



# VICI

## ROCKY GAP CASINO RESORT TRANSACTION OVERVIEW AUGUST 25, 2022

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EXPERIENCE



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With respect to the Adjusted EBITDAR of Rocky Gap, while VICI believes that this non-GAAP measure included in this presentation is reliable, this information was prepared by Golden Entertainment and therefore does not guarantee the accuracy or completeness of this information. See page 8 for a reconciliation to the most directly comparable financial measures calculated in accordance with GAAP.

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# ROCKY GAP – ACQUISITION STRATEGIC RATIONALE

## TRANSACTION HIGHLIGHTS

- ✓ Further develops partnership with Century Casinos, Inc., our existing tenant, by continuing to support growth objectives and expand their portfolio
- ✓ Acquisition added into an existing Master Lease with substantial property level rent coverage support
- ✓ Corporate guarantee from Century Casinos, Inc. (NASDAQ: CNTY), a publicly traded company with additional wholly owned assets
- ✓ Transaction is expected to be immediately accretive to AFFO and acquisition at an attractive spread to VICI's cost of capital
- ✓ Demonstrates VICI's ability to generate consistent growth by adding \$15.5 million of inflation-protected rent at an acquisition cap rate of 7.60%
- ✓ Broadens VICI's geographic diversification with the addition of another Metropolitan Statistical Area
- ✓ Amends the Century Master Lease to extend the initial lease term to fifteen years from the closing date and remove variable rent resets



## ROCKY GAP LOCATION



# ROCKY GAP – TRANSACTION OVERVIEW

**VICI ENTERED INTO DEFINITIVE DOCUMENTATION TO ACQUIRE THE REAL ESTATE ASSETS OF ROCKY GAP<sup>(1)</sup> AND LEASE TO CENTURY CASINOS IN AMENDED EXISTING MASTER LEASE**

ROCKY GAP ACQUISITION		CENTURY CASINOS PARTNERSHIP	
Purchase Price	\$260.0 million (\$203.9 million PropCo / \$56.1 million OpCo)	Tenant	Wholly owned subsidiary of Century Casinos, Inc.
LTM 6/30/22 Adj. EBITDAR of Rocky Gap <sup>(2)</sup>	\$26.3 million	Guarantor	Century Casinos, Inc. (NASDAQ: CNTY)
Asset Level Rent Coverage	1.70x	Triple-Net Lease Terms	Existing Century Master Lease extended such that initial lease term is 15 years from closing, with four 5-year tenant renewal options
Incremental Initial Annual Rent	\$15.5 million	Rent Escalation <sup>(3)</sup>	Greater of 1.25% or the change in CPI
PropCo Multiple Implied RE Cap Rate	13.16x 7.60%	Variable Rent Mechanics	Variable rent to be removed from the amended Century Master Lease
PropCo Consideration	Cash on Balance Sheet / ATM Proceeds	Tenant Capex Requirements	1.0% of net revenue (excluding gaming equipment, IT etc.) annually on a rolling 3-year basis



# ROCKY GAP – PROPERTY OVERVIEW

## PROPERTY OVERVIEW

- Rocky Gap is a full-service casino resort located in Western Maryland, just over two hours from affluent and heavily populated metropolitan areas including Pittsburgh, Baltimore and Washington, D.C.
  - The property is situated on ~270 acres of lakefront land leased from the Maryland Department of Natural Resources that expires in 2052 (plus a 20-year renewal option)
- Rocky Gap also features five F&B outlets, a golf course and 50-bay driving range, a 5,000 sq. ft. event center, an indoor and outdoor pool and a full-service spa, salon and fitness center
- Since 2018, ~\$10 million has been invested in the property to improve the overall guest experience and increase visitation including hotel room and corridor upgrades, construction of a premier, upscale restaurant to replace the buffet, construction of a new sports lounge, golf course improvements and refreshed slot machines

## ASSET HIGHLIGHTS

- ✓ **Only casino resort in Western Maryland, with over 10 million adults within a 100-mile radius**
- ✓ **One-of-a-kind resort offering that combines a picturesque lakefront backdrop with a 25,000+ sq. ft. casino floor anchored by a 198-room hotel**
- ✓ **\$10 million of property investment from 2018 to 2021 has driven increased customer loyalty and spend**

## ROCKY GAP CASINO

**+25,000**  
Sq. ft. of  
Gaming Space

**630 / 16**  
Slot Machines  
and Tables

**198**  
Hotel Rooms

**~270**  
Acres

**~7,000**  
Yard 18-hole  
golf course

**5**  
Food &  
Beverage Options



# CONTINUED PARTNERSHIP WITH CENTURY CASINOS

## CENTURY CASINOS OVERVIEW

- Founded in 1992 by Erwin Haitzmann and Peter Hoetzing, Century Casinos is an international gaming entertainment company that develops and operates gaming establishments as well as related lodging, restaurant, horse racing (including off-track betting) and entertainment facilities primarily in North America
- Century's current portfolio is comprised of 17 casinos, including 6,179 slot machines, 234 table games and 430 hotel rooms
- In December 2019, Century and VICI acquired the operations and real estate of Mountaineer Casino, Racetrack & Resort in New Cumberland, West Virginia, Century Casino Cape Girardeau in Cape Girardeau, Missouri and Century Casino Caruthersville in Caruthersville, Missouri. Century entered into a triple net master lease with VICI
  - Current annual rent under the Century Master Lease is \$25.5 million

## AMENDMENTS TO EXISTING CENTURY MASTER LEASE

	Current Century Master Lease	Amended Century Master Lease
<b>Tenant</b>	• Century Casinos	• No change
<b>Current Base Rent</b>	• \$25.5 million	• <b>\$41.0 million</b>
<b>Current Lease Year</b>	• January 1, 2022 – December 31, 2022 (Lease Year 3)	• <b>Lease term extended such the lease has a full 15-year initial lease term from the closing of the Rocky Gap acquisition</b>
<b>Annual Rent Escalator</b>	<ul style="list-style-type: none"> <li>• 1.0% in Year 2-3</li> <li>• &gt; 1.25% / change in CPI thereafter</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Rent attributable to Rocky Gap will join the Century Master Lease escalation schedule and escalate at the greater of 1.25% or the change in CPI on the next master lease escalation date after a full 12-months has passed following the Rocky Gap closing</b></li> </ul>
<b>Rent Adjustment</b>	• Year 8 & 11: 80% Base (subject to escalator) / 20% Variable	• <b>Rent adjustment eliminated</b>
<b>Variable Rent Adjustment Mechanic</b>	<ul style="list-style-type: none"> <li>• <u>4% of net revenue increase/decrease</u> <ul style="list-style-type: none"> <li>– Year 8: Avg of years 5-7 less avg. of year 1-3</li> <li>– Year 11: Avg of years 8-10 less avg. of years 5-7</li> </ul> </li> </ul>	• <b>Variable rent adjustment mechanic eliminated</b>
<b>Term</b>	• 15-year initial term with four 5-year renewal options	• <b>15-year initial term from closing of the Rocky Gap acquisition with four 5-year renewal options<sup>(1)</sup></b>
<b>Guarantee</b>	• Century Casinos, Inc.	• No change
<b>Capital Expenditure</b>	• Minimum 1% of Net Revenues on a rolling three-year basis for each individual facility; 1% of Net Gaming Revenue per fiscal year for the facilities collectively	• No change



Source: Century Casinos public filings as of Q2 2022

(1) Upon the consummation of the Rocky Gap transaction, the Century Master Lease will be extended such that the lease has a full 15-year initial lease term from the date of consummation.



# MARYLAND IS A LIMITED LICENSE STATE WITH STRONG GROWTH TRENDS

## MARKET & REGULATORY OVERVIEW

### Market Highlights

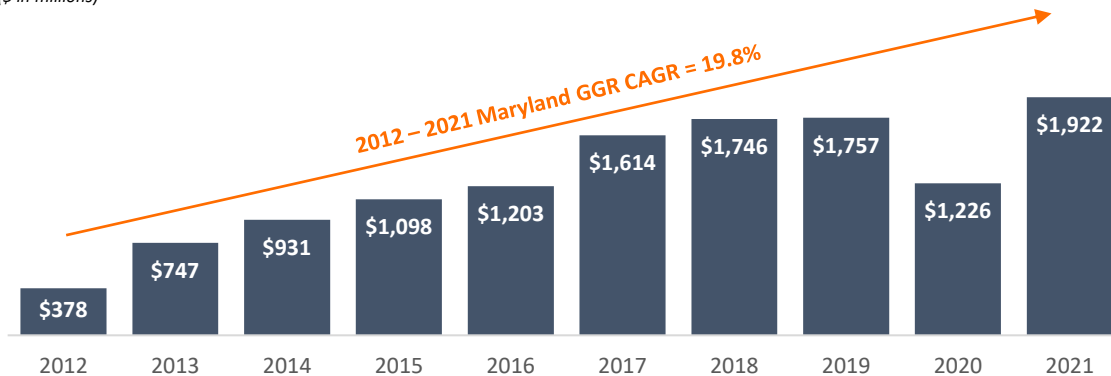
- ✓ State-wide gross gaming revenue ("GGR") has grown each year since gaming began in 2010, aside from COVID-impacted 2020
- ✓ Two of Maryland's casinos were the second and third highest grossing casinos outside of Nevada in 2021
- ✓ Maryland has strong macroeconomic drivers, including employment growth, a diverse economy and proximity to large metropolitan areas

### Regulatory Highlights

- ✓ Maryland voters passed a constitutional amendment allowing a total of five commercial casinos limited to electronic gaming devices in 2008
  - In 2012, lawmakers and voters authorized table games at all casino properties, as well as a license for a sixth commercial casino, MGM National Harbor, in Prince George's County, near Washington D.C.
- ✓ Sports betting was approved by state voters in 2020 and authorized via a state law enacted in May 2021
- ✓ Favorable competitive environment with no new gaming licenses expected and only six currently available

## Stable and Consistent GGR Growth Trends

(\$ in millions)

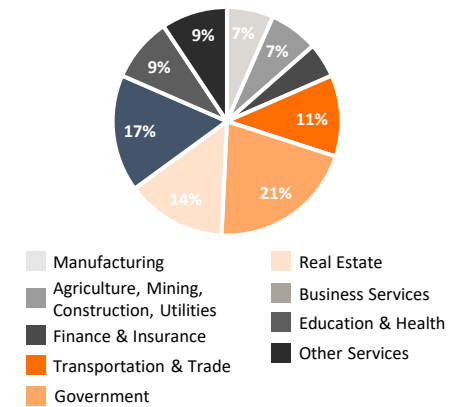


## FAVORABLE MACROECONOMIC TRENDS

### Maryland Employment Growth



### Maryland GDP By Sector (2021)



# RECONCILIATION FROM GAAP TO NON-GAAP FINANCIAL MEASURES

## CALCULATION OF ROCKY GAP ADJUSTED EBITDAR

(\$ in millions)	Twelve Months Ended June 30, 2022
<b>Net Income</b>	<b>\$21.8</b>
Depreciation and Amortization	3.9
Loss on Disposal of Assets	0.5
Other	0.1
<b>Adjusted EBITDAR</b>	<b>\$26.3</b>
Year 1 Annual Rent Attributed to Rocky Gap <sup>(1)</sup>	15.5
<b>LTM Q2'22 Asset Level Rent Coverage</b>	<b>1.70x</b>