




Shareowner Services
 P.O. Box 64945
 St. Paul, MN 55164-0945


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

**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 12, 2017.



 **PHONE** – 1-866-883-3382
 Use a touch-tone telephone to vote your proxy until 12:00 p.m. (C.D.T.) on April 12, 2017.

 **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.

The Board of Directors Unanimously Recommends a Vote FOR all of the Director Nominees identified in Proposal 1, FOR each of Proposals 2, 3 and 5, and FOR 3 years in Proposal 4.

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

 Please fold here – Do not separate 

(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, 2017. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 3. Advisory vote on executive compensation. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 4. Advisory vote on the frequency of holding an advisory vote on executive compensation. | <input type="checkbox"/> 3 Years | <input type="checkbox"/> 2 Years | <input type="checkbox"/> 1 Year |
| | <input type="checkbox"/> Abstain | | |
| 5. Re-approval of the material terms of the Company's 2012 Stock Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, as amended. | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> 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; FOR EACH OF PROPOSALS 2, 3 and 5; and FOR 3 YEARS IN PROPOSAL 4.

Date _____

Signature(s) in Box

Please sign exactly as your name appears herein. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by the President or other authorized person. If a partnership, please sign in full partnership name by an authorized person.

BOYD GAMING CORPORATION
ANNUAL MEETING OF STOCKHOLDERS
Thursday, April 13, 2017
11:00 a.m. (local time)
Kansas Star Casino Hotel Event Center
777 Kansas Star Drive
Mulvane, Kansas 67110

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 13, 2017.

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 13, 2017, at 11:00 a.m., local time, at Kansas Star Casino Hotel Event Center, 777 Kansas Star Drive, Mulvane, Kansas 67110, 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, FOR EACH OF PROPOSALS 2, 3 AND 5, AND FOR 3 YEARS IN PROPOSAL 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.