

ELDORADO
RESORTS

isle
of
capri
CASINOS INC.

Pennsylvania Gaming Control Board

April 26, 2017



Timeline

Eldorado founded by Donald Carano and Jerry Poncia – opens Eldorado Hotel and Casino

Enters into JV with MGM Resorts International to build Silver Legacy

Acquires Shreveport casino

Announces merger with MTR Gaming Group – closed Sept. 2014, doubles size of company

Acquires remaining 50% interest in Silver Legacy and all of the assets of Circus Circus Reno – closed Nov. 2015

Enters into definitive agreement to acquire Isle of Capri Casinos



1973

1995

2005

2013

2015

2016



Two Highly Complementary Regional Gaming Operators Combine To Establish a Premier Regional Gaming Platform



<p>Transaction consideration</p>	<ul style="list-style-type: none"> ▪ Eldorado Resorts to acquire Isle of Capri for \$23.00 per share ▪ Each Isle shareholder has the option to elect cash or stock consideration for each share of Isle stock <ul style="list-style-type: none"> ▪ Shareholder election is subject to proration procedures so that aggregate consideration is 58% cash and 42% stock ▪ Pro forma for the transaction, Eldorado shareholders will own approximately 62% and Isle of Capri shareholders will own approximately 38% of combined entity
<p>Transaction value</p>	<ul style="list-style-type: none"> ▪ Total Isle purchase price: \$1.7bn¹ inclusive of \$929mm of debt ▪ Acquisition multiple of 8.8x based on Isle standalone LTM 7/24/16 EBITDA of \$194mm ▪ Synergized acquisition multiple of 7.4x pro forma for \$35mm of estimated cost synergies
<p>Financing</p>	<ul style="list-style-type: none"> ▪ The transaction will be financed with <ul style="list-style-type: none"> ▪ New 5 year, \$300mm revolving credit facility and new 7 year \$1,450mm Term Loan B ▪ New 8 year, \$375mm Senior Notes
<p>Management and Governance</p>	<ul style="list-style-type: none"> ▪ Eldorado CEO, and President & CFO will maintain their respective positions at the pro forma company ▪ Isle will designate two new directors subject to mutual agreement between both companies
<p>Approval process</p>	<ul style="list-style-type: none"> ▪ Eldorado and Isle shareholders approved merger on 1/25/17 ▪ Nevada, Iowa, Colorado, Mississippi, Florida, Louisiana, Ohio, and West Virginia have approved the transaction ▪ Anticipated approvals from Pennsylvania and Missouri on April 26th ▪ The companies have entered into a support agreement with key shareholders, i.e., Recreational Enterprises (Eldorado) and GFIL Holdings (Isle) to vote in support of the acquisition
<p>Timing</p>	<ul style="list-style-type: none"> ▪ Transaction expected to close in Q2 2017, subject to customary closing conditions

¹ Pro forma for announced sale of Lake Charles for net cash proceeds of \$124mm

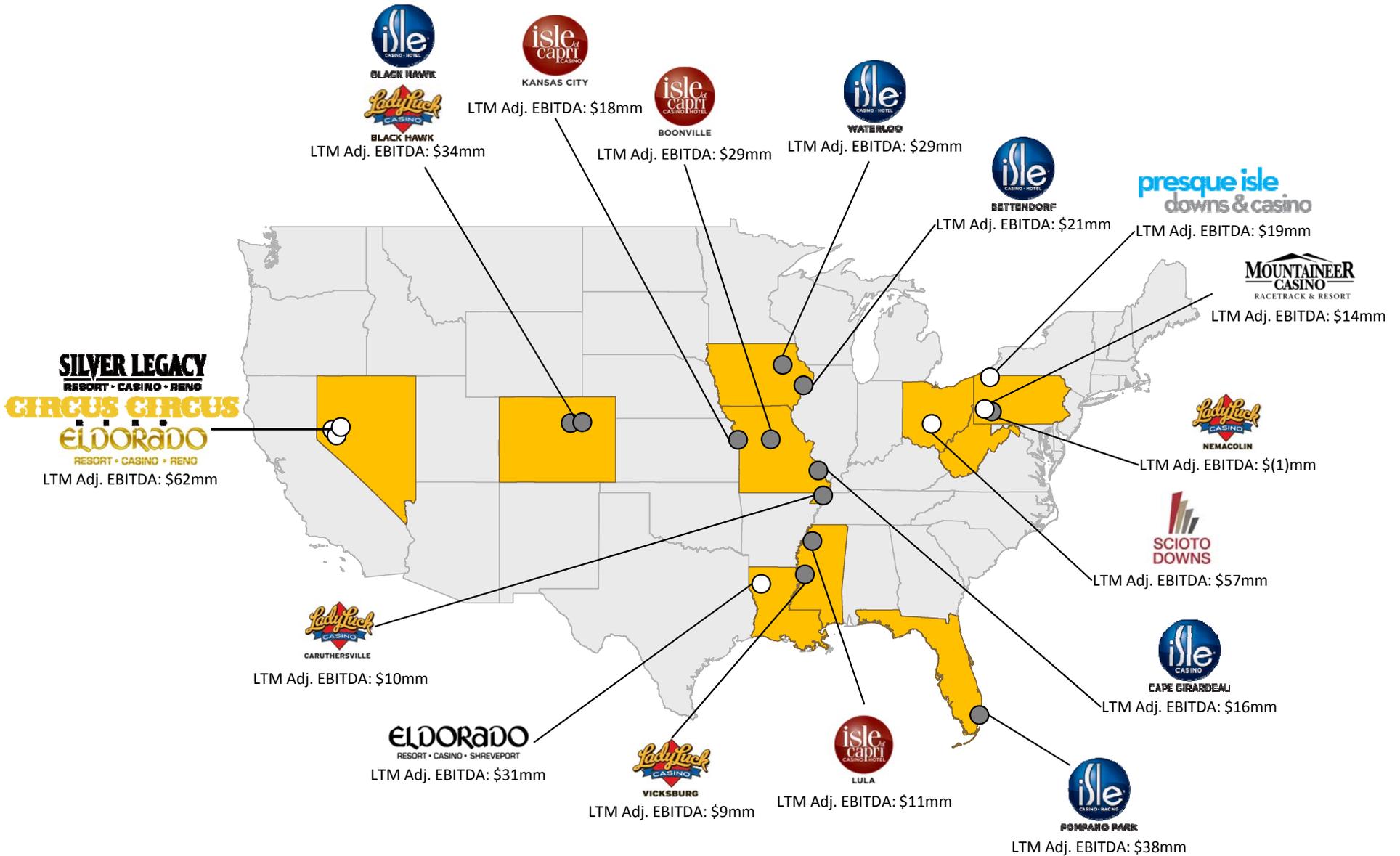
Strategic Rationale and Transaction Benefits

Increased scale and geographic diversification	<ul style="list-style-type: none">▪ Creation of a \$3bn+ premier regional gaming company▪ Meaningfully increases footprint to 19¹ regional gaming facilities in 10 states▪ Combination doubles Eldorado's net revenue and EBITDA▪ Combined company to operate more than 20,060 slot machines & VLTs, more than 550 table games and over 6,550 hotel rooms
Earnings growth and operational efficiencies	<ul style="list-style-type: none">▪ Identified \$35mm in annual run-rate cost synergies in year 1▪ Potential for further revenue and profitability upside▪ Share best practices across companies to drive operational enhancements
Accretive to earnings and free cash flow	<ul style="list-style-type: none">▪ Transaction expected to be immediately accretive to earnings and free cash flow
Strong free cash flow generation to further strengthen balance sheet	<ul style="list-style-type: none">▪ Expected net leverage² of 5.4x at closing based on the Combined Adjusted EBITDA of ERI and Isle for the LTM 4Q'16 period▪ Utilize combined company's free cash flow to reduce leverage and continued disciplined maintenance and investment capital spending over the medium and long term▪ Target long term leverage below 5x

¹ Pro forma for announced sale for Lake Charles

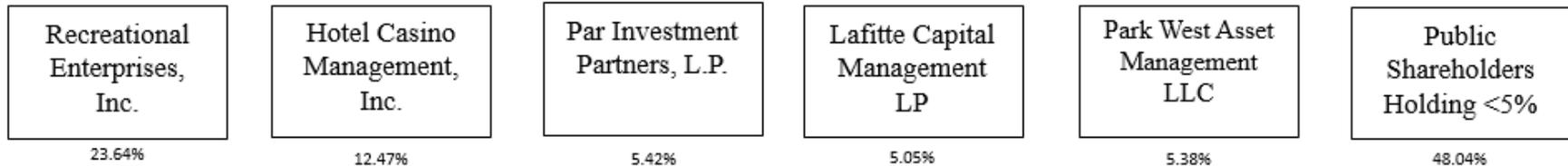
² Net debt / EBITDA

Combined Geographic Presence

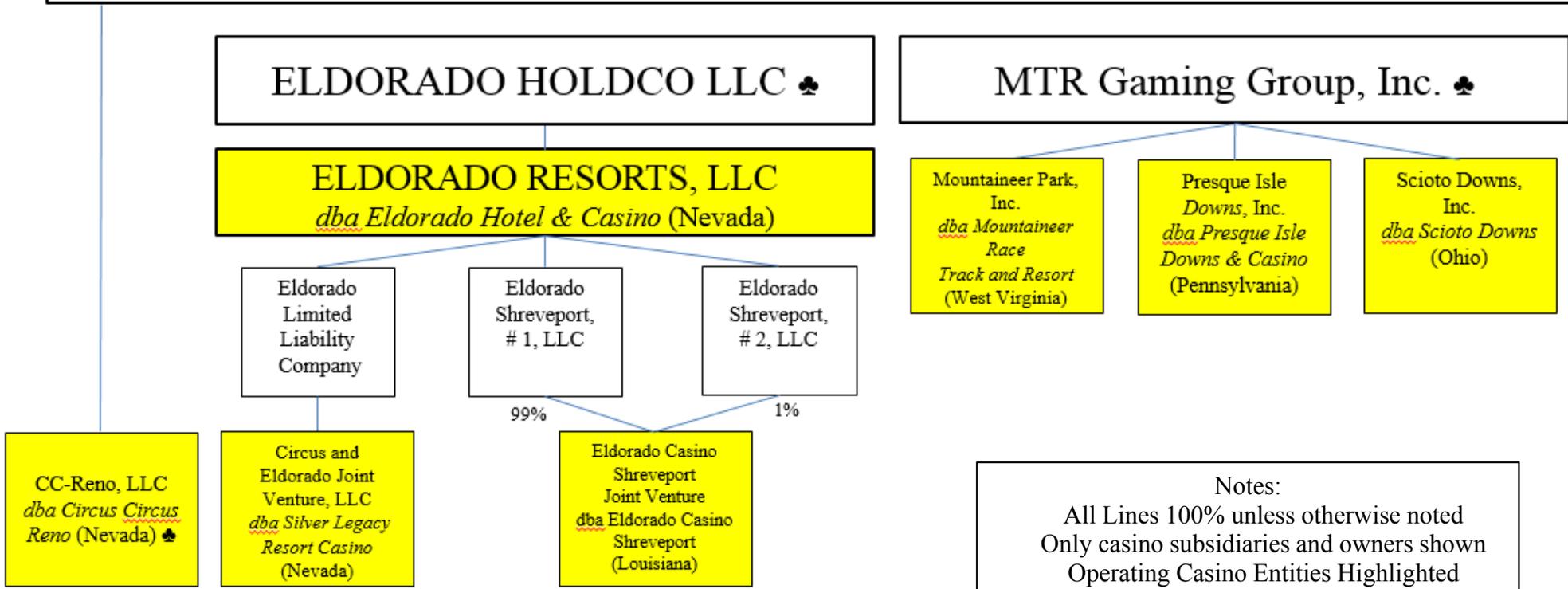


Source: Company filings, presentations; LTM as of 12/31/2016 for Eldorado properties and 1/22/2017 for Isle properties; pro forma for announced divestures of Lake Charles and Marquette

Eldorado Resorts, Inc. Ownership Structure as of 3/3/17

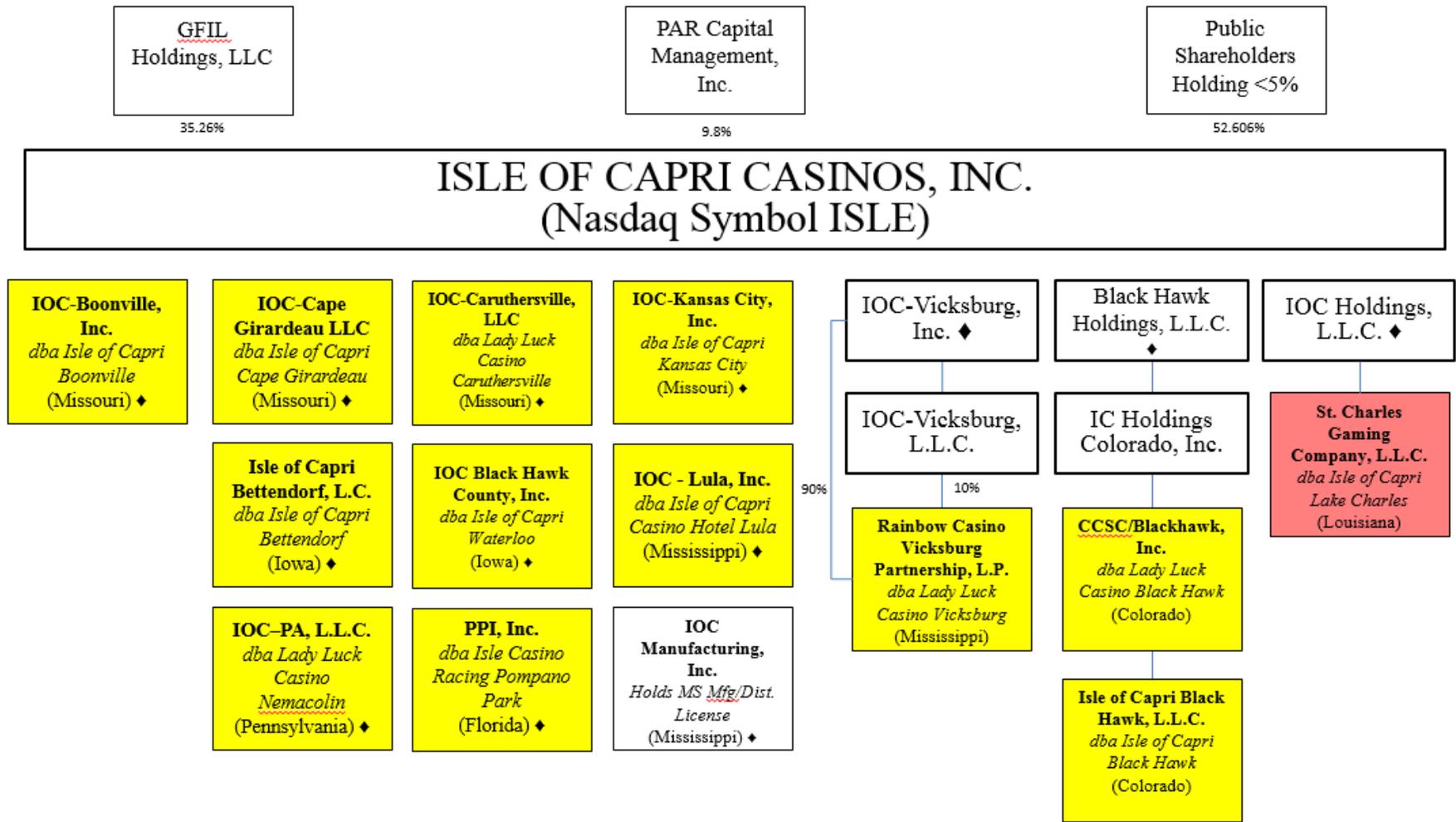


ELDORADO RESORTS, INC. (Nasdaq Symbol ERI)



Notes:
 All Lines 100% unless otherwise noted
 Only casino subsidiaries and owners shown
 Operating Casino Entities Highlighted
 ♣ Signifies Wholly Owned Subsidiary of Eldorado Resorts, Inc.

Isle of Capri Casinos, Inc. Ownership Structure as of 3/31/17



Notes:

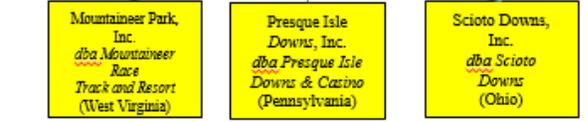
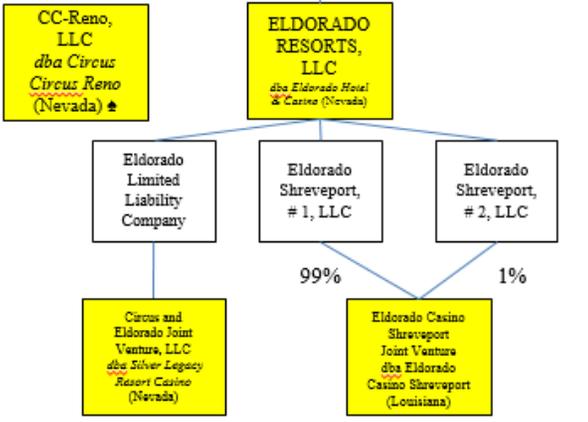
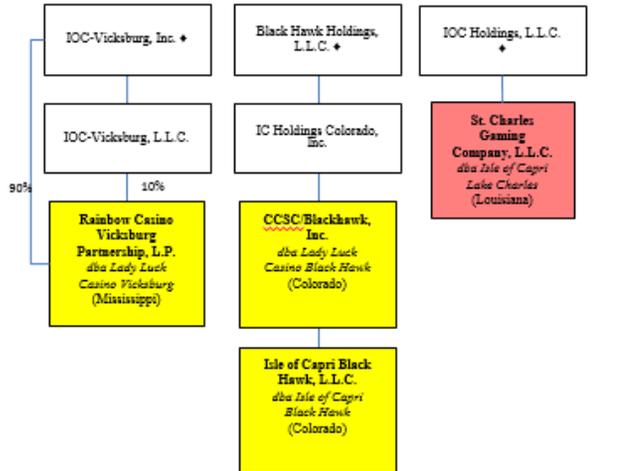
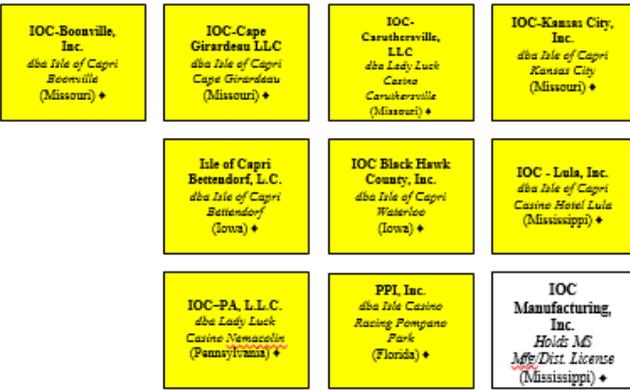
- All Lines 100% unless otherwise noted
- Only active casino subsidiaries and owners shown
- Operating Casino Entities Highlighted
- Parenthesis indicates state of regulation
- St. Charles Gaming will be transferred
- ♦ Signifies Wholly Owned Subsidiary of Isle of Capri Casinos, Inc.

Eldorado Resorts, Inc. Post Merger Ownership Structure



ELDORADO RESORTS, INC. (Nasdaq Symbol ERI)

ISLE OF CAPRI CASINO LLC *♠ ELDORADO HOLDCO LLC ♠ MTR Gaming Group, Inc. ♠



- Notes:
- All Lines 100% unless otherwise noted
 - Only casino subs and >5% owners shown
 - Operating Casino Entities Highlighted
 - ♠ Signifies Wholly Owned Subsidiary of Eldorado Resorts, Inc.
 - * Name to be determined
 - ♦ Signifies Wholly Owned Subsidiary of Isle of Capri Casino LLC

Combined Revenues and Impact on Pennsylvania Gaming

(Highlighting that no undue concentration of gaming in PA market will arise from merger.)

- Presque Isle and Lady Luck Nemaquin jointly generated:
 - 6.2%** of the Commonwealth's Gross Terminal Revenue
 - 2.29%** of the Commonwealth's Gross Table Game Revenue
 - 5.19%** of the Commonwealth's Gross Gaming Revenue (GGR)

*Source: PGCB Monthly Slot Machine Gaming Revenues, FY 2015/2016
PGCB Monthly Table Game Report, FY 2015/2016*

- Combined, Presque Isle and Lady Luck Nemaquin's GGR for FY 2015/2016 totaled **\$167,456,722**.
- 9 of Pennsylvania's casinos **individually** achieved GGR in FY 2015/2016 exceeding Presque Isle and Lady Luck Nemaquin's **combined** GGR. (Only Valley Forge Casino Resort had lower GGR.)

Presque Isle Downs & Casino

Location

- Located in Erie, Pennsylvania and opened in February 2007
- Located directly off Interstate 90

Property Description

- 153,400 square foot facility
- 59,335 square feet of gaming space with 1,594 slot machines and 39 table and poker games
- Steakhouse, 250-seat buffet, snack bar and brand new Brew Brothers restaurant that overlooks the racetrack
- Live thoroughbred racing with state-of-the-art synthetic racing surface as well as pari-mutuel wagering
- 3,200 parking spaces



Lady Luck Casino Nemaquin

Location

- Located in Farmington, Pennsylvania and opened in July, 2013.
- Located directly off National Pike.

Property Description

- 69,055 square foot facility
- 25,928 square feet of gaming space with 600 slot machines and 27 table games
- Includes Otis & Henry's Bar and Grill and Lone Wolf Express
- 766 parking spaces
- Management Company for Woodlands Fayette, LLC, the Category 3 Slot Licensee for the Nemaquin Woodlands Resort, a world-class, award-winning resort with 320 guest rooms and championship golf located on nearly 2,000 acres in Southwestern Pennsylvania



Seamless Operations of Lady Luck and Presque Isle Will Continue.

- **Presque Isle Downs: General Manager Jeff Favre and the Presque Isle Management Team.**
- **Lady Luck Nemaquin: General Manager Gary Hendricks and the Lady Luck Nemaquin Management Team.**
 - **No change to existing Management Agreement.**

Conclusions

- Combination of Two Complimentary Gaming Operators.
- Both Companies Are Already Licensed in the Commonwealth.
- Experienced in Operating Efficient, Successful Gaming Facilities.
- Seamless Continuation of Both Gaming Operations by Seasoned GM's.
- Fulfill the Board's Criteria for Approval of the Transaction.

Questions?

Thank you!

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