





**Vote by Internet, Telephone or Mail
24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

 **INTERNET/MOBILE** – www.proxypush.com/byd
Use the Internet to vote your proxy until 12:00 p.m. (C.D.T.) on April 8, 2020.

 **PHONE** – 1-866-883-3382
Use a touch-tone telephone to vote your proxy until 12:00 p.m. (C.D.T.) on April 8, 2020.

 **MAIL** – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.

 Please detach here 

The Board of Directors Unanimously Recommends a Vote FOR all of the Director Nominees identified in Proposal 1 and FOR each of Proposals 2, 3 and 4.

- | | | | | | |
|---------------------------|-----------------------|--------------------------|-----------------------|---|--|
| 1. Election of Directors: | 01 John R. Bailey | 05 Marianne Boyd Johnson | 09 Peter M. Thomas | <input type="checkbox"/> Vote FOR all nominees (except as marked) | <input type="checkbox"/> Vote WITHHELD from all nominees |
| | 02 Robert L. Boughner | 06 Keith E. Smith | 10 Paul W. Whetsell | | |
| | 03 William R. Boyd | 07 Christine J. Spadafor | 11 Veronica J. Wilson | | |
| | 04 William S. Boyd | 08 A. Randall Thoman | | | |

(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)

2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020.

For Against Abstain

3. Advisory vote on executive compensation.

For Against Abstain

4. Approval of the Boyd Gaming Corporation 2020 Stock Incentive Plan.

For Against Abstain

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR ALL DIRECTOR NOMINEES IDENTIFIED IN PROPOSAL 1 AND FOR EACH OF PROPOSALS 2, 3 AND 4.

Address Change? Mark box, sign, and indicate changes below:

Date _____

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy.

**BOYD GAMING CORPORATION
ANNUAL MEETING OF STOCKHOLDERS**

**Thursday, April 9, 2020
11:00 a.m. (local time)**

**California Hotel and Casino
12 East Ogden Avenue
Las Vegas, Nevada 89101**

**Boyd Gaming Corporation
3883 Howard Hughes Parkway, Ninth Floor
Las Vegas, Nevada 89169**

proxy

This proxy is solicited by the board of directors for use at the Boyd Gaming Corporation Annual Meeting of Stockholders on Thursday, April 9, 2020.

The undersigned hereby appoints William S. Boyd and William R. Boyd (collectively, the "Proxies"), or either of them, each with the power of substitution, to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders (the "Annual Meeting") of Boyd Gaming Corporation, a Nevada corporation (the "Company"), to be held on Thursday, April 9, 2020, at 11:00 a.m., local time, at California Hotel and Casino, 12 East Ogden Avenue, Las Vegas, Nevada 89101, and at any adjournments or postponements thereof. **SHARES REPRESENTED BY THIS PROXY CARD WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER. IF NO SUCH DIRECTIONS ARE INDICATED, THE PROXIES WILL HAVE AUTHORITY TO VOTE FOR THE ELECTION OF ALL DIRECTOR NOMINEES LISTED ON THE REVERSE SIDE AND FOR EACH OF PROPOSALS 2, 3 AND 4. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.**

TO ACCESS THE COMPANY'S ANNUAL REPORT AND PROXY STATEMENT MATERIALS ONLINE GO TO:
<http://www.boydgaming.com/proxymaterials>

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD
PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.