

2021 Corporate Governance Statement

The Board of Crown Resorts Limited (Crown or the Company) is committed to the implementation and maintenance of good corporate governance practices. This Statement sets out the extent to which Crown has followed the ASX Corporate Governance Council's Fourth Edition of the Corporate Governance Principles and Recommendations (the Principles and Recommendations). This Statement is current as at 9 September 2021 and has been approved by the Board.

Principle 1: Lay Solid Foundations for Management and Oversight

Functions Reserved for the Board and Senior Management

Functions Reserved for the Board

The Board is responsible for guiding and monitoring Crown on behalf of its shareholders. In addition, the Board (in conjunction with management) is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board has adopted a formal Board Charter which sets out a list of specific functions that are reserved for the Board.

Board appointments are made pursuant to formal terms of appointment.



More information

The Crown Board Charter is available at: www.crownresorts.com.au under the heading Corporate Governance – Charters.

Functions Delegated to Senior Executives

Crown's senior executives have responsibility for matters which are not specifically reserved for the Board (such as the day-to-day management of the operations and administration of Crown).

Crown Board Committees

To assist in carrying out its responsibilities, the Crown Board has established the following standing Committees:

- Audit and Corporate Governance Committee
- People, Remuneration and Nomination Committee
- Safety & Sustainability Committee
- Responsible Gaming Committee
- Risk Management Committee

Each standing Committee includes at least three independent directors, the majority of whom are independent. The composition and membership of the standing Committees will change as the composition of the Board is renewed.

Each standing Committee has adopted a formal Charter that outlines its duties and responsibilities.

From time to time, the Board establishes special purpose committees as appropriate.



More information

The Crown Committee Charters are available at: www.crownresorts.com.au under the heading Corporate Governance – Charters.

Director Probity Reviews and Elections

Every appointment of a Crown Director is subject to the receipt of necessary gaming regulatory approvals.

The gaming industry is highly regulated and each of the casinos and gaming operations in which Crown has an interest is subject to extensive regulation under the laws, rules and regulations of the jurisdiction where it is located.

Officers, Directors and certain key employees and senior executives of Crown and its licensed subsidiaries must file applications with relevant gaming authorities and may be required to be licensed in certain jurisdictions. These probity reviews generally concern the responsibility, financial stability and character of the owners, managers and persons with financial interests in gaming operations and generally include requirements to obtain police checks and credit checks.

A Director will only be formally appointed once all necessary gaming regulatory approvals have been obtained. As a separate exercise, Crown undertakes its own internal investigations on the suitability of nominated Directors as a pre-condition to a recommendation to the Board to appoint a Director.

The Company's Constitution requires that an election of Directors must take place each year. In addition, Directors, with the exception of the Managing Director, appointed to fill casual vacancies during the year must retire from office at the next annual general meeting following his or her appointment but are eligible for re-election by shareholders at that time. The Notice of Meeting for an annual general meeting sets out all the material information in the Company's possession relevant to the qualifications, skills and experience of the relevant Director, details of any other material directorships currently held, the term of office served and the independence status of that director, and provides a recommendation of the Board in relation to the proposed election or re-election.



More information

Crown's past and present Notices of Meeting are available at: www.crownresorts.com.au under the heading Investors & Media – Annual General Meetings.

Director and Senior Executive Agreements

Crown Directors are provided with an induction pack upon appointment which, among other things, includes a letter agreement setting out the terms of that Director's appointment. The letter agreement, which each Director must countersign, describes when the appointment commences and when it ends, sets out the Director's powers and duties and the agreed remuneration arrangements and obliges the Director to comply with all Crown Policies, Procedures and the Code of Conduct. In addition, the letter agreement requires the Director to enter into a separate undertaking to inform Crown of any interests that Director may have in Crown securities (and contracts relevant to Crown securities) so that Crown is able to comply with its disclosure requirements under Listing Rule 3.19A to provide the ASX with completed Appendices 3X, 3Y and 3Z within the time period allowed by the ASX Listing Rules. In addition, the letter agreement requires the Director to consult and advise the Chairman of any proposed new role which may give rise to a conflict of interest.

Each senior executive of Crown has an employment contract setting out the terms of that senior executive's appointment.

Company Secretary Accountability

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The decision to appoint or remove a Company Secretary must be made or approved by the Board.

The role of the Company Secretary is set out in the Crown Board Charter and includes:

- advising the Board and its committees on governance matters;
- monitoring that Board and committee policy and procedures are followed;
- coordinating the timely completion and despatch of Board and committee papers;
- ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction and professional development of Directors.

Each Director is able to communicate directly with the Company Secretary as the need arises.



More information

The Crown Board Charter is available at:
www.crownresorts.com.au under the heading Corporate Governance – Charters.

Diversity and Inclusion Policy

Crown has established a Diversity & Inclusion Policy which is available on its website. The policy includes requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and the progress in achieving them.

The Board adopted a Gender Equity Action Plan (GAP) for F20 to F23 which sets out Crown's commitment to diversity and inclusion in the workplace.

Each focus area in the GAP, other than Intersectionality, includes a number of measurable objectives which are identified as mid-term and long-term targets. A report on the progress against the five focus areas in the GAP and the Board diversity objective is as follows:

Objective	Crown's Progress
<p>Recruitment and Promotion – To achieve 40:40:20 representation across the Group, with each Executive accountable for achieving this target within their business unit.</p>	<p>The over-arching aim of the GAP is to strive for representation of 40:40:20 (40% women, 40% men and 20% flexible) across all levels rather than 50:50 representation. In setting this target, consideration was given to gender representation at Crown at the time, what would be a realistic target that would factor in future appointments, promotions and retention.</p>

The tables below outline our progress:

Total percentage of female representation in each category

Category	2021
Other executives/general managers	34%
Senior manager	41%
Other manager	39%
Non managers	43%

The following initiatives have also been implemented to support female representation across the business:

- Crown became a WORK180 Endorsed employer. WORK180 pre-screens employers to ensure they have policies and benefits in place to support women's careers.
- Reporting dashboards created to monitor Crown's progress against its 40:40:20 target.
- Gender diverse recruitment pools and selection panels at each stage of the recruitment process.
- Custom reporting designed and built to track gender trends at each level of the recruitment process (including drop off rates and stages).
- Recruitment policy updated to strengthen diversity practices within the recruitment process.

Objective	Crown's Progress										
<p>Retention and Development – To ensure Crown retains women at a level equitable or better than the retention of their male colleagues and that women at Crown receive appropriate opportunities and encouragement so that they benefit from all that Crown has to offer.</p>	<p>Female representation</p> <p>The below shows female representation across key employee lifecycle stages:</p> <table border="1" data-bbox="564 465 1214 667"> <tr> <td>Hires</td> <td>45%</td> </tr> <tr> <td>Transfers</td> <td>43%</td> </tr> <tr> <td>Promotions</td> <td>42%</td> </tr> <tr> <td>Terminations</td> <td>43%</td> </tr> <tr> <td>Headcount</td> <td>43%</td> </tr> </table> <p>As part of the focus on retention, Crown partnered with Circle In and launched an online parental leave platform in early 2021 to assist employees on their parental leave journey and how to navigate the return to work.</p>	Hires	45%	Transfers	43%	Promotions	42%	Terminations	43%	Headcount	43%
Hires	45%										
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Terminations	43%										
Headcount	43%										
<p>Cultural Change and Communication – To ensure that all employees work in a safe and respectful environment where their contributions are welcomed and valued.</p>	<p>To progress and further promote diversity and inclusion across the business the following has been implemented:</p> <p>Communication</p> <p>A social communications platform launched across Melbourne, Perth and Sydney which has provided a greater reach to directly communicate with employees.</p> <ul data-bbox="564 999 1430 1272" style="list-style-type: none"> • This platform includes dedicated groups for diversity programs to communicate and promote key initiatives. • The platform provides greater connection between employees, their managers and what is going on across the business. • Enhancements were made to Crown's Chatbot to provide employees with more information in their hands at the times that suit them. • The platform allowed for communication and connection during COVID-19 related shut down periods. <p>Cultural Change</p> <ul data-bbox="564 1335 1430 1518" style="list-style-type: none"> • A sexual harassment initiative aligned to the national inquiry into Sexual Harassment in the Workplace was launched in October 2020. • Diversity KPIs included in performance plans across the business. • Unconscious bias included in management training programs. • Increased female participation at key company presentations. 										
<p>Flexibility – To have flexibility for every role at Crown.</p>	<p>Flexibility has increased substantially over the last 12 months, especially due to the response to COVID-19 and the need to work remotely. To facilitate, support and promote flexibility the following initiatives have been implanted:</p> <ul data-bbox="564 1637 1430 1917" style="list-style-type: none"> • Policy updated to include flex principles that link to Crown's values. • Creation of a flex matrix to show the forms of flexibility available for every role. • Extended purchase leave options implemented across the business. • Technology rolled out and embraced by business as tools to improve flexible work and communications. • Integration of social communications platform with rostering system to provide ease and access of rostering provisions (such as shift swaps that can be completed from personal devices). 										

Objective	Crown's Progress
Intersectionality – To partner with Crown's Indigenous Program, CROWNability program and Crown Pride Committee to address specific areas for women participating in those programs.	<p>There has been a continued focus on intersectionality with the following taking place:</p> <ul style="list-style-type: none"> • Further awareness of Crown's diversity programs promoted through Crown Community and employee networks. • During COVID-19, employee support/sharing groups set up on social communications platform for employees to share information about their background, including a group to support employees learning different languages. • Continued partnership with Crown's Indigenous Program, including the support of Ochre Ribbon. • Continued partnership with Crown Pride on key events and initiatives. • Crown became a member of Diversity Council Australia.

In addition to adopting the GAP, the Crown Board set the objective of having not less than 30% of directors on the Crown Board of each gender by 30 June 2022. At 30 June 2021, the Crown Board consisted of 75% female representation. The Crown Board experienced significant turnover during the year. As the Board continues to pursue its renewal strategy, it is likely that the percentage of female representation will change. The Crown Board however remains committed to its objective of having not less than 30% of directors on the Board of each gender.

The proportion of women employees in the Group, women in senior executive positions and women on the Board as at 30 June 2021 was as follows:

Measure	Result
Proportion of women employees in the Group	There were 5,370 women in the Group. This represents 43% of the total workforce of 12,489 employees. This is a slight decrease (0.19%) on FY20.
Proportion of women in senior executive positions in the Group	There were 30 women in senior executive positions in the Group. This represents 30% of senior executive positions in the Group. This is a 1% increase on FY20 (29%).
Proportion of women on the Board	As at 30 June 2021, there were three female Directors out of a total of four Directors, or 75%.

For the purpose of these statistics, the term "senior executive position" refers to Executive Team and Business Operations Team members of Crown Resorts Limited, Crown Melbourne, Crown Sydney and Crown Perth as well as the most senior leaders from each operational unit therein. The Executive Team is comprised of persons with titles in the nature of, or similar to, Executive General Manager, General Manager, Chief Information Officer, Chief Risk Officer, Chief People & Culture Officer, Chief Marketing Officer and Group General Counsel together with the Chief Executive Officers, Chief Operating Officers and Chief Financial Officers within the Group.

Crown's Audit and Corporate Governance Committee has been delegated responsibility for developing and monitoring the application of Crown's Diversity & Inclusion Policy.

As noted above, Crown's Diversity & Inclusion Policy requires that Crown reviews its Gender Objectives annually to ensure that they remain relevant and appropriate for Crown.

Crown is a "relevant employer" under the Workplace Gender Equality Act 2012 (Cth) and, in accordance with the requirements of the Act, Crown lodged its annual Public Report with the Workplace Gender Equality Agency for the 2020-2021 period which reports on the most recent "Gender Equality Indicators".

More information



Crown's Diversity & Inclusion Policy is available at:
www.crownresorts.com.au under the heading Corporate Governance – Policies.

Crown's Workplace Gender Equality Report is available at: www.crownresorts.com.au under the heading Corporate Governance – Gender Equality.

Process for Evaluating Performance of the Board, its Committees and its Directors

A performance evaluation of the Board and of its Committees is generally undertaken annually, following completion of each financial year, by way of a questionnaire sent to each Director.

The questionnaire covers the role, composition, procedures and practices of the Board and of its Committees. The individual responses to the questionnaire are confidential to each Director, with questionnaire responses provided to the Chair of the People, Remuneration and Nomination Committee for consideration and provision of a report to the Board.

Crown's People, Remuneration and Nomination Committee is also responsible for reviewing Crown's procedure for the evaluation of the performance of the Board, its Committees and its Directors.

While there was substantial turnover in Directors during the 2021 financial year, the Board intends to undertake an evaluation of its performance by way of an internal questionnaire issued to the current Directors.

It is the intention of the Board to undertake a more detailed evaluation of the performance of the Board and Committee in the 2022 financial year following the completion of the Board renewal process and management transition. The evaluation will be undertaken with the assistance of an external and independent third party.

Process for Evaluating Performance of Senior Executives

Crown has established processes for evaluating the performance of its senior executives. In summary, each senior executive is evaluated against the achievement of pre-agreed key performance objectives. The evaluation process is conducted annually and is followed by the determination of appropriate remuneration for the relevant senior executive.

Detailed information regarding Crown's remuneration practices is provided in the Remuneration Report. An evaluation of senior executives took place following the end of the 2021 financial year and in accordance with the processes described in the Remuneration Report.

Principle 2: Structure the Board to Be Effective and Add Value

People, Remuneration and Nomination Committee

Crown has established a People, Remuneration and Nomination Committee. The Committee has adopted a formal Charter that outlines its duties and responsibilities which is available at www.crownresorts.com.au under the heading Corporate Governance – Charters.

At the time of writing, the current members of the People, Remuneration and Nomination Committee are Antonia Korsanos (Chair), Jane Halton AO PSM and Nigel Morrison. The Committee is comprised of independent, Non-executive Directors. Information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The role of the Committee is to assist the Board to develop, maintain and implement policies in relation to:

1. the selection and appointment practices for Directors; and
2. the remuneration of Directors and relevant executives.

Selection, Appointment and Development of Directors

The People, Remuneration and Nomination Committee is required to:

- review Crown's procedure for the selection and appointment of new Directors (Selection Procedure) and make appropriate recommendations to the Board in relation to the Selection Procedure;
- implement the Selection Procedure and make nomination recommendations to the Board;
- develop succession plans in order for the Board to maintain appropriate experience, expertise and diversity;
- review Crown's procedure for the evaluation of the performance of the Board, its Committees and its Directors and be primarily responsible for the implementation of the evaluation process; and
- oversee the induction process is in place for new Directors.

The Selection Procedure requires that, in the event that a new Director appointment is required, the People, Remuneration and Nomination Committee (on behalf of the Board) must adhere to procedures including the following:

- the experience and skills appropriate for an appointee, the skills of the existing Board and any likely changes to the Board will be considered;
- upon identifying a potential appointee, specific consideration will be given to that candidate's:
 - competencies and qualifications;
 - independence;
 - diversity;
 - other directorships and time availability; and
 - the effect that the appointment would have on the overall balance and composition of the Board, including by reference to the Crown Board Skills Matrix adopted from time to time; and
- finally, all existing Board members must approve the proposed appointment.

The People, Remuneration and Nomination Committee also has responsibility for reviewing the Board Skills Matrix on an annual basis to ensure it remains consistent with the objectives of Crown and existing regulatory requirements and recommendations.

Remuneration of Directors and Relevant Executives

The role of the People, Remuneration and Nomination Committee also includes:

1. the review and recommendation of appropriate fees to be paid to Non-executive Directors;
2. the review and recommendation of appropriate remuneration arrangements for Executive Directors and relevant senior management including the level of remuneration and relevant contracted term; and
3. the review of succession plans for Executive Directors and relevant senior management.

Following the end of the financial year, the Committee reviewed and approved:

- the remuneration for senior executives which will apply during the financial year ending 30 June 2022; and
- the short-term incentive arrangements applicable to senior executives referable to the financial year ended 30 June 2021.

A summary of the current remuneration arrangements is set out in more detail in the Remuneration Report. The objective of Crown's remuneration policy is to ensure that:

- senior executives are motivated to pursue the long-term growth and success of Crown; and
- there is a clear relationship between the performance of senior executives and their remuneration.

Board Skills Matrix

As noted above, the Selection Procedure for a Director nomination requires that the People, Remuneration and Nomination Committee (on behalf of the Board) consider the effect that any proposed Director candidate would have on the overall balance and composition of the Board including by reference to the Crown Board Skills Matrix adopted from time to time.

The Crown Board has adopted the following Board Skills Matrix which sets out the mix of skills and diversity that the Board is looking to achieve in its membership. The Board Skills Matrix highlights the key skills and experience of the Board and the extent to which those skills are currently represented on the Board.

Skill/Competency	Board ¹
Total Number of Directors	5
Executive leadership CEO or senior executive experience in a large complex organisation.	5
Listed company experience Experience as a non-executive director of ASX listed entities or international listed entities.	5
Strategy and innovation Experience developing and directing the strategy of a large organisation to assist with the Board's oversight of strategy. Ability to think and act innovatively in a fast-moving environment with a focus on business growth and responding to disruption.	5

Skill/Competency	Board ¹
Risk management Experience in identifying, monitoring and overseeing material risks in complex organisations, including regulatory, financial and non-financial risks. Experience with high standards of risk management and governance, particularly in highly regulated sectors.	5
Financial acumen Senior executive or equivalent experience in financial accounting and reporting, capital management with long term investment horizons and substantial capital outlay, industry taxation, internal financial controls and corporate financing arrangements, including the ability to analyse and assess financial performance, controls and reporting.	5
Corporate governance and compliance Experience with ASX listed entities and other large organisations subject to robust corporate governance frameworks with an ability to assess the effectiveness of relevant governance processes. Commitment to high standards and systems of governance and compliance within ethical frameworks.	5
Workplace health and safety Experience in relation to workplace health and safety, particularly in industries with shift workers.	5
Sustainability, environment and corporate social responsibility Experience in relation to sustainability, environmental and social responsibility and community.	5
Legal and regulatory Experience in legal and regulatory matters including regulatory and contractual frameworks in highly regulated sectors. Experience with regulation and law governing gaming matters including but not limited to anti-money laundering and responsible conduct of gaming.	5
Technology Knowledge and experience in developing or overseeing the application of technology systems, critical infrastructure, digital technology, data management, cyber security, gaming systems and disruption and data security.	5
People, culture and conduct Experience in the management of human resources including engagement with organisational culture and change, talent development, incentivisation, remuneration, succession planning and the ability to consider and respond to matters relating to inclusion and diversity.	5
Customer focus Senior executive or equivalent experience in marketing including a detailed understanding of the Company's strategic direction, customer service and management strategies and the ability to understand the needs of customers and enhance their experience and outcomes.	4
Industry experience - gaming and entertainment Senior executive or equivalent experience in the gaming and entertainment industries.	4
Industry experience - hospitality and management Senior executive or equivalent experience in the hospitality and tourism industries.	2
Public policy and stakeholder engagement Professional experience working in a highly regulated organisation, regulatory body or government department/agency relevant to the Company with public policy and stakeholder engagement experience, particularly in relation to gaming.	4

1. Includes Non-executive Directors subject to regulatory approval.

The Board Skills Matrix, albeit important, is only part of the Selection Procedure that the Board is required to follow. As noted above, the People, Remuneration and Nomination Committee has responsibility for reviewing the appropriateness of the Board Skills Matrix on an annual basis.

The People, Remuneration and Nomination Committee is responsible for developing Crown's Board succession plan to ensure that the Board maintains appropriate experience, expertise and diversity.

An objective of Crown's reform agenda is to focus on rebuilding the Board with a full complement of independent Non-executive Directors. Board succession is a continual process. Crown operates in a highly regulated industry whereby it takes some time for each new Director to obtain the required probity and regulatory approval in all jurisdictions in which Crown

operates. The departure of five Directors during the month of February 2021 did not allow for orderly succession. The intention of the Board is to appoint further independent Non-executive Directors and the recruitment process is well underway in this regard. The current Board, including members-elect, is comprised of independent, Non-executive Directors.

Relationships Affecting Independence

The table below sets out the Crown Directors as at 9 September 2021 and indicates which of those Directors are considered to be independent Directors and notes the length of service of each Director from the date of their appointment to 9 September 2021.

Name of Director	Independence Status	Length of Tenure (By years and complete months)
Jane Halton AO PSM , BA (Hons) Psychology, FIML, FIPAA, Hon. FAAHMS, Hon. FACHSE, Hon. DLitt (UNSW) <i>Interim Chairman and Non-executive Director</i>	Independent	3 Years, 4 Months
Antonia Korsanos , BEc, CA, GAICD <i>Non-executive Director</i>	Independent	3 Years, 4 Months
Nigel Morrison B.Com, FCPA <i>Non-executive Director</i>	Independent	5 months
Bruce Carter ¹ B.Econ, MBA, FAICD, FICA <i>Non-executive Director</i>	Independent	
Ziggy Switkowski AO ² PhD (Melbourne), FAA, FTSE, FAICD <i>Chairman - Elect</i>	Independent	
Steve McCann ³ <i>Chief Executive Officer and Managing Director - Elect</i>	Non-independent	

1 Mr Carter was appointed to the Crown Resorts Board on 25 August 2021.

2 Crown announced the appointment of Dr Ziggy Switkowski AO as Chairman - Elect on 26 August 2021. Dr Switkowski's appointment will become effective upon receipt of regulatory approval.

3 Mr Steve McCann was appointed Chief Executive Officer and Managing Director on 1 June 2021, subject to receipt of regulatory approval. Mr McCann will formally commence as Chief Executive Officer and Managing Director following receipt of regulatory approval.

Independent Board Directors

The Crown Board is currently comprised of six Directors, five of whom will be independent following receipt of regulatory approval for Dr Switkowski. Mr McCann will be the only non-independent Director in his role as Chief Executive Officer and Managing Director, following receipt of regulatory approval. The independence of Directors is assessed against a list of criteria and materiality thresholds. Those criteria have been formally enshrined in the Crown Board Charter. Each Director who is listed as an independent Director complies with the relevant criteria for independence set out in the Crown Board Charter. The independence of Directors is assessed against a list of criteria and materiality thresholds. Those criteria have been formally enshrined in the Crown Board Charter. Each Director who is listed as an independent Director complies with the relevant criteria for independence set out in the Crown Board Charter.

Board Chair Independence

The roles of the Chairman and Chief Executive Officer are usually exercised by separate persons. In January 2020, the Crown Board appointed The Honourable Helen Coonan as Chairman. At the same time, Ken Barton was appointed as the Chief Executive Officer and Managing Director of Crown.

Following the departure of Mr Barton in February 2021, Ms Coonan was appointed Interim Executive Chairman while the Board oversaw a search for a new Chief Executive Officer. In May 2021, the Board appointed Mr Steve McCann as Chief Executive Officer and Managing Director of Crown, subject to the receipt of probity and regulatory approvals. Since 1 June 2021 when Mr McCann commenced, Ms Coonan continued to perform her executive responsibilities as Interim Executive Chairman until her departure on 27 August 2021.

On 26 August 2021, the Crown Board announced the retirement of Ms Coonan and the appointment of a new independent Non-executive Chairman, Dr Ziggy Switkowski, subject to regulatory approval.

The roles of the Chairman and Chief Executive Officer at Crown will revert to being exercised by separate persons.

Director Professional Development

The induction process for new Directors involves both formal and informal elements, tailored to their existing skills, knowledge and experience.

As noted above, new Directors are provided with a formal induction pack which includes important information that a Director must know about the Company and their appointment terms and includes copies of relevant Constitutions, Board Charters and Policies. In addition, new Directors are provided with tours of Crown’s main businesses and the opportunity to spend time with various members of senior management.

The professional development framework for Directors has recently been enhanced with the introduction of a three-year training calendar which captures a broad range of training and development areas specifically tailored to the role and responsibilities of Crown’s Directors. The calendar sets out the anticipated timeframe for completion of training together with any requirement for refresher training. The Board recognise that training and development is an ongoing process and as such, the calendar will be reviewed bi-annually by the People, Remuneration and Nomination Committee to ensure it remains up-to-date and relevant.

In addition, Directors are requested to complete certain of Crown’s online training modules, including Anti-money Laundering, Anti-bribery and Corruption, Cyber Security Awareness and Responsible Gaming.

To provide more structure to Director professional development, the People, Remuneration and Nomination Committee oversees the induction process which is in place for new Directors. This process involves, amongst other things, a review of the Crown Board Skills Matrix and consideration of the extent to which those skills are currently represented on the Board and on each of its Committees. Where skills, knowledge and experience are not currently adequately represented, appropriate professional development in this area will be considered.

Principle 3: Instil a Culture of Acting Lawfully, Ethically and Responsibly

Reinforcing Culture, Purpose and Values

The Crown Board have adopted values which reflect the Company’s purpose and culture and outline the behaviours expected of officers and employees. They reflect how Crown employees work, treat each other and interact with the people and communities around Crown. These values are:

			
We do the right thing	We act respectfully	We work together	We are passionate
<p>Doing the right thing... is doing right by your colleagues, customers, community and company.</p>	<p>Acting respectfully is... walking in each other's shoes and treating others as you wish to be treated.</p>	<p>Working together is... believing in "we before me" and that together we thrive.</p>	<p>Being passionate about what you do is... never giving anything less than your best and loving what you do.</p>

Culture reforms

Crown’s objective is to be one of the most responsible and respected operator of integrated resorts in the world – right across Crown’s stakeholder mix including the community, regulators and governments, customers, shareholders and our employees.

In 2021, the Crown Board instigated a culture reform transformation program. External experts were engaged to conduct an organisation-wide culture review in support of assessing the current state culture at Crown. A comprehensive survey was developed and rolled out to employees to provide a baseline and insights. The outcome of the survey has been used to address shortcomings and has formed the basis of the roadmap for our cultural change, which has been developed and will be launched in September 2021.

Whilst there is much work still to be done, progress has already been made through significant leadership renewal at the Board and senior management level and organisational restructures resulting in key governance and compliance functions such as financial crime, risk, internal audit and responsible gaming having direct reporting relationships to the Board.

As part of the culture reform program, a review of Crown's current purpose and values was undertaken to ensure they support Crown's aspirational culture and align with its overall strategic objectives. The outcome of this review will see Crown's current purpose and values evolve to focus on creating a collaborative workforce where integrity is paramount to decision making. Crown's focus will be on building relationships with stakeholders and our role within the community, while we strive to deliver quality exceptional experiences, pursue opportunities to exceed expectations and continuously grow and improve.

By reforming Crown's culture, Crown intends to regain trust from the community and support its social licence to operate. The Board will oversee the cultural change which will be driven by the new CEO and Chief People and Culture Officer.

Code of Conduct

The Crown Board has adopted a Code of Conduct which reflects the Company's values and outlines the standard of ethical behaviour that is expected of its Directors and of its employees at all times. Any person who performs work for or on behalf of Crown must comply with Crown's Code of Conduct, which contains the Standards of Conduct and procedure for reporting breaches of Code of Conduct as core requirements. All Directors and employees receive training on their obligations under the code and the Crown Board is advised of any material breaches of the Code of Conduct as soon as possible.

These values and requirements form the foundation of Crown's corporate governance framework.



More information

Crown's Code of Conduct is available at: www.crownresorts.com.au under the heading Corporate Governance – Codes.

Whistleblower Policy

Crown's Whistleblower policy is designed to promote and support a culture of integrity and ethical behaviour and to encourage the reporting of misconduct and wrongdoing. The Board recognises the important role whistleblowing can play in the early detection of misconduct. Crown's Whistleblower Policy sets out:

- the disclosures which qualify for protection;
- how disclosures can be made and to whom;

- the process for investigating disclosures; and
- the importance of maintaining confidentiality and protection against victimisation.

The procedure for investigation and how disclosures may be made considering protection of identity and confidentiality are outlined in the policy. Eligible whistleblowers are encouraged to contact STOPLine to make a disclosure under this Policy. STOPLine is an independent and confidential service which is available 24 hours a day, seven days a week.

Whistleblower disclosures and periodic updates of matters under this Policy are reported to Crown's Risk Management Committee.

The Company's Whistleblower Policy was last reviewed and updated in February 2021. The Policy is reviewed by the Crown Board as required from time to time.



More information

Crown's Whistleblower Policy is available at: www.crownresorts.com.au under the heading Corporate Governance – Policies.

Anti-bribery and Corruption Policy

The Crown Board has zero tolerance for any fraudulent or corrupt business practices and has in place an Anti-bribery and Corruption Policy.

The Anti-bribery and Corruption Policy articulates the standards expected of Crown, its employees and associates and its commitment to operating with the highest levels of corporate integrity and preventing bribery and corruption in all forms wherever and with whomever Crown conducts business. Crown has undertaken a systematic process to identify bribery and corruption risks. Targeted compliance systems to prevent, detect and manage issues of bribery and corruption are monitored through Crown's corporate compliance program and operate within each business unit.

All Directors and employees receive training on their obligations under the policy as a part of their induction process. Periodic training is organised, as appropriate to the roles of the employees, following induction.

The Risk Management Committee is kept informed and receives periodical reports of any material breaches of the Anti-bribery and Corruption Policy.

The Company's Anti-bribery and Corruption Policy was last reviewed and updated in February 2020. The Policy will be reviewed by the Risk Management Committee and the Crown Board as required from time to time.

Principle 4: Safeguard the Integrity of Corporate Reports

Audit and Corporate Governance Committee

Crown has established a formal Audit and Corporate Governance Committee to review the integrity of Crown's financial reporting and to oversee the independence of Crown's external auditors.

At the time of writing, the current members of the Audit and Corporate Governance Committee are Antonia Korsanos (Chair), Jane Halton AO PSM and Nigel Morrison however this is subject to change given the current Board renewal process underway. The Committee is comprised of independent Non-executive Directors.

The Chair of the Audit and Corporate Governance Committee, Mrs Korsanos, is an independent Director who has extensive financial experience with over 25 years' experience in financial and general management.

Further information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The Audit and Corporate Governance Committee has adopted a formal Charter that outlines its duties and responsibilities. The Charter includes information on the procedures for the selection and appointment of the external auditor of Crown and for the rotation of external audit engagement partners.



More information

The Audit and Corporate Governance Committee Charter is available at: www.crownresorts.com.au under the heading Corporate Governance – Charters.

CEO and CFO Declarations

Before approving the financial statements for each financial period, the Board receives the necessary confirmations required under section 295A of the Corporations Act from each person who performs a chief executive officer and the chief financial officer function stating that, in their opinion:

- the financial records of Crown have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Crown; and
- the opinion has been formed on the basis of a sound system of risk management and internal controls which is operating effectively.

Any other announcements, including periodic corporate reports not reviewed or audited by an external auditor, are verified by the Disclosure Committee through the process described in the Continuous Disclosure Policy available at www.crownresorts.com.au under the heading Corporate Governance – Policies.

Auditor's Attendance at AGMs

Crown shareholders are provided with an opportunity at the AGM to ask questions and make comments on Crown's Annual Report and on the business and operations of the Company. Crown's Auditor is required to attend the AGM and shareholders are therefore also provided a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report. Shareholders are informed of their opportunity to address the Auditor in the Notice of Meeting for the AGM.

Principle 5: Make Timely and Balanced Disclosure

Policy to Ensure Compliance with ASX Listing Rule Disclosure Requirements

Crown has a formal Continuous Disclosure Policy in place which is designed to ensure compliance with ASX Listing Rule requirements. The policy details processes for:

- ensuring that any information that could be market sensitive or could involve reputational or material regulatory issues or risks are communicated to the Disclosure Officer;
- the assessment of information by the Disclosure Committee and, where appropriate, the Board, and for the disclosure of material information to the market; and
- the broader publication and assessment of material information to the media, analysts and investors.

All new and substantive investor information, including investor or analyst presentations are released as an announcement on the ASX Market Announcements Platform ahead of the presentation.



More information

Crown's Continuous Disclosure Policy is available at: www.crownresorts.com.au under the heading Corporate Governance – Policies.

All ASX announcements, other than routine administrative announcements, which do not have prior approval by the Crown Board, are provided to the Crown Board promptly after the ASX has acknowledged that the information has been released to the market.

Principle 6: Respect the Rights of Security Holders

Providing Online Information to Investors

Crown has a dedicated corporate website which provides information about itself and its governance to investors. The website has a dedicated Corporate Governance tab which sets out Crown's Charters, Constitution, Policies and Codes, describes Crown's Board Committees and includes copies of current and historical Corporate Governance Statements and Remuneration Reports.



More information

More information is available at: www.crownresorts.com.au under the heading Corporate Governance.

Promotion of Effective Communication with Shareholders

The Board aims to ensure that shareholders and prospective investors are kept informed of all major developments affecting Crown.

Crown's investor relations program is designed to facilitate effective communication between shareholders, prospective investors and Crown.

Crown actively engages with shareholders and prospective investors through a program of scheduled interactions with institutional investors, sell-side and buy-side analysts and the financial media. In addition, meetings are held with shareholders and prospective investors on request and responses are provided to enquiries made from time to time.

Crown's investor relations program works in tandem with its obligations under its Continuous Disclosure Policy, a copy of which is available on Crown's website.

Crown's Chief Executive Officer and Chief Financial Officer regularly report to the Board on investor relations matters.

In addition, Crown has a Communications Policy which seeks to promote effective communication with all its shareholders, including smaller investors. The policy explains how information concerning Crown will be communicated to shareholders.

The communication channels include:

- Crown's Annual Report;
- disclosures made to the ASX; and
- Notices of Meeting and other Explanatory Memoranda.

Advance notification of results announcements dates is made via Crown's website.



More information

Crown's Continuous Disclosure Policy and Communications Policy is available at: www.crownresorts.com.au under the heading Corporate Governance – Policies.

Shareholder Participation at Meetings

Shareholders are encouraged to participate in all meetings of shareholders. The date of Crown's AGM is advertised well in advance on its website, is announced to the ASX and is separately communicated to investors.

Shareholders are informed in the formal Notice of Meeting for the AGM of their opportunity to participate in the meeting by asking questions of either Crown Directors or its Auditor. The AGM is also webcast live and an archive of the AGM webcast is subsequently available on Crown's website.

At the AGM, the Chairman encourages shareholders to ask questions on the items of business.

All substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.



More information

Crown's Notices of Meeting and the webcast are available at: www.crownresorts.com.au under the heading Investors and Media – Annual General Meetings.

Shareholder Communications

Crown shareholders have the option to receive communications from Crown and to send communications to Crown electronically. Crown's share registry (on behalf of Crown) actively encourages shareholders to receive their shareholder communications electronically and provides online access to shareholder information.

Separately, the Crown website includes a "Contact Us" feature which can be used by both shareholders and others to ask questions of the Company.

Principle 7: Recognise and Manage Risk

Policy for Oversight and Management of Material Business Risks

Crown has established a formal Risk Management Committee to provide strategic risk management leadership, oversight and analysis to the Crown Board.

At the time of writing, the current members of the Risk Management Committee are Jane Halton AO PSM (Chair), Bruce Carter and Antonia Korsanos. All members of the Committee are independent Non-executive Directors.

The Chair of the Risk Management Committee, Ms Halton, is an independent Director who served a 34 year career in the public service.

Further information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The Risk Management Committee has adopted a formal Charter that outlines its duties and responsibilities.

In December 2020, the Board implemented a new organisational structure that included the separation of Crown's risk and internal audit functions. A new Chief Risk Officer role was created with an elevated reporting line directly to the Chief Executive Officer, and a reporting line to the Risk Management Committee. The Chief Risk Officer is also a member of the Executive Team for each Crown property and attends the board meetings of each property and the Crown Board.



More information

The Risk Management Committee Charter is available at: www.crownresorts.com.au under the heading Corporate Governance – Charters.

Design and Implementation of Risk Management and Internal Control Systems

Crown has established a framework for the oversight and management of material business risks and has adopted a formal Risk Management Policy and articulated its Risk Appetite. Risk management is an integral part of the industry in which Crown operates.

Management is charged with monitoring the effectiveness of Crown's risk management systems and is required to report to the Board via the Risk Management Committee.

The Board convened Risk Management Committee administers Crown's Risk Management Policy and monitors management's performance against the risk management framework, including whether it is operating within the Risk Appetite set by the Board.

The Risk Management Policy sets out procedures which are designed to identify, assess, monitor and manage risk at each of Crown's controlled businesses and requires that the results of those procedures are reported in a Risk Profile to the Crown Board. The framework has been developed using the model outlined in AS/NZS ISO 31000:2018 Risk Management – Guidelines.

Crown's Risk Profile reflects major risks identified at an operational level and provides the framework for the reporting and monitoring of material risks across the Crown group on an ongoing basis.

Management is required to conduct an annual review of its Risk Profile to ensure that risk ratings and definitions remain appropriate for Crown, and that adequate controls are in place to manage them.

A review has been conducted during the reporting period and presented to the Risk Management Committee for approval. In the course of that review, the current Risk Profiles of Crown's major operating businesses were taken into account and the risk environment of its operations was also considered.

In addition, the Board has received, and will continue to receive, periodic reports through the Risk Management Committee, summarising the results of risk management initiatives at Crown.

Overarching Risk Appetite Statement

The Crown Resorts Board has articulated its risk appetite in the following manner:

In general, Crown's risk appetite is a balanced one that allows taking measured commercial risk as it pursues strategic objectives whilst aiming to manage and minimize risk in its operations. Crown's Risk Management Framework is designed to manage, rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against breaches of risk appetite. In this balanced stance, Crown is willing to accept, in some circumstances, material commercial risks that may result in impacts to our finances, services to our customers or infrastructure, but only within pre-defined limits and parameters.

There are a number of areas of the business where Crown does not have appetite to accept material risks.

Specifically:

- *Crown does not have appetite to accept material risk related to regulatory, legal or statutory requirements, including in respect of financial crime. Crown's relationships with its regulators and licensors are foundational and paramount to how it does business.*
- *Crown does not have appetite to accept material risk related to any association with or influence from criminal elements.*
- *Crown does not have appetite to accept material risk related to any activity that would be inconsistent with its social license to operate, which includes, in addition to meeting its regulatory obligations, material risk related to its reputation and brand. Crown takes very seriously its stance on 'doing the right thing' by all its stakeholders.*
- *Crown does not have appetite to accept material risks related to employee health and safety, the maintenance of appropriate security and surveillance*

across its properties or loss of, or otherwise unauthorised or accidental disclosure of, customer or other sensitive information or data.

This overarching statement is complemented by specific qualitative statements against Crown's major risk categories and quantitative metrics that trigger reporting to the Risk Management Committee.

Disclosure of Internal Audit Functions

An independent and objective internal audit function, with auditors located across Perth, Melbourne and Sydney, supports the Crown Board and its subsidiaries in assessing that risks are appropriately managed in line with the risk appetite, and that the internal controls are operating effectively.

Internal audit activities focus on controls and related activities (including policies, procedures, and systems) which are in place to ensure:

- the adequacy and effectiveness of mitigating controls;
- compliance with applicable policies, standards, procedures, regulations, and legislation;
- the economic acquisition, effective use and adequate protection of Crown's assets and resources;
- the accomplishment of Crown's objectives; and
- the accuracy, reliability and timeliness of information reviewed.

Internal audit may perform consulting and advisory services relating to governance, risk management and control as appropriate for Crown. It may also evaluate within the confines of independence requirements, specific operations at the request of the Board, Audit & Corporate Governance Committee, or management as appropriate.

The Boards of each major operating business and management receive regular reports from internal audit on the control environment, areas for improvement and progress in addressing those areas for improvement.

To further enhance the Three Lines of Defence at Crown, the internal audit function was separated from the risk function in the current year and a fully independent Group General Manager – Internal Audit was appointed. This role reports administratively to the Chief Financial Officer – Crown Resorts and functionally to the Crown Resorts Audit & Corporate Governance Committee.

The internal audit function was externally assessed for compliance with the Institute of Internal Auditor's International Professional Practices Framework in 2020 and was rated as generally conforms, which is the highest rating that can be achieved.

Disclosure of Environmental and Social Risks

The Crown Group is exposed to a number of environmental and social sustainability risks.

Crown's goal is to be a leader in the entertainment and tourism industry by creating long-term value for its stakeholders across economic and environmental dimensions. Crown aspires to be a model corporate citizen and recognises that a company is assessed not only on its financial performance, but also by its commitment to corporate responsibility, which includes consideration of, among others, the following factors:

- the quality of its workplace;
- its environmental footprint;
- its level of community engagement;
- the creation of a safe environment for its customers, employees and contractors; and
- the provision of employment opportunities.

Environmental risks

Crown's environmental sustainability program, CROWNEARTH, has a clear aim to deliver strategy, plans, actions and outcomes in environmental sustainability. The CROWNEARTH brand is instantly recognisable by managers and employees alike and signifies Crown's commitment to the three pillars of sustainability: people, planet and prosperity.

Crown takes a group-wide approach to environmental sustainability, aligning strategies and programs that further reduce the environmental impact and contribute to developing more sustainable practices, focussing on three key areas: energy, waste and water management.



More information

Further information about Crown's environmental sustainability program, including environmental initiatives, is available at www.crownresorts.com.au and under the heading Our Contribution - Sustainability.

Social risks

The material social risk affecting Crown relates to problem gaming.

Crown is committed to an inclusive responsible service of gaming approach at each resort, engaging internally and externally to achieve socially responsible outcomes. Crown recognises that in delivering its responsible gaming programs and services, it does so as a shared responsibility as part of the gaming industry, with government, communities and individuals, all working in partnership.

Each of Crown's properties have onsite support facilities for customers seeking assistance with their gaming behaviours. Responsible Gaming Centres are staffed by dedicated and professional team members and provide free and confidential services, programs and referrals 24 hours a day, seven days a week, providing information in English and other languages.

To assist employees in delivering high customer service standards in relation to responsible gaming, the Responsible Gaming department at each property, together with Crown College, provide responsible service of gaming training using modern learning techniques which include on-line and facilitator led training.

Crown works closely with government, community and academia to monitor its harm minimisation approach and has established a group of Responsible Gaming academics, the Responsible Gaming Advisory Panel, to assist in the deliberation and advice in relation to responsible gaming programs and services. Further, Crown develops and maintains strong engagement with many stakeholders including gambling help service providers and other welfare organisations in each State.



More information

Further information in relation to Crown's Responsible Gaming program, including the Responsible Gambling Code of Conduct, is available at www.crownresorts.com.au and under the heading Our Contribution - Responsible Gaming.

Policy for Director Remuneration

A summary of current remuneration arrangements is set out in more detail in the Remuneration Report. Crown separately discloses the policies and practices regarding the remuneration of Key Management Personnel in the Remuneration Report.

Restrictions on Dealing in Equity Based Remuneration

The rules of the Senior Executive Incentive Plan and the Crown Digital Senior Executive Incentive Plan specifically provide that a participant must not assign, transfer, encumber, dispose of or have a Security Interest issued over Plan Shares, or any beneficial interest in Plan Shares, unless all restrictions on the transfer, encumbrance or disposal of the Plan Shares have been met or waived by the Board or the Board has provided prior written consent. A Security Interest is defined to include any mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature. The rules of the Senior Executive Incentive Plan and the Crown Digital Senior Executive Incentive Plan also require participants to comply with Crown's Securities Trading Policy at all times.

Principle 8: Remunerate Fairly and Responsibly

People, Remuneration and Nomination Committee

As noted in response to Recommendation 2.1, Crown has established a formal People, Remuneration and Nomination Committee. The People, Remuneration and Nomination Committee has adopted a formal Charter that outlines its duties and responsibilities.

At the time of writing, the current members of the People, Remuneration and Nomination Committee are Antonia Korsanos (Chair), Jane Halton AO PSM and Nigel Morrison all of whom are independent Non-executive Directors. Information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.