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# EDITED TRANSCRIPT

Ryman Hospitality Properties Inc Annual Shareholders Meeting

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## CORPORATE PARTICIPANTS

**Colin V. Reed** *Ryman Hospitality Properties, Inc. - Chairman & CEO*

**Scott J. Lynn** *Ryman Hospitality Properties, Inc. - Executive VP, General Counsel & Corporate Secretary*

**Mark Fioravanti** *Ryman Hospitality Properties, Inc - President & CFO*

**Todd Siefert** *Ryman Hospitality Properties, Inc - SVP, Corporate Finance & Treasurer*

## PRESENTATION

### Operator

Welcome to the Ryman Hospitality Properties 2020 Annual Meeting of Stockholders. In attendance at the meeting today from Ryman Hospitality Properties are Mr. Colin Reed, Chairman and Chief Executive Officer; and Mr. Scott Lynn, Executive Vice President and General Counsel. This call will be available for digital replay. The number is (800) 585-8367, and the conference ID number is 6373864.

It is now my pleasure to turn the floor over to Mr. Scott Lynn. Sir, you may begin.

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### **Scott J. Lynn** *Ryman Hospitality Properties, Inc. - Executive VP, General Counsel & Corporate Secretary*

Good afternoon. I'm Scott Lynn, Executive Vice President and General Counsel of Ryman Hospitality Properties and the presiding officer at today's meeting. I want to welcome you and to formally reconvene the 2020 Annual Meeting of Stockholders and call the meeting to order.

I would now like to recognize Colin Reed, the Chairman and Chief Executive Officer of the company.

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### **Colin V. Reed** *Ryman Hospitality Properties, Inc. - Chairman & CEO*

Thank you, Scott, and good afternoon, and thank you all for joining us today for our Annual Stockholder Meeting, albeit under very unusual circumstances. For those on the phone, I'm sorry that you're not able to be with us here in person at our corporate headquarters due to the COVID-19 pandemic.

In typical fashion, I'll begin today by introducing our Board who are not able to be with us here in person but have dialed in to the conference call. Then we will take care of some formal administrative items, including voting on the matters outlined in the proxy statement. And while those are being tabulated, I will provide you with a brief overview of our business during 2019, which was another record year for our company. And then I will highlight some of the activities we've recently undertaken to stabilize and strengthen our company during this extremely difficult time. Then we will close with some additional formalities, including the announcement of the results of the vote.

So with that in mind, allow me first to introduce our Board members that were included in the 2020 proxy statement for consideration by our shareholders. Rachna Bhasin, who is Founder and CEO of EQ Partners; Alvin Bowles, who is Vice President of Global Marketing Solutions for Facebook, Inc.; Fazal Merchant, who is the Co-CEO of Tanium; Patrick Moore, who is Executive Vice President, North America Retail for Carter's, Inc.; Christine Pantoya, who is Nonexecutive Partner at Delta Partners Group; Bob Prather, who is President and CEO of Heartland Media; and Michael Roth, who is the Chairman and Chief Executive Officer of the Interpublic Group of Companies and acts as our company's lead director. Thank you, directors.

I would also like to recognize Brent Wyper, a representative of Ernst & Young, our auditor, who is also listening to the call. Normally, I would remind you that stockholders would have the opportunity to meet with me, our management, the members of our Board and with representatives of Ernst & Young following the conclusion of the meeting. But due to the circumstances that we now know about, that is not possible this year. As a reminder, our stockholders are always free to reach out to me or other members of management if there is an issue that you wish to raise with our company. And I hope to be able to see you soon in person.

It is now time for the formal business portion of the meeting. I want to acknowledge the appointment of Peter Scheibelein of Broadridge as the inspector of elections for today's meeting. He will determine the presence of a quorum and will serve as judge of voting on all matters requiring a stockholder vote at the meeting. Mr. Lynn will serve as the secretary of the annual meeting today.



The secretary has a list of all stockholders entitled to vote at this meeting and has demonstrated that a proper notice of the meeting was given to all stockholders of record as of close of business March 25, 2020. Scott, have you determined whether a quorum is present?

**Scott J. Lynn Ryman Hospitality Properties, Inc. - Executive VP, General Counsel & Corporate Secretary**

Yes. The inspector has informed me that the shareholder list shows that holders of 54,969,934 shares of common stock of the company are entitled to vote at the meeting. There are represented in person or by proxy 49,961,816 shares of common stock or approximately 91% of all the shares entitled to vote at the meeting. A quorum is therefore present, and I declare that this meeting is legally convened and ready to transact business.

**Colin V. Reed Ryman Hospitality Properties, Inc. - Chairman & CEO**

Thank you. Okay. We are convened today to vote on the following 3 proposals properly brought before the meeting by the company. One, to elect as directors the 8 nominees identified in the proxy statement: Mrs. Bhasin, Bowles, Merchant, Moore, Pantoya, Prather, Reed and Roth, to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified; second, to approve on an advisory basis the company's executive compensation program; and three, to ratify the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the 2020 fiscal year.

I now declare the polls of this meeting to be open to vote upon the 3 proposals presented by the company. Normally, at this time, I would ask if -- ask those present if they have a ballot to turn in, but nobody is present here except Scott and myself, so I will move on.

In a minute, I will ask Scott to announce the results of the voting. But in the meantime, I want to share with you some highlights from '19 -- 2019 and discuss some of the challenges that we're facing for '20. We finished 2019 on a high note as the results from the investments we made in our growth projects over the past several years began to pay off. In fact, we set several new high watermarks in 2019.

On the Hospitality side of our business, we saw the results of the strategy we've been laser-focused on for many years, continue to create a substantial competitive advantage for our business as we continue delivering to groups and meeting planners the facilities and other offerings they desire in the markets that they want to travel to.

Our Entertainment segment also had a tremendous year driven by strong performance from the Grand Ole Opry, our Ole Red lifestyle and entertainment brand. In addition, we also launched our Circle Media network, which is now available to approximately 2/3 of the television households across the country.

On a consolidated basis, this level of performance resulted in net income available to our common stockholders of about \$145.8 million and adjusted funds from operations available to common stockholders of \$357 million. This performance enabled us to pay an annual dividend to our stockholders of \$3.60 per share for '19. We did all of this while maintaining a strong and flexible balance sheet, which we strengthened during the year by extending maturities of a significant portion of our long-term debt and reducing our weighted average cost of capital. Now given this backdrop, we had very high expectations for 2020. And in fact, during the first 2 months of this year, our businesses were performing at or above these levels.

Of course, you all know what happened next is the impact of COVID-19 began to manifest itself in late February and into early March, ultimately leading to the closure of essentially all of our businesses by the end of March. As in previous times of crisis, our management team and I made concerted effort to meet this challenge head on. In late February, we formed an internal crisis team, which met daily throughout much of March to address the pressing issues created by COVID-19. Our goals were to first assess the financial impact of the pandemic on our businesses and also to ensure the safety and well-being of the employees at our hotels and in our venues.

As I've said on numerous occasions, since the crisis started, we've made a point to be open and honest in communications with all of our stakeholders, our Board, our employees and management team, our counterparts at Marriott, our group customers, the artists who perform in our entertainment venues, our lenders, the communities in which we operate and, of course, you, our stockholders. I hope you have found the information we have provided to be both transparent and useful as we navigate this uncertain time.

While our businesses remain closed as of today due to the demand levels and local government restrictions in each of our markets, we

continue to stay engaged with all of our employees, and we have been supporting them financially through this period of initial closure so that we will be prepared to hit the ground running and reopen as it is -- soon as it's safe and practical to do so.

Our efforts in April and May have centered around several critical tasks. First, we've implemented a series of cost-containment efforts in our businesses and in our corporate segment to reduce our expenses and conserve cash. Second, we have worked with our lenders to obtain the waiver of our financial covenants for a period of time and confirm the full availability of all funds under our revolving credit facility together with cash on hand and the amounts available for draw under our revolving credit facility. We believe we will have ample liquidity to see us through this period. Finally, we have been spending a great deal of time working on our hotel -- working with our hotel operator, Marriott, our Entertainment segment management team as well and our local governments in each of our markets to create operating standards that will allow each of our businesses to reopen as quickly as possible while, at the same time, providing a safe and welcoming environment for our guests and employees.

I'd like to take this opportunity to thank all of our management team and our employees for their attitude, effort and sacrifices during this difficult period of time. I'm proud of many of our accomplishments over the past few months.

As only one of those accomplishments, I'd like to just quickly highlight the extraordinary efforts undertaken by our Grand Ole Opry team to keep the circle unbroken by continuing to produce the weekly Saturday night Opry show and to broadcast it over our Circle network as well as on WSM via our social media channels, on Dish Network and many other local affiliates. I can't tell you how many people have reached out to me to share how wonderful the Opry has been and what it means for us to provide some sense of normalcy by continuing the Opry Saturday night streak of nearly 5,000 consecutive performances.

Finally, I'd like to thank all of our shareholders for your continued support as well as our Board of Directors and our partners at Marriott for their dedication and devotion to this one-of-a-kind business. This current crisis is truly unlike anything we have faced before. But as I sit here today, we're starting to see some green shoots of a recovery emerge. Hopefully, in about a week, our Ole Red venues will reopen with new protocols and standards designed to reduce the spread of COVID-19. We know the others will follow when the time is right, and we will be on the way to returning to some semblance of normal business operations.

Last month, my 19th year as CEO of this company. In that time, we have managed through 9/11, the Great Financial Crisis, a 1,000-year flood here in Nashville and many other smaller moments along the way that tested our team and our business model. Now while there's still quite a bit of ground to cover before we're at the end of this current crisis, I take comfort in knowing that in each of the previous examples I laid out, our team, our Board and our employees successfully navigated through and emerged on the other side a stronger and more nimble organization. And I have every confidence this time will be the same. So thank you all for your support, and I trust you have -- thank you for the support and the trust that you have placed in us during this time.

Okay. Now back to the formal part of the meeting. Scott, will you share the voting results, please?

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**Scott J. Lynn Ryman Hospitality Properties, Inc. - Executive VP, General Counsel & Corporate Secretary**

Colin, each of the 8 directors nominated for election have received the requisite number of votes cast for election. With respect to the approval on an advisory basis of the company's executive compensation program, 95.5% of the votes cast today are in favor of approval. With respect to the ratification of the company's independent registered public accounting firm for 2020, 99.3% of the votes cast today voted in favor of ratification. All of the 3 proposals before you today submitted by the company have passed and are duly approved.

I will now entertain a motion for adjournment of the formal business portion of the meeting.

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**Mark Fioravanti Ryman Hospitality Properties, Inc - President & CFO**

So moved.

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**Todd Siefert Ryman Hospitality Properties, Inc - SVP, Corporate Finance & Treasurer**

Second.

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**Colin V. Reed *Ryman Hospitality Properties, Inc. - Chairman & CEO***

Okay. We have a motion to...

(Voting)

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**Scott J. Lynn *Ryman Hospitality Properties, Inc. - Executive VP, General Counsel & Corporate Secretary***

Disposed. This meeting is now adjourned, Colin.

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**Colin V. Reed *Ryman Hospitality Properties, Inc. - Chairman & CEO***

Okay. Thank you. Thank you, Scott. So Scott, I haven't received any questions from any shareholders. I don't know whether you have. And so as we have no questions, Sia, we will terminate the call and thank everyone for their time today.

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**Operator**

Ladies and gentlemen, thank you for participating in today's conference. You may now disconnect.

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