



Crown Resorts Limited

Investment Committee Charter

Crown Resorts Limited ACN 125 709 953

A public company limited by shares

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1. Introduction and background

The Investment Committee may review and approve any Crown Resorts Limited (the **Company**) investments or divestments of up to \$50 million in aggregate for any one investment or divestment.

2. Composition of the Committee

2.1. Structure

The Committee will be comprised of a minimum of three directors to be nominated by the Board.

The Chairperson of the Committee will be nominated by the Board. If the Chairperson of the Committee is not present at a Committee meeting, the members present must elect one of themselves to Chair the meeting.

Unless otherwise nominated by the Board, the Company Secretary will act as secretary of the Committee.

The appointment of a Committee member will cease if that person ceases to be a director of the Company or as otherwise determined by the Board.

2.2. Compensation

The Chairperson and individual members of the Committee may be entitled fees additional to the directors' fees to which they are entitled, as may be determined from time to time by the Board.

2.3. Expertise

Members will have skills and experience required to enable them to fulfill their duties and responsibilities as members of the Committee.

3. Duties, responsibilities and powers

3.1. Approval of acquisitions

The Investment Committee may review and approve any investments up to \$50 million in aggregate for any one investment.

3.2. Approval of divestments

The Investment Committee may review and approve any divestment up to \$50 million in aggregate for any one divestment.

3.3. Engage external consultants

The Committee has the full authority of the Board to:

- (a) communicate and consult with external and internal stakeholders concerning the Company's investment matters; and
- (b) appoint independent experts to provide advice on the Company's investment matters.

3.4. Board reporting

The Committee will update the Board as required and make relevant recommendations in relation to matters arising for consideration by the Committee.

4. Proceedings

4.1. Meeting frequency

The Committee will meet at such frequencies as may be required.

4.2. Committee papers

Relevant documents to be considered at Committee meetings will be compiled and distributed by the Company Secretary to all Committee members as well as to any invitees to relevant Committee meetings.

4.3. Attendance at Committee meetings

The Committee may extend an invitation to any person to attend all or part of a scheduled Committee meeting. This invitation may extend to management attending future meetings. Only Committee members shall be eligible to vote.

4.4. Quorum

A quorum for a meeting of the Committee is three members.

4.5. Minutes

Minutes of proceedings and resolutions of meetings of the Committee and resolutions passed by members of the Committee without a meeting, are to be approved by the Committee (or in the case of written resolutions, tabled) at its next meeting.

Minutes of a meeting must be signed by the chair of the meeting within a reasonable time after the meeting at which the minutes are approved.

A resolution may be made if a document containing the relevant resolution is assented to by all Committee members eligible and willing to participate in the making of the resolution.

The resolution will be taken to have been passed when the document is last assented to by a Committee member. Where a Committee member has assented by means other than writing, that Committee member must sign the document containing the relevant resolution within a reasonable time after having provided their assent.

5. Amendment and review

This Charter must be reviewed on an annual basis to ensure it remains consistent with its objectives, the Constitution and existing regulatory requirements and recommendations. Any proposed changes must be approved by the Board.