleled focus on our guests, our people, and our community. Through our approximately 72% ownership of Wynn Macau, Limited ("WML"), we operate two integrated resorts in the Macau Special Administrative Region of the People's Republic of China ("Macau"), Wynn Palace and Wynn Macau (collectively, our "Macau Operations"). In Las Vegas, Nevada, we operate and, with the exception of certain retail space, own 100% of Wynn Las Vegas. Additionally, we are a 50.1% owner and managing member of a joint venture that owns and leases certain retail space at Wynn Las Vegas (the "Retail Joint Venture"). We refer to Wynn Las Vegas, Encore, an expansion at Wynn Las Vegas, and the Retail Joint Venture as our Las Vegas Operations. On June 23, 2019, we opened Encore Boston Harbor, an integrated resort in Everett, Massachusetts. In October 2020, Wynn Interactive Ltd. ("Wynn Interactive") was formed through the merger of our U.S. online sports betting and gaming business, social casino business, and our strategic partner, BetBull Limited ("BetBull"). Wynn Resorts holds an approximately 74% interest in, and consolidates, Wynn Interactive. The results of Wynn Interactive are presented within Corporate and other.

### *Recent Developments Related to COVID-19*

Since the outbreak of COVID-19 in early 2020, steps have been taken by various countries, including those in which the Company operates, to advise citizens to avoid non-essential travel, to restrict inbound international travel, to implement closures of non-essential operations, and to implement quarantines and lockdowns to contain the spread of the virus. As part of the immediate response to the initial outbreak of COVID-19, each of the Company's properties was subject to partial or full closure for varying lengths of time during 2020. Several vaccines have been granted authorization in numerous countries and are being rolled out to citizens based on availability and priority of need. There can be no assurance as to when a sufficient number of individuals will be vaccinated, permitting travel restrictions to be fully lifted.

### *Macau Operations*

Visitation to Macau has fallen significantly since the outbreak of COVID-19, driven by the strong deterrent effect of the COVID-19 pandemic on travel and social activities, quarantine measures in Macau and elsewhere, travel and entry restrictions and conditions in Macau, the PRC, Hong Kong and Taiwan involving COVID-19 testing, among other things, and the suspension or reduced accessibility of transportation to and from Macau. Beginning in June 2020 certain restrictions and conditions have eased to allow for visitation to Macau as certain regions recover from the COVID-19 pandemic. Quarantine-free travel, subject to COVID-19 safeguards such as testing and the usual visa requirements, has been reintroduced between Macau and most areas and cities within the PRC, and in September 2020, PRC authorities fully resumed the IVS exit visa program, which permits individual PRC citizens from nearly 50 PRC cities to travel to Macau for tourism purposes. Total visitation from PRC to Macau increased meaningfully in the six months ended June 30, 2021 compared to the same period in 2020. Total visitation decreased 75.1% compared to the same period in 2019. On August 3, 2021, in response to a risk of a community outbreak, the government of Macau has announced enhanced measures including tighter border control and strict mandatory COVID-19 testing requirements.

Given the evolving conditions created by and in response to the COVID-19 pandemic, measures that have been lifted may be reintroduced if there are adverse developments in the COVID-19 situation in Macau and other regions with access to Macau.

### *Las Vegas Operations and Encore Boston Harbor*

The Company's Las Vegas Operations and Encore Boston Harbor had each implemented certain COVID-19 specific protective measures, such as limiting the number of seats per table game, slot machine spacing, temperature checks, mask protection, and suspension of certain entertainment and nightlife offerings. On April 8, 2021, Encore at Wynn Las Vegas

resumed full operations. On May 3, 2021, the Company's Las Vegas Operations were permitted by the Nevada Gaming Control Board to reopen all gaming areas to 100% of capacity, with no continuing table game or slot machine spacing restrictions. On July 27, 2021, the Governor of Nevada issued an emergency directive, in accordance with new recommendations from the Centers for Disease Control, re-imposing mask protection requirements in all public indoor areas effective July 30, 2021. At Encore Boston Harbor, on January 25, 2021, limitations on operating hours that had been in place since November 2020 were lifted, and the property restored certain operations and reopened its hotel tower on a Thursday through Sunday schedule. On April 27, 2021, the Governor of Massachusetts announced a phased plan for further reopening and on May 28, 2021 signed an executive order rescinding the COVID-related restrictions and limitations on businesses as of May 29, 2021. The property continues to operate its hotel tower Thursday through Sunday.

The COVID-19 pandemic has had and will continue to have an adverse effect on the Company's results of operations. Notwithstanding the easing of certain COVID-19 protective measures by authorities throughout the world, certain travel restrictions, quarantine measures, testing requirements, and capacity limitations remain in effect at our Macau Operations, and the Company is currently unable to determine when protective measures and the suspension of certain offerings in effect at our Macau Operations will be lifted. Given the uncertainty around the extent and timing of the potential future spread or mitigation of COVID-19 and around the imposition or relaxation of protective measures, management cannot reasonably estimate the impact to the Company's future results of operations, cash flows, or financial condition.

#### *Macau Gaming Concession*

The term of the Company's concession agreement with the Macau government ends on June 26, 2022. If the term of this concession agreement is not extended or renewed or is not replaced by a new gaming concession, all of the Company's gaming operations and related equipment in Macau will be automatically transferred to the Macau government without compensation on that date and the Company will cease to generate gaming revenues from its Macau Operations. In addition, under the indentures governing the Company's \$4.7 billion aggregate principal amount of WML Senior Notes, upon the occurrence of any event after which none of WML or any of its subsidiaries own or manage casino or gaming areas or operate casino games of fortune and chance in Macau in substantially the same manner as they are owning or managing casino or gaming areas or operating casino games as of the issue date of the respective senior notes, for a period of 10 consecutive days or more, and such event has a material adverse effect on the financial condition, business, properties or results of operations of WML and its subsidiaries, taken as a whole, holders of the WML Senior Notes can require the Company to repurchase all or any part of the WML Senior Notes at par, plus any accrued and unpaid interest (the "Special Put Option").

The Macau government has publicly commented that it is studying the process by which concessions and subconcessions may be renewed, extended or issued. The Company is monitoring developments with respect to the Macau government's concession renewal or extension process, and at this time believes that its concession will be renewed or extended beyond June 26, 2022. The failure to extend or renew the Company's concession or obtain a new concession and the resulting ability of the WML Senior Note holders to exercise the Special Put Option would have a material adverse effect on the Company's business, financial condition, results of operations, and cash flows.

#### **Key Operating Measures**

Certain key operating measures specific to the gaming industry are included in our discussion of our operational performance for the periods for which the Condensed Consolidated Statements of Operations are presented. These key operating measures are presented as supplemental disclosures because management and/or certain investors use these measures to better understand period-over-period fluctuations in our casino and hotel operating revenues. These key operating measures are defined below:

- Table drop in mass market for our Macau Operations is the amount of cash that is deposited in a gaming table's drop box plus cash chips purchased at the casino cage.
- Table drop for our Las Vegas Operations is the amount of cash and net markers issued that are deposited in a gaming table's drop box.
- Table drop for Encore Boston Harbor is the amount of cash and gross markers issued that are deposited in a gaming table's drop box.
- Rolling chips are non-negotiable identifiable chips that are used to track turnover for purposes of calculating incentives within our Macau Operations' VIP program.
- Turnover is the sum of all losing rolling chip wagers within our Macau Operations' VIP program.

- Table games win is the amount of table drop or turnover that is retained and recorded as casino revenues. Table games win is before discounts, commissions and the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis. Table games win does not include poker rake.
- Slot machine win is the amount of handle (representing the total amount wagered) that is retained by us and is recorded as casino revenues. Slot machine win is after adjustment for progressive accruals and free play, but before discounts and the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis.
- Poker rake is the portion of cash wagered by patrons in our poker rooms that is retained by the casino as a service fee, after adjustment for progressive accruals, but before the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis. Poker tables are not included in our measure of average number of table games.
- Average daily rate ("ADR") is calculated by dividing total room revenues, including complimentary (less service charges, if any), by total rooms occupied.
- Revenue per available room ("REVPAR") is calculated by dividing total room revenues, including complimentary (less service charges, if any), by total rooms available.
- Occupancy is calculated by dividing total occupied rooms, including complimentary rooms, by the total rooms available.

Below is a discussion of the methodologies used to calculate win percentages at our resorts.

In our VIP operations in Macau, customers primarily purchase rolling chips from the casino cage and can only use them to make wagers. Winning wagers are paid in cash chips. The loss of the rolling chips in the VIP operations is recorded as turnover and provides a base for calculating VIP win percentage. It is customary in Macau to measure VIP play using this rolling chip method. We expect our win as a percentage of turnover from these operations to be within the range of 2.7% to 3.0%.

In our mass market operations in Macau, customers may purchase cash chips at either the gaming tables or at the casino cage. The measurements from our VIP and mass market operations are not comparable as the measurement method used in our mass market operations tracks the initial purchase of chips at the table and at the casino cage, while the measurement method from our VIP operations tracks the sum of all losing wagers. Accordingly, the base measurement from the VIP operations is much larger than the base measurement from the mass market operations. As a result, the expected win percentage with the same amount of gaming win is lower in the VIP operations when compared to the mass market operations.

In Las Vegas, customers purchase chips at the gaming tables in exchange for cash and markers. Customers may then redeem markers at the gaming tables or at the casino cage. The cash and markers, net of redemptions, used to purchase chips are deposited in the gaming table's drop box. This is the base of measurement that we use for calculating win percentage. Each type of table game has its own theoretical win percentage. Our expected table games win percentage is 22% to 26%.

At Encore Boston Harbor, customers purchase chips at the gaming tables in exchange for cash and markers. Customers may then redeem markers only at the casino cage. The cash and gross markers used to purchase chips are deposited in the gaming table's drop box. This is the base of measurement that we use for calculating win percentage. Each type of table game has its own theoretical win percentage. Our expected table games win percentage is 18% to 22%.

## Results of Operations

### Summary of second quarter 2021 results

The following table summarizes our financial results for the periods presented (in thousands, except per share data):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2021	2020	Increase/ (Decrease)	Percent Change	2021	2020	Increase/ (Decrease)	Percent Change
Operating revenues	\$ 990,113	\$ 85,698	\$ 904,415	1,055.4	\$ 1,726,795	\$ 1,039,414	\$ 687,381	66.1
Net loss attributable to Wynn Resorts, Limited	(131,369)	(637,564)	506,195	79.4	(412,347)	(1,039,601)	627,254	60.3
Diluted net loss per share	(1.15)	(5.97)	4.82	80.7	(3.66)	(9.74)	6.08	62.4
Adjusted Property EBITDA <sup>(1)</sup>	206,880	(322,897)	529,777	NM	265,780	(328,226)	594,006	NM

NM - Not meaningful.

(1) See Item 1—"Financial Statements," Note 17, "Segment Information," for a reconciliation of Adjusted Property EBITDA to net loss attributable to Wynn Resorts, Limited.

The increase in operating revenues for the three months ended June 30, 2021 was primarily driven by increases of \$261.7 million, \$172.1 million, \$290.2 million, and \$165.0 million from Wynn Palace, Wynn Macau, our Las Vegas Operations, and Encore Boston Harbor, respectively, as a result of ongoing recovery from the effects of COVID-19.

The decrease in net loss attributable to Wynn Resorts, Limited for the three months ended June 30, 2021 was primarily related to increased operating revenues at our integrated resort properties, partially offset by increased operating expenses. In addition, net loss attributable to Wynn Resorts, Limited for the second quarter of 2020 excluded the impact of \$75.7 million of expense related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

The increase in Adjusted Property EBITDA for the three months ended June 30, 2021 was primarily driven by increased operating revenues at our integrated resort properties. Adjusted Property EBITDA increased \$164.5 million, \$96.7 million, \$208.8 million, and \$100.7 million at Wynn Palace, Wynn Macau, our Las Vegas Operations, and Encore Boston Harbor, respectively, and decreased \$40.9 million at Corporate and other. In addition, Adjusted Property EBITDA for the second quarter of 2020 excluded the impact of \$75.7 million of expense related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

**Financial results for the three months ended June 30, 2021 compared to the three months ended June 30, 2020.**
**Operating revenues**

The following table presents our operating revenues (in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Operating revenues</b>				
Macau Operations:				
Wynn Palace	\$ 270,371	\$ 8,718	\$ 261,653	3,001.3
Wynn Macau	184,028	11,888	172,140	1,448.0
<b>Total Macau Operations</b>	<b>454,399</b>	<b>20,606</b>	<b>433,793</b>	<b>2,105.2</b>
Las Vegas Operations	355,066	64,886	290,180	447.2
Encore Boston Harbor	165,241	206	165,035	NM
Corporate and other	15,407	—	15,407	NM
	<b>\$ 990,113</b>	<b>\$ 85,698</b>	<b>\$ 904,415</b>	<b>1,055.4</b>

NM - Not meaningful.

The following table presents our casino and non-casino operating revenues (in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Operating revenues</b>				
<b>Casino revenues</b>	<b>\$ 602,746</b>	<b>\$ 9,413</b>	<b>\$ 593,333</b>	<b>6,303.3</b>
Non-casino revenues:				
Rooms	137,765	17,415	120,350	691.1
Food and beverage	149,142	24,007	125,135	521.2
Entertainment, retail and other	100,460	34,863	65,597	188.2
<b>Total non-casino revenues</b>	<b>387,367</b>	<b>76,285</b>	<b>311,082</b>	<b>407.8</b>
	<b>\$ 990,113</b>	<b>\$ 85,698</b>	<b>\$ 904,415</b>	<b>1,055.4</b>

Casino revenues for the three months ended June 30, 2021 were 60.9% of operating revenues, compared to 11.0% for the same period of 2020. Non-casino revenues for the three months ended June 30, 2021 were 39.1% of operating revenues, compared to 89.0% for the same period of 2020.

**Casino revenues**

Casino revenues increased primarily due to increased table drop, table games win and slot machine win at our Las Vegas Operations and increased VIP turnover and table games win and mass market table drop, table games win and slot machine win at our Macau Operations. The table games win and slot machine win at Encore Boston Harbor was \$64.9 million and \$89.6 million for the three months ended June 30, 2021, respectively. Our Las Vegas Operations were closed to the public from March 17, 2020 until June 4, 2020. Encore Boston Harbor closed to the public on March 15, 2020, and remained closed through the second quarter of 2020.

The table below sets forth our casino revenues and associated key operating measures (dollars in thousands, except for win per unit per day):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Macau Operations:</b>				
Wynn Palace:				
Total casino revenues	\$ 212,067	\$ (11,428)	\$ 223,495	NM
VIP:				
Average number of table games	94	100	(6)	(6.0)
VIP turnover	\$ 1,811,381	\$ 1,719,825	\$ 91,556	5.3
VIP table games win	\$ 71,570	\$ (29,806)	\$ 101,376	NM
VIP win as a % of turnover	3.95 %	(1.73)%	5.68	
Table games win per unit per day	\$ 8,346	\$ (3,276)	\$ 11,622	NM
Mass market:				
Average number of table games	228	221	7	3.2
Table drop	\$ 707,494	\$ 22,029	\$ 685,465	3,111.6
Table games win	\$ 163,547	\$ 7,168	\$ 156,379	2,181.6
Table games win %	23.1 %	32.5 %	(9.4)	
Table games win per unit per day	\$ 7,877	\$ 357	\$ 7,520	2,106.4
Average number of slot machines	726	480	246	51.3
Slot machine handle	\$ 421,269	\$ 39,415	\$ 381,854	968.8
Slot machine win	\$ 18,772	\$ 2,395	\$ 16,377	683.8
Slot machine win per unit per day	\$ 284	\$ 55	\$ 229	416.4
Wynn Macau:				
Total casino revenues	\$ 142,419	\$ (3,524)	\$ 145,943	NM
VIP:				
Average number of table games	85	91	(6)	(6.6)
VIP turnover	\$ 1,489,912	\$ 607,144	\$ 882,768	145.4
VIP table games win	\$ 39,388	\$ (12,161)	\$ 51,549	NM
VIP win as a % of turnover	2.64 %	(2.00)%	4.64	
Table games win per unit per day	\$ 5,111	\$ (1,471)	\$ 6,582	NM
Mass market:				
Average number of table games	240	229	11	4.8
Table drop	\$ 670,400	\$ 40,817	\$ 629,583	1,542.5
Table games win	\$ 128,921	\$ 3,391	\$ 125,530	3,701.9
Table games win %	19.2 %	8.3 %	10.9	
Table games win per unit per day	\$ 5,903	\$ 163	\$ 5,740	3,521.5
Average number of slot machines	607	440	167	38.0
Slot machine handle	\$ 300,523	\$ 62,011	\$ 238,512	384.6
Slot machine win	\$ 9,223	\$ 2,626	\$ 6,597	251.2
Slot machine win per unit per day	\$ 167	\$ 66	\$ 101	153.0

NM - Not meaningful.

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Las Vegas Operations (1):</b>				
Total casino revenues	\$ 112,775	\$ 24,365	\$ 88,410	362.9
Average number of table games	218	221	(3)	(1.4)
Table drop	\$ 427,014	\$ 90,873	\$ 336,141	369.9
Table games win	\$ 99,021	\$ 17,918	\$ 81,103	452.6
Table games win %	23.2 %	19.7 %	3.5	
Table games win per unit per day	\$ 4,997	\$ 2,998	\$ 1,999	66.7
Average number of slot machines	1,715	1,752	(37)	(2.1)
Slot machine handle	\$ 1,115,149	\$ 246,393	\$ 868,756	352.6
Slot machine win	\$ 78,890	\$ 17,523	\$ 61,367	350.2
Slot machine win per unit per day	\$ 506	\$ 371	\$ 135	36.4
Poker rake	\$ 3,927	\$ —	\$ 3,927	100.0
<b>Encore Boston Harbor (2):</b>				
Total casino revenues	\$ 135,485			
Average number of table games	195			
Table drop	\$ 306,070			
Table games win	\$ 64,874			
Table games win %	21.2 %			
Table games win per unit per day	\$ 3,654			
Average number of slot machines	2,171			
Slot machine handle	\$ 1,094,178			
Slot machine win	\$ 89,560			
Slot machine win per unit per day	\$ 453			

Note: In response to the initial outbreak of COVID-19 in early 2020, each of our properties was subject to partial or full closure for varying lengths of time during 2020, and each has since reopened with certain COVID-19 specific protective measures in place.

(1) Our Las Vegas Operations closed on March 17, 2020 and reopened on June 4, 2020. On October 19, 2020, Encore at Wynn Las Vegas adjusted its operating schedule to five days/four nights each week due to reduced customer demand levels. This adjusted operating schedule remained in effect through the first quarter of 2021, and on April 8, 2021, Encore at Wynn Las Vegas resumed full operations.

(2) Encore Boston Harbor casino revenues and associated key operating measures for the second quarter of 2020 have been omitted from the table. As a result of the COVID-19 pandemic, our operations at Encore Boston Harbor were closed throughout the second quarter in 2020.

### Non-casino revenues

The table below sets forth our room revenues and associated key operating measures:

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Macau Operations:</b>				
Wynn Palace:				
Total room revenues (dollars in thousands)	\$ 20,883	\$ 2,431	\$ 18,452	759.0
Occupancy	70.6 %	4.4 %	66.2	
ADR	\$ 180	\$ 339	\$ (159)	(46.9)
REVPAR	\$ 127	\$ 15	\$ 112	746.7
Wynn Macau:				
Total room revenues (dollars in thousands)	\$ 13,427	\$ 2,631	\$ 10,796	410.3
Occupancy	68.0 %	7.5 %	60.5	
ADR	\$ 198	\$ 342	\$ (144)	(42.1)
REVPAR	\$ 135	\$ 25	\$ 110	440.0
<b>Las Vegas Operations (1):</b>				
Total room revenues (dollars in thousands)	\$ 93,785	\$ 12,353	\$ 81,432	659.2
Occupancy	67.2 %	43.7 %	23.5	
ADR	\$ 333	\$ 226	\$ 107	47.3
REVPAR	\$ 224	\$ 99	\$ 125	126.3
<b>Encore Boston Harbor (2)(3):</b>				
Total room revenues (dollars in thousands)	\$ 9,670			
Occupancy	87.8 %			
ADR	\$ 304			
REVPAR	\$ 267			

(1) Wynn Las Vegas closed on March 17, 2020 and reopened on June 4, 2020.

(2) Encore Boston Harbor room revenues and associated key operating measures for the second quarter of 2020 have been omitted from the table. As a result of the COVID-19 pandemic, our operations at Encore Boston Harbor were closed throughout the second quarter in 2020.

(3) Encore Boston Harbor room statistics have been computed based on 53 days of operation in three months ended June 30, 2021, representing the number of nights hotel rooms were offered for sale to the public.

Room revenues increased \$120.4 million, primarily due to higher occupancy at our Las Vegas Operations and our Macau Operations. Encore at Wynn Las Vegas operated on a limited basis with midweek closures throughout the first quarter of 2021 before fully reopening April 8, 2021. Room revenues from Encore Boston Harbor were \$9.7 million. The hotel tower at Encore Boston Harbor was closed pursuant to a state directive from November 6, 2020 through January 25, 2021, when it restored certain operations and reopened its hotel tower on a Thursday through Sunday weekly schedule.

Food and beverage revenues increased \$125.1 million, primarily driven by increased covers at our Las Vegas Operations and our Macau Operations. Food and beverage revenues from Encore Boston Harbor were \$13.9 million.

Entertainment, retail and other revenues increased \$65.6 million, primarily due to an increase in visitation at our Las Vegas Operations and our Macau Operations. Entertainment, retail and other revenues from Encore Boston Harbor were \$6.2 million.



## Operating expenses

The table below presents operating expenses (in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Operating expenses:</b>				
Casino	\$ 381,615	\$ 131,138	\$ 250,477	191.0
Rooms	50,552	30,367	20,185	66.5
Food and beverage	117,106	61,889	55,217	89.2
Entertainment, retail and other	80,922	16,873	64,049	379.6
General and administrative	197,545	152,081	45,464	29.9
Provision for credit losses	441	28,347	(27,906)	(98.4)
Pre-opening	2,495	2,186	309	14.1
Depreciation and amortization	183,307	179,266	4,041	2.3
Property charges and other	5,651	6,567	(916)	(13.9)
<b>Total operating expenses</b>	<b>\$ 1,019,634</b>	<b>\$ 608,714</b>	<b>\$ 410,920</b>	<b>67.5</b>

Total operating expenses increased \$410.9 million compared to the second quarter of 2020, primarily due to increased casino, room, food and beverage, entertainment, retail and other, and general and administrative expenses associated with increased levels of business as our properties recover from the effects of the COVID-19 pandemic, partially offset by decreased provision for credit losses. Operating expenses for the second quarter of 2020 excluded \$75.7 million of expense related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Casino expenses increased \$107.5 million, \$74.8 million, \$22.1 million, and \$46.1 million at Wynn Palace, Wynn Macau, our Las Vegas Operations, and Encore Boston Harbor, respectively. These increases were primarily due to increased gaming tax expense commensurate with the increase in casino revenues at each property. Casino expenses for the second quarter of 2020 excluded expense of \$7.9 million from Encore Boston Harbor and \$12.8 million from our Las Vegas Operations related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Room expenses increased \$14.5 million and \$2.7 million at our Las Vegas Operations and Encore Boston Harbor, respectively. The increases were primarily a result of higher operating costs related to the increase in occupancy at our Las Vegas Operations and Encore Boston Harbor. Room expenses for the second quarter of 2020 excluded expense of \$1.5 million from Encore Boston Harbor and \$8.3 million from our Las Vegas Operations related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Food and beverage expenses increased \$46.0 million and \$4.4 million at our Las Vegas Operations and Encore Boston Harbor, respectively. The increases were primarily a result of higher operating costs related to the increase in food and beverage revenues at each property as well as higher nightlife entertainment costs at our Las Vegas Operations. Food and beverage expenses for the second quarter of 2020 excluded expense of \$20.8 million from our Las Vegas Operations and \$4.8 million from Encore Boston Harbor related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Entertainment, retail and other expenses increased primarily due to marketing expenses incurred by Wynn Interactive. Entertainment, retail and other expenses for the second quarter of 2020 excluded expense of \$4.1 million from our Las Vegas Operations and \$0.7 million from Encore Boston Harbor related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

General and administrative expenses increased primarily due to increases of \$10.8 million and \$5.1 million at Encore Boston Harbor and our Las Vegas Operations, respectively. These increases were primarily attributable to increased payroll, operating costs, and general and administrative expenses. In addition, corporate and other general and administrative expenses

increased \$27.3 million, primarily due to a credit of \$27.7 million for the net proceeds of a derivative action settlement recognized during the three months ended June 30, 2020. General and administrative expenses for the second quarter of 2020 excluded expense of \$10.2 million from our Las Vegas Operations and \$4.4 million from Encore Boston Harbor related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Provision for credit losses decreased \$14.8 million and \$8.8 million at Wynn Palace and our Las Vegas Operations, respectively. The decreases were primarily due to the impact of historical collection patterns and expectations of current and future collection trends, as well as the specific review of customer accounts, on our estimated credit loss for the respective periods.

Our property charges and other expenses for the quarter ended June 30, 2021 consisted primarily of asset disposals, abandonments and retirements of \$1.4 million, \$1.2 million, and \$1.0 million at our Las Vegas Operations, Wynn Macau, and Wynn Palace, respectively. Our property charges and other expenses for the quarter ended June 30, 2020 consisted primarily of asset disposals, abandonments and retirements of \$3.6 million and \$1.0 million at Encore Boston Harbor and Wynn Palace, respectively.

#### *Interest expense, net of capitalized interest*

The following table summarizes information related to interest expense (dollars in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Interest expense</b>				
Interest cost, including amortization of debt issuance costs and original issue discount and premium	\$ 150,424	\$ 133,218	\$ 17,206	12.9
Weighted average total debt balance	\$ 12,105,755	\$ 12,143,644		
Weighted average interest rate	4.97 %	4.38 %		

Interest costs increased primarily due to an increase in the weighted average interest rate.

#### *Other non-operating income and expenses*

We incurred a foreign currency remeasurement gain of \$5.6 million and \$2.2 million for the three months ended June 30, 2021 and 2020, respectively. The impact of the exchange rate fluctuation of the Macau pataca, in relation to the U.S. dollar, on the remeasurements of U.S. dollar denominated debt and other obligations from our Macau-related entities drove the variability between periods.

We recorded a gain of \$1.0 million and a loss of \$3.3 million for the three months ended June 30, 2021 and 2020, respectively, from change in derivatives fair value.

#### *Income taxes*

We recorded an income tax expense of \$0.7 million and \$80.9 million for the three months ended June 30, 2021 and 2020, respectively. The 2021 income tax expense primarily related to an increase in valuation allowance for U.S. deferred tax assets and the Macau dividend tax agreement that provides for an annual payment of MOP 12.8 million (approximately \$1.6 million) as complementary tax otherwise due by stockholders of Wynn Macau SA. The 2020 income tax expense primarily related to the increase in the valuation allowances for U.S. foreign tax credits and U.S. loss carryforwards.

#### *Net loss attributable to noncontrolling interests*

Net loss attributable to noncontrolling interests was \$42.0 million and \$97.3 million for the three months ended June 30, 2021 and 2020, respectively. These amounts are primarily related to the noncontrolling interests' share of net loss from WML.

**Financial results for the six months ended June 30, 2021 compared to the six months ended June 30, 2020.**
**Operating revenues**

The following table presents our operating revenues (in thousands):

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Operating revenues</b>				
Macau Operations:				
Wynn Palace	\$ 507,697	\$ 268,231	\$ 239,466	89.3
Wynn Macau	363,679	241,377	122,302	50.7
<b>Total Macau Operations</b>	<b>871,376</b>	<b>509,608</b>	<b>361,768</b>	<b>71.0</b>
Las Vegas Operations	533,782	388,710	145,072	37.3
Encore Boston Harbor	295,331	141,096	154,235	109.3
Corporate and other	26,306	—	26,306	NM
	<b>\$ 1,726,795</b>	<b>\$ 1,039,414</b>	<b>\$ 687,381</b>	<b>66.1</b>

NM - Not meaningful.

The following table presents casino and non-casino operating revenues (in thousands):

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2021	2020		
<b>Operating revenues</b>				
<b>Casino revenues</b>	<b>\$ 1,118,964</b>	<b>\$ 580,202</b>	<b>\$ 538,762</b>	<b>92.9</b>
Non-casino revenues:				
Rooms	213,955	170,096	43,859	25.8
Food and beverage	217,651	173,421	44,230	25.5
Entertainment, retail and other	176,225	115,695	60,530	52.3
<b>Total non-casino revenues</b>	<b>607,831</b>	<b>459,212</b>	<b>148,619</b>	<b>32.4</b>
	<b>\$ 1,726,795</b>	<b>\$ 1,039,414</b>	<b>\$ 687,381</b>	<b>66.1</b>

Casino revenues for the six months ended June 30, 2021 were 64.8% of operating revenues, compared to 55.8% for the same period of 2020. Non-casino revenues for the six months ended June 30, 2021 were 35.2% of operating revenues, compared to 44.2% for the same period of 2020.

## Casino revenues

Casino revenues increased primarily due to increased table drop, table games win and slot machine win at our Las Vegas Operations and Encore Boston Harbor, respectively, and increased mass market table drop and table games win at our Macau Operations. Our Las Vegas Operations were closed to the public from March 17, 2020 until June 4, 2020. Encore Boston Harbor closed to the public on March 15, 2020, and remained closed through the second quarter. The table below sets forth our casino revenues and associated key operating measures (dollars in thousands, except for win per unit per day):

	Six Months Ended June 30,				Perce Change	
	2021		2020			Increase/(Decrease)
<b>Macau Operations (1):</b>						
Wynn Palace:						
Total casino revenues	\$	397,976	\$	196,148	\$ 201,828	10
VIP:						
Average number of table games		99		95	4	
VIP turnover	\$	4,011,563	\$	6,512,279	\$ (2,500,716)	(3)
VIP table games win	\$	168,026	\$	109,763	\$ 58,263	5
VIP win as a % of turnover		4.19	%	1.69	%	2.50
Table games win per unit per day	\$	9,402	\$	6,865	\$ 2,537	3
Mass market:						
Average number of table games		225		201	24	1
Table drop	\$	1,315,012	\$	497,252	\$ 817,760	16
Table games win	\$	295,196	\$	137,882	\$ 157,314	11
Table games win %		22.4	%	27.7	%	(5.3)
Table games win per unit per day	\$	7,249	\$	4,075	\$ 3,174	7
Average number of slot machines		707		596	111	1
Slot machine handle	\$	780,041	\$	464,129	\$ 315,912	6
Slot machine win	\$	33,015	\$	20,800	\$ 12,215	5
Slot machine win per unit per day	\$	258	\$	208	\$ 50	2
Wynn Macau:						
Total casino revenues	\$	281,346	\$	186,604	\$ 94,742	5
VIP:						
Average number of table games		87		86	1	
VIP turnover	\$	3,294,294	\$	3,571,290	\$ (276,996)	(1)
VIP table games win	\$	98,022	\$	110,464	\$ (12,442)	(1)
VIP win as a % of turnover		2.98	%	3.09	%	(0.11)
Table games win per unit per day	\$	6,201	\$	7,623	\$ (1,422)	(1)
Mass market:						
Average number of table games		240		208	32	1
Table drop	\$	1,261,290	\$	619,052	\$ 642,238	10
Table games win	\$	234,104	\$	121,333	\$ 112,771	9
Table games win %		18.6	%	19.6	%	(1.0)
Table games win per unit per day	\$	5,390	\$	3,472	\$ 1,918	5
Average number of slot machines		588		529	59	1
Slot machine handle	\$	601,794	\$	428,549	\$ 173,245	4
Slot machine win	\$	19,431	\$	15,921	\$ 3,510	2
Slot machine win per unit per day	\$	183	\$	179	\$ 4	
Poker rake	\$	—	\$	2,083	\$ (2,083)	(10)

	Six Months Ended June 30,			Percent Change
	2021	2020	Increase/(Decrease)	
<b>Las Vegas Operations (2):</b>				
Total casino revenues	\$ 192,678	\$ 95,660	\$ 97,018	101.4
Average number of table games	195	233	(38)	(16.3)
Table drop	\$ 751,545	\$ 505,806	\$ 245,739	48.6
Table games win	\$ 175,674	\$ 100,584	\$ 75,090	74.7
Table games win %	23.4 %	19.9 %	3.5	
Table games win per unit per day	\$ 4,979	\$ 4,152	\$ 827	19.9
Average number of slot machines	1,631	1,762	(131)	(7.4)
Slot machine handle	\$ 1,906,409	\$ 911,226	\$ 995,183	109.2
Slot machine win	\$ 129,379	\$ 64,197	\$ 65,182	101.5
Slot machine win per unit per day	\$ 438	\$ 350	\$ 88	25.1
Poker rake	\$ 5,794	\$ 2,175	\$ 3,619	166.4
<b>Encore Boston Harbor (3):</b>				
Total casino revenues	\$ 246,964	\$ 101,790	\$ 145,174	142.6
Average number of table games	197	160	37	23.1
Table drop	\$ 540,632	\$ 275,631	\$ 265,001	96.1
Table games win	\$ 114,251	\$ 57,286	\$ 56,965	99.4
Table games win %	21.1 %	20.8 %	0.3	
Table games win per unit per day	\$ 3,201	\$ 4,826	\$ (1,625)	(33.7)
Average number of slot machines	2,031	2,837	(806)	(28.4)
Slot machine handle	\$ 2,007,973	\$ 767,739	\$ 1,240,234	161.5
Slot machine win	\$ 164,380	\$ 59,448	\$ 104,932	176.5
Slot machine win per unit per day	\$ 447	\$ 283	\$ 164	58.0
Poker rake	\$ —	\$ 5,105	\$ (5,105)	(100.0)

In response to the initial outbreak of COVID-19 in early 2020, each of our properties was subject to partial or full closure for varying lengths of time during 2020, and each has since reopened with certain COVID-19 specific protective measures in place.

(1) Our casino operations in Macau were closed for a 15-day period in February 2020 and resumed operations on a reduced basis on February 20, 2020.

(2) Our Las Vegas Operations closed on March 17, 2020 and reopened on June 4, 2020. On October 19, 2020, Encore at Wynn Las Vegas adjusted its operating schedule to five days/four nights each week due to reduced customer demand levels. This adjusted operating schedule remained in effect through the first quarter of 2021, and on April 8, 2021, Encore at Wynn Las Vegas resumed full operations.

(3) Encore Boston Harbor closed on March 15, 2020 and reopened on July 10, 2020. In addition, on November 6, 2020, Encore Boston Harbor temporarily suspended hotel operations and overnight casino operations pursuant to a state directive limiting the operating hours of certain businesses, including restaurants and casinos. On January 25, 2021, the limitations on operating hours were lifted, and Encore Boston Harbor restored 24-hour casino operations and reopened its hotel tower on a Thursday through Sunday weekly schedule.

### Non-casino revenues

The table below sets forth our room revenues and associated key operating measures:

	Six Months Ended June 30,		Increase/(Decrease)	Percent Change
	2021	2020		
<b>Macau Operations:</b>				
Wynn Palace:				
Total room revenues (dollars in thousands)	\$ 37,895	\$ 22,141	\$ 15,754	71.2
Occupancy	65.6 %	23.5 %	42.1	
ADR	\$ 179	\$ 298	\$ (119)	(39.9)
REVPAR	\$ 118	\$ 70	\$ 48	68.6
Wynn Macau:				
Total room revenues (dollars in thousands)	\$ 28,129	\$ 18,542	\$ 9,587	51.7
Occupancy	64.4 %	28.4 %	36.0	
ADR	\$ 219	\$ 324	\$ (105)	(32.4)
REVPAR	\$ 141	\$ 92	\$ 49	53.3
<b>Las Vegas Operations (1):</b>				
Total room revenues (dollars in thousands)	\$ 133,546	\$ 118,458	\$ 15,088	12.7
Occupancy	52.9 %	70.6 %	(17.7)	
ADR	\$ 332	\$ 350	\$ (18)	(5.1)
REVPAR	\$ 176	\$ 247	\$ (71)	(28.7)
<b>Encore Boston Harbor (2) (3):</b>				
Total room revenues (dollars in thousands)	\$ 14,385	\$ 10,955	\$ 3,430	31.3
Occupancy	81.1 %	75.8 %	5.3	
ADR	\$ 294	\$ 292	\$ 2	0.7
REVPAR	\$ 238	\$ 222	\$ 16	7.2

(1) Wynn Las Vegas closed on March 17, 2020 and reopened on June 4, 2020.

(2) Encore Boston Harbor closed on March 15, 2020 and reopened on July 10, 2020.

(3) Encore Boston Harbor room statistics have been computed based on 89 days of operation in six months ended June 30, 2021 and 74 days of operation in six months ended June 30, 2020, representing the number of nights hotel rooms were offered for sale to the public.

Room revenues increased \$43.9 million, primarily due to higher occupancy at our Macau Operations and the closure of our Las Vegas Operations from March 17, 2020 until June 4, 2020, resulting from the adverse effects of the COVID-19 pandemic.

Food and beverage revenues increased \$44.2 million, primarily due to increased covers at our restaurants and an increase in nightlife offerings at our Las Vegas Operations as a result of ongoing recovery from the effects of COVID-19.

Entertainment, retail and other revenues increased \$60.5 million, primarily due to an increase in visitation to our Macau Operations as a result of ongoing recovery from the effects of COVID-19.

## Operating expenses

The table below presents operating losses expenses (in thousands):

	Six Months Ended June 30,		Increase/ (Decrease)	Perce Change
	2021	2020		
<b>Operating expenses:</b>				
Casino	\$ 733,581	\$ 573,828	\$ 159,753	27
Rooms	84,087	103,847	(19,760)	(19)
Food and beverage	191,054	237,799	(46,745)	(19)
Entertainment, retail and other	154,381	62,453	91,928	147
General and administrative	377,319	386,409	(9,090)	(2)
Provision for credit losses	7,808	48,960	(41,152)	(84)
Pre-opening	4,122	4,737	(615)	(13)
Depreciation and amortization	368,428	358,012	10,416	2
Property charges and other	11,268	33,796	(22,528)	(66)
<b>Total operating expenses</b>	<b>\$ 1,932,048</b>	<b>\$ 1,809,841</b>	<b>\$ 122,207</b>	<b>6</b>

Total operating expenses increased \$122.2 million compared to the six months ended June 30, 2020, primarily due to increased casino and entertainment, retail and other expenses, partially offset by decreased room, food and beverage, provision for credit losses, and property charges and other expenses.

Casino expenses increased \$87.5 million, \$44.9 million, and \$30.0 million at Wynn Palace, Wynn Macau, and Encore Boston Harbor, respectively, and decreased \$2.6 million at our Las Vegas Operations. These increases were primarily due to increased gaming tax expense commensurate with the increase in casino revenues at each property, partially offset by lower payroll and operating costs at our Las Vegas Operations.

Room expenses decreased \$15.1 million and \$4.0 million at our Las Vegas Operations and Encore Boston Harbor, respectively. The decreases were primarily a result of lower payroll and operating costs.

Food and beverage expenses decreased \$29.1 million and \$14.4 million at our Las Vegas Operations and Encore Boston Harbor, respectively. The decreases were primarily a result of lower payroll and operating costs.

Entertainment, retail and other expenses increased primarily due to marketing expenses incurred by Wynn Interactive. The increase was partially offset by a decrease in entertainment, retail and other expenses of \$22.5 million at our Las Vegas Operations primarily as a result of lower operating costs.

General and administrative expenses decreased primarily due to decreases of \$8.3 million, \$4.4 million, and \$22.2 million at Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. These decreases were primarily attributable to decreased payroll, operating costs, and general and administrative expenses as a result of the COVID-19 pandemic. These decreases were partially offset by an increase in corporate and other general and administrative expenses of \$24.1 million, primarily due to a credit of \$27.7 million for the net proceeds of a derivative action settlement recognized during the three months ended June 30, 2020.

The provision for credit losses decreased \$20.4 million, \$15.2 million, and \$3.5 million at our Las Vegas Operations, Wynn Palace, and Wynn Macau, respectively. The decreases were primarily due to the impact of historical collection patterns and expectations of current and future collection trends, as well as the specific review of customer accounts, on our estimated credit loss for the respective periods.

For the six months ended June 30, 2021, pre-opening expenses totaled \$4.1 million, which primarily related to restaurant remodels at our Las Vegas Operations. For the six months ended June 30, 2020, pre-opening expenses totaled \$4.7 million, which primarily related to restaurant remodels at our Las Vegas Operations and the meeting and convention expansion at Wynn Las Vegas, which opened in February 2020.

Depreciation and amortization increased primarily due to increased depreciation and amortization expense incurred at Corporate and other and an increase in depreciation expense of \$4.5 million at Encore Boston Harbor associated with equipment placed in service during the six months ended June 30, 2021.

Our property charges and other expenses for the six months ended June 30, 2021 consisted primarily of asset abandonments of \$3.5 million and \$3.2 million at our Las Vegas Operations and Wynn Palace, respectively. Our property charges and other expenses for the six months ended June 30, 2020 consisted primarily of asset disposals, abandonments and retirements of \$23.3 million and \$3.9 million at Wynn Palace and Encore Boston Harbor, respectively.

#### *Interest expense, net of capitalized interest*

The following table summarizes information related to interest expense (dollars in thousands):

	<u>Six Months Ended June 30,</u>		<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
	<u>2021</u>	<u>2020</u>		
<b>Interest expense</b>				
Interest cost, including amortization of debt issuance costs and original issue discount and premium	\$ 303,276	\$ 263,297	\$ 39,979	15.2
Capitalized interest	—	(1,252)	(1,252)	(100.0)
	<u>\$ 303,276</u>	<u>\$ 262,045</u>	<u>\$ 41,231</u>	15.7
Weighted average total debt balance	\$ 12,365,615	\$ 11,496,999		
Weighted average interest rate	4.90 %	4.57 %		

Interest costs increased primarily due to an increase in the weighted average debt balance and the weighted average interest rate. Capitalized interest decreased due to the completion of the meeting and convention expansion in February 2020.

#### *Other non-operating income and expenses*

We incurred a foreign currency remeasurement loss of \$5.5 million and a gain of \$12.6 million for the six months ended June 30, 2021 and 2020, respectively. The impact of the exchange rate fluctuation of the Macau pataca, in relation to the U.S. dollar, on the remeasurements of U.S. dollar denominated debt and other obligations from our Macau-related entities drove the variability between periods.

We recorded a gain of \$5.4 million and a loss of \$19.0 million for the six months ended June 30, 2021 and 2020, respectively, from change in derivatives fair value.

We recorded a \$1.3 million loss on extinguishment of debt for the six months ended June 30, 2021 related to the partial prepayment of the Wynn Macau Term Loan. We recorded a \$1.5 million loss on extinguishment of debt for the six months ended June 30, 2020 primarily related to the partial prepayment of the Wynn Macau Term Loan.

#### *Income taxes*

We recorded an income tax expense of \$1.2 million and \$156.7 million for the six months ended June 30, 2021 and 2020, respectively. The 2021 income tax expense primarily related to an increase in valuation allowance for U.S. deferred tax assets and the Macau dividend tax agreement that provides for an annual payment of MOP 12.8 million (approximately \$1.6 million) as complementary tax otherwise due by stockholders of Wynn Macau SA. The 2020 income tax expense primarily related to the increase in the valuation allowances for U.S. foreign tax credits and U.S. loss carryforwards.

#### *Net loss attributable to noncontrolling interests*

Net loss attributable to noncontrolling interests was \$97.2 million and \$145.5 million for the six months ended June 30, 2021 and 2020, respectively. These amounts are primarily related to the noncontrolling interests' share of net loss from WML.



## Adjusted Property EBITDA

We use Adjusted Property EBITDA to manage the operating results of our segments. Adjusted Property EBITDA is net loss before interest, income taxes, depreciation and amortization, pre-opening expenses, property charges and other, management and license fees, corporate expenses and other (including intercompany golf course, meeting and convention, and water rights leases), stock-based compensation, change in derivatives fair value, loss on extinguishment of debt, and other non-operating income and expenses. Adjusted Property EBITDA is presented exclusively as a supplemental disclosure because management believes that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Management uses Adjusted Property EBITDA as a measure of the operating performance of its segments and to compare the operating performance of its properties with those of its competitors, as well as a basis for determining certain incentive compensation. We also present Adjusted Property EBITDA because it is used by some investors to measure a company's ability to incur and service debt, make capital expenditures and meet working capital requirements. Gaming companies have historically reported EBITDA as a supplement to GAAP. In order to view the operations of their casinos on a more stand-alone basis, gaming companies, including us, have historically excluded from their EBITDA calculations preopening expenses, property charges, corporate expenses and stock-based compensation, that do not relate to the management of specific casino properties. However, Adjusted Property EBITDA should not be considered as an alternative to operating income as an indicator of our performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure determined in accordance with GAAP. Unlike net income, Adjusted Property EBITDA does not include depreciation or interest expense and therefore does not reflect current or future capital expenditures or the cost of capital. We have significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, income taxes and other non-recurring charges, which are not reflected in Adjusted Property EBITDA. Also, our calculation of Adjusted Property EBITDA may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

The following table summarizes Adjusted Property EBITDA (in thousands) for Wynn Palace, Wynn Macau, Las Vegas Operations, and Encore Boston Harbor as reviewed by management and summarized in Item 1—"Notes to Condensed Consolidated Financial Statements," Note 17, "Segment Information." That footnote also presents a reconciliation of Adjusted Property EBITDA to net loss attributable to Wynn Resorts, Limited.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2021	2020	Increase/ (Decrease)	Percent Change	2021	2020	Increase/ (Decrease)	Percent Change
Wynn Palace	\$ 53,555	\$ (110,908)	\$ 164,463	NM	\$ 80,924	\$ (100,732)	\$ 181,656	NM
Wynn Macau	14,086	(82,646)	96,732	NM	30,642	(63,438)	94,080	NM
Las Vegas Operations	133,222	(75,564)	208,786	NM	161,303	(97,641)	258,944	NM
Encore Boston Harbor	46,916	(53,779)	100,695	NM	77,279	(66,415)	143,694	NM
Corporate and other	(40,899)	—	(40,899)	NM	(84,368)	—	(84,368)	NM

NM - Not meaningful.

Adjusted Property EBITDA at Wynn Palace increased \$164.5 million and \$181.7 million for the three and six months ended June 30, 2021, respectively, primarily due to an increase in operating revenues, partially offset by an increase in operating expenses.

Adjusted Property EBITDA at Wynn Macau increased \$96.7 million and \$94.1 million for the three and six months ended June 30, 2021, respectively, primarily due to an increase in operating revenues, partially offset by an increase in operating expenses.

Adjusted Property EBITDA at our Las Vegas Operations increased \$208.8 million for the three months ended June 30, 2021, primarily due to an increase in operating revenues, partially offset by an increase in operating expenses. Adjusted Property EBITDA at our Las Vegas Operations increased \$258.9 million for the six months ended June 30, 2021, primarily due to an increase in operating revenues and a decrease in operating expenses. Our Las Vegas Operations closed to the public on March 17, 2020, and reopened on June 4, 2020 on a reduced basis. Adjusted Property EBITDA for our Las Vegas Operations for the second quarter of 2020 excluded the impact of \$56.4 million of expense related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Adjusted Property EBITDA at Encore Boston Harbor increased \$100.7 million and \$143.7 million for the three and six months ended June 30, 2021, respectively, primarily due to an increase in operating revenues, partially offset by an increase in operating expenses. Encore Boston Harbor closed to the public on March 15, 2020, and remained closed through the second quarter of 2020. Adjusted Property EBITDA for Encore Boston Harbor for the second quarter of 2020 excluded the impact of \$19.3 million of expense related to our commitment to pay salary, tips, and benefits continuation for all of our U.S. employees for the period from April 1 through May 15, 2020, which we accrued during the first quarter of 2020.

Refer to the discussions above regarding the specific details of our results of operations.

## Liquidity and Capital Resources

Our cash flows were as follows (in thousands):

<i>Cash Flows - Summary</i>	Six Months Ended June 30,	
	2021	2020
<b>Cash flows from operating activities</b>	<b>\$ (226,807)</b>	<b>\$ (607,987)</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures, net of construction payables and retention	(110,045)	(191,682)
Purchase of intangible and other assets	(15,741)	—
Proceeds from sale of assets and other	3,502	3,733
<b>Net cash used in investing activities</b>	<b>(122,284)</b>	<b>(187,949)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of long-term debt	50,058	2,894,134
Repayments of long-term debt	(1,205,099)	(527,535)
Proceeds from issuance of Wynn Resorts, Limited common stock	841,896	—
Repurchase of common stock	(4,563)	(8,437)
Finance lease payments	(7,784)	(74)
Proceeds from exercise of stock options	—	70
Dividends paid	(388)	(108,074)
Distribution to noncontrolling interest	(6,479)	(998)
Proceeds from issuance of subsidiary common stock	4,662	—
Payments for financing costs	(2,152)	(13,196)
<b>Net cash (used in) provided by financing activities</b>	<b>(329,849)</b>	<b>2,235,890</b>
<b>Effect of exchange rate on cash, cash equivalents and restricted cash</b>	<b>1,641</b>	<b>4,341</b>
<b>(Decrease) increase in cash, cash equivalents and restricted cash</b>	<b>\$ (677,299)</b>	<b>\$ 1,444,295</b>

### *Operating Activities*

Our operating cash flows primarily consist of operating income (excluding depreciation and amortization and other non-cash charges), interest paid and earned, and changes in working capital accounts such as receivables, inventories, prepaid expenses, and payables. Our table games play is a mix of cash play and credit play, while our slot machine play is conducted primarily on a cash basis. A significant portion of our table games revenue is attributable to the play of a limited number of premium international customers who gamble on credit. The ability to collect these gaming receivables may impact our operating cash flow for the period. Our rooms, food and beverage, and entertainment, retail and other revenue is conducted on a cash and credit basis. Accordingly, operating cash flows will be impacted by changes in operating income and accounts receivable, net.

During the six months ended June 30, 2021, the decrease in net cash used in operating activities was primarily due to increased operating revenues, partially offset by an increase in operating expenses and changes in working capital accounts. During the six months ended June 30, 2020, the decrease in net cash provided by operations was primarily due to the adverse effects of the COVID-19 pandemic on the results of our operations.

### *Investing Activities*

Our investing activities primarily consist of project capital expenditures, such as the construction of the meeting and convention expansion at Wynn Las Vegas, which opened in February 2020, as well as maintenance capital expenditures

associated with maintaining and continually refining our world-class integrated resort properties. In light of the unprecedented COVID-19 pandemic and our focus on safeguarding the Company's operations and the well-being of our employees, we temporarily postponed major project capital expenditures for 2020.

During the six months ended June 30, 2021, we incurred capital expenditures of \$54.6 million at our Las Vegas Operations primarily related to the Wynn Las Vegas room remodel, and \$17.9 million at Encore Boston Harbor, \$13.6 million at Wynn Palace, and \$9.8 million at Wynn Macau primarily related to maintenance capital expenditures.

During the six months ended June 30, 2020, we incurred capital expenditures of \$48.1 million at Encore Boston Harbor primarily for the payment of construction retention and other payables related to its construction, \$57.5 million at our Las Vegas Operations for restaurant remodels and maintenance capital expenditures, \$23.1 million for the construction of the additional meeting and convention space at Wynn Las Vegas, and \$27.5 million and \$32.5 million at Wynn Palace and Wynn Macau, respectively, primarily related to maintenance capital expenditures.

### **Financing Activities**

During the six months ended June 30, 2021, we received proceeds of \$841.9 million from our February 2021 equity offering and used \$716.0 million of the proceeds from the equity offering to repay the outstanding borrowings under the WRF Revolver. In addition, we borrowed \$50.1 million under the Wynn Macau Revolver, paid \$464.7 million of outstanding principal owed under the Wynn Macau Term Loan, and made quarterly amortization payments under the WRF Term Loan totaling \$25.0 million.

During the six months ended June 30, 2020, we issued \$750.0 million aggregate principal amount of WML 5 1/2% Senior Notes due 2026, issued \$600.0 million aggregate principal amount of WRF 7 3/4% Senior Notes due 2025, borrowed \$376.0 million, net of amounts repaid, under the Wynn Macau Revolver, borrowed \$816.0 million under the WRF Revolver, prepaid \$150.2 million of outstanding principal owed under the Wynn Macau Term Loan, and made quarterly amortization payments under the WRF Term Loan totaling \$25.0 million. In addition, we used cash of \$108.1 million for the payment of dividends.

### **Capital Resources**

The COVID-19 pandemic has impacted and will continue to impact, materially, our business, financial condition and results of operations. While we believe our strong liquidity position will enable us to fund our current obligations for the foreseeable future, COVID-19 has resulted in significant disruption, which has had and will continue to have a negative impact on our operating income and could have a negative impact on our ability to access capital in the future. We continue to monitor the rapidly evolving situation and guidance from international and domestic authorities.

The following table summarizes our unrestricted cash and cash equivalents and available revolver borrowing capacity under the Company as of June 30, 2021 (in thousands):

	Total Cash and Cash Equivalents	Revolver Borrowing Capacity
Wynn Resorts (Macau) S.A. and subsidiaries	\$ 253,025	\$ 293,211
Wynn Macau, Limited and subsidiaries (1)	1,469,212	—
Wynn Resorts Finance, LLC (2)	272,277	834,195
Wynn Resorts, Limited and other	808,202	—
<b>Total</b>	<b>\$ 2,802,716</b>	<b>\$ 1,127,406</b>

(1) Excluding Wynn Resorts (Macau) S.A. and subsidiaries.

(2) Excluding Wynn Macau, Limited and subsidiaries.

*Wynn Resorts (Macau) S.A. and subsidiaries.* Wynn Resorts (Macau) S.A. ("Wynn Macau SA") generates cash from our Macau Operations and utilizes its revolver to fund short term working capital requirements as needed. We expect to use this cash to service our existing Wynn Macau Credit Facilities, make distributions to WML, and fund working capital and capital expenditure requirements at our Macau Operations.

The Wynn Macau Credit Facilities contain customary negative and financial covenants, including, but not limited to, leverage ratio and interest coverage ratio tests (as defined in the Wynn Macau Credit Facilities) that could restrict its ability to

make distributions to WML and incur additional indebtedness. Wynn Macau SA is required to maintain a leverage ratio of not greater than 4.00 to 1 and an interest coverage ratio of not less than 2.00 to 1. Wynn Macau SA complied with these ratios for the three months ended June 30, 2021.

In January 2021, Wynn Macau SA prepaid approximately \$412.5 million of the term loan outstanding under the Wynn Macau Credit Facilities using proceeds from WML senior notes issuances.

In August 2021, a subsidiary of WML received lender commitments for a senior unsecured revolving credit facility in an aggregate principal amount of up to \$1.50 billion with a final maturity four years from inception. The Company expects to enter into the facility during the third quarter of 2021, and to use a portion of the net proceeds from borrowings under the new facility to facilitate the repayment of the outstanding \$1.26 billion of borrowings under the existing Wynn Macau Credit Facilities at closing.

The Company is currently designing the second phase of Wynn Palace. We do not expect to incur significant capital expenditures related to the construction of this project in 2021.

*Wynn Macau, Limited and subsidiaries.* Wynn Macau, Limited ("WML") primarily generates cash through distributions from Wynn Macau SA. We expect to use WML's cash to service our existing WML Senior Notes, pay dividends to shareholders of WML (of which we own approximately 72%), and fund working capital requirements at WML.

WML paid no dividends during 2020 or the six months ended June 30, 2021. The WML board of directors will be continuously monitoring the situation and market conditions in Macau and Greater China and may consider a special dividend in the future when such conditions have stabilized.

If our portion of our cash and cash equivalents were repatriated to the U.S. on June 30, 2021, it would be subject to minimal U.S. taxes in the year of repatriation.

*Wynn Resorts Finance, LLC and subsidiaries.* Wynn Resorts Finance, LLC ("WRF" or "Wynn Resorts Finance") generates cash from distributions from its subsidiaries, which include our Macau Operations, Wynn Las Vegas, and Encore Boston Harbor, and contributions from Wynn Resorts, as required. In addition, WRF may utilize its available revolving borrowing capacity as needed. We expect to use this cash to service our WRF Credit Facilities, 2025 WRF Notes, 2029 WRF Notes, and WLV Notes, and to fund working capital and capital expenditure requirements as needed.

WRF is a holding company and, as a result, its ability to pay dividends to Wynn Resorts is dependent on WRF receiving distributions from its subsidiaries, which include WML, Wynn Las Vegas, LLC, and Wynn MA, LLC (the owner and operator of Encore Boston Harbor). The WRF Credit Agreement contains customary negative and financial covenants, including, but not limited to, covenants that restrict WRF's ability to pay dividends or distributions and incur additional indebtedness.

Wynn Las Vegas is currently undergoing its planned room remodel, which we temporarily postponed during 2020. We expect to incur between \$150 million and \$170 million of remaining project costs related to this remodel, which we expect to complete during the first quarter of 2022.

The Company repaid \$716.0 million of the outstanding borrowings under the WRF Revolver in February 2021, using proceeds from the February 2021 equity offering described below.

*Wynn Resorts, Limited and other subsidiaries.* Wynn Resorts, Limited is a holding company and, as a result, our ability to pay dividends is dependent on our ability to obtain funds and our subsidiaries' ability to provide funds to us. Wynn Resorts, Limited and other primarily generates cash from royalty and management agreements with our resorts, dividends and distributions from our subsidiaries, and the operations of the Retail Joint Venture of which we own 50.1%. We expect to use this cash to service our Retail Term Loan and for general corporate purposes.

On February 11, 2021, the Company completed a registered public offering of 7,475,000 newly issued shares of its common stock, par value \$0.01 per share, at a price of \$115.00 per share for proceeds of \$841.9 million, net of \$17.7 million in underwriting discounts, commissions and other expenses. The Company used \$716.0 million of the net proceeds from this equity offering to repay the outstanding borrowings under the WRF revolver in February 2021, and intends to use the remaining net proceeds for general corporate purposes.

On May 10, 2021, Wynn Interactive entered into a business combination agreement (the "Business Combination Agreement") with Austerlitz Acquisition Corporation I, a Cayman Islands exempted company ("Austerlitz I"), and Wave Merger Sub Limited, an exempted company limited by shares incorporated in Bermuda and a direct, wholly owned subsidiary of Austerlitz I ("Merger Sub"). The Business Combination Agreement provides for, among other things, the consummation of the following transactions: (i) Austerlitz I will transfer by way of continuation from the Cayman Islands to Bermuda and change its name to "Wynn Interactive, Limited"; and (ii) Merger Sub will merge with and into Wynn Interactive (the "Merger"), with Wynn Interactive being the surviving company of the Merger and direct, wholly owned subsidiary of Austerlitz I. Upon closing of the transaction, assuming no share redemptions by the public stockholders of Austerlitz I, the Company is expected to retain approximately 58% equity interest (and approximately 72% voting interest) in Wynn Interactive. We expect the assets of the combined business to include approximately \$634.0 million of net cash currently held by Austerlitz I. The proposed business combination is expected to close by the end of 2021, subject to approval by Austerlitz I's stockholders, gaming regulatory approval and other customary closing conditions.

#### *Other Factors Affecting Liquidity*

We may refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of the indebtedness on acceptable terms or at all.

Legal proceedings in which we are involved also may impact our liquidity. No assurance can be provided as to the outcome of such proceedings. In addition, litigation inherently involves significant costs. For information regarding legal proceedings, see Note 15, "Commitments and Contingencies."

Our Board of Directors has authorized an equity repurchase program of up to \$1.0 billion. Under the equity repurchase program, we may repurchase the Company's outstanding shares from time to time through open market purchases, in privately negotiated transactions, and under plans complying with Rules 10b5-1 and 10b-18 under the Exchange Act. As of June 30, 2021, we had \$800.1 million in repurchase authority remaining under the program. We did not repurchase shares under the repurchase program during the six months ended June 30, 2021.

We have in the past repurchased, and in the future, we may periodically consider repurchasing our outstanding notes for cash. The amount of any notes to be repurchased, as well as the timing of any repurchases, will be based on business, market and other conditions and factors, including price, contractual requirements or consents, and capital availability.

New business developments or other unforeseen events, including related to COVID-19, may occur, resulting in the need to raise additional funds. We continue to explore opportunities to develop additional gaming or related businesses in domestic and international markets. There can be no assurances regarding the business prospects with respect to any other opportunity. Any new development may require us to obtain additional financing. We may decide to conduct any such development through Wynn Resorts, Limited or through subsidiaries separate from the Las Vegas, Boston or Macau-related entities.

#### *Off-Balance Sheet Arrangements*

We have not entered into any transactions with special purpose entities nor do we engage in any derivatives except for an interest rate collar associated with our Retail Term Loan. We do not have any retained or contingent interest in assets transferred to an unconsolidated entity. As of June 30, 2021, we had outstanding letters of credit totaling \$15.8 million.

#### **Critical Accounting Policies and Estimates**

A description of our critical accounting policies is included in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2020. There have been no significant changes to these policies for the six months ended June 30, 2021.

#### **Recently Adopted Accounting Standards and Accounting Standards Issued But Not Yet Adopted**

See related disclosure in Note 2, "Basis of Presentation and Significant Accounting Policies."

## Forward-Looking Statements

We make forward-looking statements in this Quarterly Report on Form 10-Q based upon the beliefs and assumptions of our management and on information currently available to us. Forward-looking statements include, but are not limited to, information about our business strategy, development activities, competition and possible or assumed future results of operations, throughout this report and are often preceded by, followed by or include the words "may," "will," "should," "would," "could," "believe," "expect," "anticipate," "estimate," "intend," "plan," "continue" or the negative of these terms or similar expressions.

Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those we express in these forward-looking statements, including the risks and uncertainties in Item 1A — "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2020 and other factors we describe from time to time in our periodic filings with the Securities and Exchange Commission ("SEC"), such as:

- extensive regulation of our business and the cost of compliance or failure to comply with applicable laws and regulations;
- pending or future claims and legal proceedings, regulatory or enforcement actions or probity investigations;
- our ability to maintain our gaming licenses and concessions, including the renewal or extension of the concession in Macau that expires on June 26, 2022;
- our dependence on key employees;
- general global political and economic conditions, in the U.S. and China (including the Chinese government's ongoing anti-corruption campaign), which may impact levels of travel, leisure, and consumer spending;
- restrictions or conditions on visitation by citizens of PRC to Macau;
- the impact on the travel and leisure industry from factors such as an outbreak of an infectious disease, public incidents of violence, riots, demonstrations, extreme weather patterns or natural disasters, military conflicts, civil unrest, and any future security alerts and/or terrorist attacks;
- doing business in foreign locations such as Macau;
- our ability to maintain our customer relationships and collect and enforce gaming receivables;
- our relationships with Macau gaming promoters;
- our dependence on a limited number of resorts and locations for all of our cash flow and our subsidiaries' ability to pay us dividends and distributions;
- competition in the casino/hotel and resort industries and actions taken by our competitors, including new development and construction activities of competitors;
- factors affecting the development and success of new gaming and resort properties (including limited labor resources, government labor and gaming policies and transportation infrastructure in Macau; and cost increases, environmental regulation, and our ability to secure necessary permits and approvals in Everett, Massachusetts);
- construction risks (including disputes with and defaults by contractors and subcontractors; construction, equipment or staffing problems; shortages of materials or skilled labor; environment, health and safety issues; and unanticipated cost increases);
- legalization and growth of gaming in other jurisdictions;
- any violations by us of the anti-money laundering laws or Foreign Corrupt Practices Act;
- adverse incidents or adverse publicity concerning our resorts or our corporate responsibilities;
- changes in gaming laws or regulations;
- changes in federal, foreign, or state tax laws or the administration of such laws;
- continued compliance with all provisions in our debt agreements;
- conditions precedent to funding under our credit facilities;
- leverage and debt service (including sensitivity to fluctuations in interest rates);
- cybersecurity risk, including cyber and physical security breaches, system failure, computer viruses, and negligent or intentional misuse by customers, company employees, or employees of third-party vendors;
- our ability to protect our intellectual property rights; and
- our current and future insurance coverage levels.

Further information on potential factors that could affect our financial condition, results of operations and business are included in this report and our other filings with the SEC. You should not place undue reliance on any forward-looking statements, which are based only on information available to us at the time this statement is made. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices.

#### ***Interest Rate Risks***

One of our primary exposures to market risk is interest rate risk associated with our debt facilities that bear interest based on floating rates. We attempt to manage interest rate risk by managing the mix of long-term fixed rate borrowings and variable rate borrowings, supplemented by hedging activities as believed by us to be appropriate. We cannot assure you that these risk management strategies will have the desired effect, and interest rate fluctuations could have a negative impact on our results of operations.

#### ***Interest Rate Sensitivity***

As of June 30, 2021, approximately 77% of our long-term debt was based on fixed rates. Based on our borrowings as of June 30, 2021, an assumed 100 basis point change in the variable rates would cause our annual interest expense to change by \$22.3 million.

In order to mitigate exposure to interest rate fluctuations on the Retail Term Loan, the Company entered into a five year interest rate collar with a notional value of \$615.0 million. The interest rate collar establishes a range whereby the Company will pay the counterparty if one-month LIBOR falls below the established floor rate of 1.00%, and the counterparty will pay the Company if one-month LIBOR exceeds the ceiling rate of 3.75%.

#### ***Foreign Currency Risks***

We expect most of the revenues and expenses for any casino that we operate in Macau will be denominated in Hong Kong dollars or Macau patacas; however, a significant portion of our Wynn Macau, Limited debt is denominated in U.S. dollars. Fluctuations in the exchange rates resulting in weakening of the Macau pataca or the Hong Kong dollar in relation to the U.S. dollar could have materially adverse effects on our results, financial condition and ability to service debt. Based on our balances as of June 30, 2021, an assumed 1% change in the U.S. dollar/Hong Kong dollar exchange rate would cause a foreign currency transaction gain/loss of \$39.8 million.

### **Item 4. Controls and Procedures**

#### **Disclosure Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, the Company's CEO and CFO have concluded that, as of the period covered by this report, the Company's disclosure controls and procedures were effective, at the reasonable assurance level, in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and were effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter to which this report relates that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



## Part II. OTHER INFORMATION

### Item 1. Legal Proceedings

We are occasionally party to lawsuits. As with all litigation, no assurance can be provided as to the outcome of such matters and we note that litigation inherently involves significant costs. For information regarding the Company's legal proceedings see Item 1—"Notes to Condensed Consolidated Financial Statements," Note 15, "Commitments and Contingencies" of Part I in this Quarterly Report on Form 10-Q.

### Item 1A. Risk Factors

A description of our risk factors can be found in Item 1A, Part I of our Annual Report on Form 10-K for the year ended December 31, 2020. There were no material changes to those risk factors during the six months ended June 30, 2021.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### *Issuer Purchases of Equity Securities*

The following table summarizes the share repurchases in satisfaction of tax withholding obligations on vested restricted stock during the quarter ended June 30, 2021:

For the Month Ended	Number of Shares Repurchased	Weighted Average Price Paid Per Share	Approximate Dollar Value Repurchased Shares (in thousands)
April 30, 2021	369	\$ 127.81	\$ 47,1
May 31, 2021	459	\$ 127.78	\$ 58,6
June 30, 2021	768	\$ 132.06	\$ 101,4

None of the foregoing repurchases that occurred during the three months ended June 30, 2021 were part of the Company's publicly announced repurchase program. As of June 30, 2021, we had \$800.1 million in repurchase authority under the program.

### Item 5. Other Information

None.

**Item 6. Exhibits**

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Third Amended and Restated Articles of Incorporation of the Registrant. (Incorporated by reference from the Quarterly Report on Form 10-Q filed by the Registrant on May 8, 2015.)</a>
3.2	<a href="#">Ninth Amended and Restated Bylaws of the Registrant. (Incorporated by reference from the Annual Report on Form 10-K filed by the Registrant on February 28, 2020.)</a>
10.1	<a href="#">Fourth Amended and Restated Employment Agreement dated as of May 24, 2021, by and between Wynn Resorts, Limited and Craig S. Billings. (Incorporated by reference from the Current Report on Form 8-K filed by the Registrant on May 28, 2021.)</a>
*31.1	<a href="#">Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a – 14(a) and Rule 15d – 14(a).</a>
*31.2	<a href="#">Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a – 14(a) and Rule 15d – 14(a).</a>
*32	<a href="#">Certification of CEO and CFO Pursuant to 19 U.S.C. Section 1350.</a>
101	The following material from Wynn Resorts, Limited's Quarterly Report on Form 10-Q, formatted in Inline XBRL (Inline Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets as of June 30, 2021 and December 31, 2020; (ii) the Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2021 and 2020; (iii) the Condensed Consolidated Statements of Comprehensive Loss for the three and six months ended June 30, 2021 and 2020; (iv) the Condensed Consolidated Statements of Stockholders' Equity (Deficit) for the three and six months ended June 30, 2021 and 2020; (v) the Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2021 and 2020; and (vi) Notes to Condensed Consolidated Financial Statements. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File - The cover page XBRL tags are embedded within the Inline XBRL document.

Wynn Resorts, Limited agrees to furnish to the U.S. Securities and Exchange Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the company.

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 6, 2021

**WYNN RESORTS, LIMITED**

By: /s/ Craig S. Billings  
Craig S. Billings  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**Certification of the Chief Executive Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Matt Maddox, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wynn Resorts, Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2021

/s/ Matt Maddox

Matt Maddox

Director, Chief Executive Officer

(Principal Executive Officer)

**Certification of the Chief Executive Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Craig S. Billings, certify that:

1. I have reviewed this Annual Report on Form 10-K of Wynn Resorts, Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2021

/s/ Craig S. Billings  
Craig S. Billings  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

**Certification of CEO and CFO Pursuant to  
18 U.S.C. Section 1350, as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Wynn Resorts, Limited (the "Company") for the quarter ended June 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Matt Maddox, as Chief Executive Officer of the Company, and Craig S. Billings, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Matt Maddox

Name: Matt Maddox  
Title: Director, Chief Executive Officer  
(Principal Executive Officer)  
Date: August 6, 2021

/s/ Craig S. Billings

Name: Craig S. Billings  
Title: Chief Financial Officer  
(Principal Financial and Accounting Officer)  
Date: August 6, 2021

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Wynn Resorts, Limited and will be retained by Wynn Resorts, Limited and furnished to the Securities and Exchange Commission or its staff upon request.