



Crown Resorts Limited Corporate Responsibility Committee Charter

Crown Resorts Limited ACN 125 709 953
A public company limited by shares

Table of contents

page

1.	Introduction and background	1
2.	Composition of the Committee	1
2.1.	Structure.....	1
2.2.	Compensation	1
2.3.	Expertise	1
3.	Duties, responsibilities and powers	1
3.1.	Development and promotion of corporate responsibility policies and programs.....	1
3.2.	Development of compliance programs	2
3.3.	Review of corporate responsibility disclosures	2
3.4.	Engage external consultants.....	2
3.5.	Board reporting	2
4.	Proceedings.....	2
4.1.	Meeting frequency	2
4.2.	Committee papers.....	2
4.3.	Attendance at Committee Meetings	3
4.4.	Quorum	3
4.5.	Minutes	3
5.	Amendment and review	3

1. Introduction and background

The role of the Committee is to assist the Board in setting Crown Resorts Limited's (the **Company**) corporate responsibility policies and programs and assessing the Company's corporate responsibility performance.

For the Company, corporate responsibility means the integration of environmental and economic concerns in its business operations and in its interaction with its stakeholders, on a voluntary basis. It involves operating the Company's business in a manner that meets or exceeds the ethical, legal, commercial and public expectations that society has of businesses and reflects the Company's voluntary contribution toward a better society.

2. Composition of the Committee

2.1. Structure

The Committee will be comprised of a minimum of two 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 to 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 the 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. Development and promotion of corporate responsibility policies and programs

The Committee will:

- (a) establish appropriate corporate responsibility policies and programs for the Company including, but not limited to, environmental sustainability, indigenous employment, disability employment, gender equity and learning and development.
- (b) monitor and review the operation and effectiveness of the Company's corporate responsibility policies and programs;

- (c) promote and support the continuous improvement in the Company's corporate responsibility performance;
- (d) encourage and monitor the establishment and maintenance of relationships with key stakeholders including non-government organisations, sporting and cultural organisations and other community groups; and
- (e) encourage and promote awareness of corporate responsibility related issues at the Company among employees and other stakeholders.

3.2. Development of compliance programs

The Committee will:

- (a) oversee the implementation of appropriate corporate responsibility compliance systems and assess the adequacy and effectiveness of those systems; and
- (b) develop and periodically report against measurable corporate responsibility objectives.

3.3. Review of corporate responsibility disclosures

The Committee will review and approve proposed disclosures of Crown's corporate responsibility matters in Crown's corporate responsibility report.

3.4. Engage external consultants

The Committee has the full authority of the Board to:

- (a) communicate and consult with external and internal stakeholders regarding the Company's corporate responsibility practices and programs; and
- (b) appoint independent experts advise on corporate responsibility issues.

3.5. Board reporting

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

4. Proceedings

4.1. Meeting frequency

The Committee shall meet three times annually and additionally as 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 two 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

The Committee must review this Charter 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 referred to the Crown Board for approval.