



Crown Resorts Limited Compliance, Safety and Responsible Gaming Committee Charter

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

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1. Introduction

The Board of Crown Resorts Limited (**Company**) has established a Compliance, Safety and Responsible Gaming (**Committee**). The Board delegates to the Committee the responsibilities and ongoing oversight of the functions set out in this charter.

2. Purpose

The purpose of this Charter is to govern the operations of the Compliance, Safety and Responsible Gaming Committee.

3. Functions

The primary function of the Committee is to assist the Board to fulfil its corporate governance responsibilities by identifying, monitoring, managing and mitigating issues and risks in relation to compliance, safety and responsible gaming for Crown Resorts and its subsidiaries.

3.1. Compliance

The role of the Committee in regard to compliance is to assess, monitor and report to the Board of the Company on the Company's compliance with all legislative and regulatory requirements and resolve (or escalate to the Board, if appropriate) any compliance or related issues brought before the Committee.

3.2. Safety

The role of the Committee in regard to safety is to assess, monitor and report to the Board on the application of the Health, Safety & Wellbeing Policy including the Workplace Health and Safety Framework, which commits to compliance with all legislative and regulatory requirements and to protecting the health and safety of employees, customers, contractors and the people who visit and use the Company's facilities.

3.3. Responsible Gaming

The role of the Committee in regard to responsible gaming is to assess, monitor and report to the Board on the application of the Responsible Gaming Policy which commits to minimising gambling-related harm by delivering gaming services in a responsible manner and complying with all relevant legislative and regulatory requirements and industry best practice.

4. Composition of the Committee

4.1. Structure

The Committee will be comprised of a minimum of three directors of the Company to be nominated by the Board. At least two of the nominated directors must be independent of the management of the Company.

4.2. Appointment to Committee

The Board will appoint Committee members based on the Committee member having the requisite skills and experience required to enable them to fulfill their roles and responsibilities as outlined in this Charter. All nominated Committee members must have all necessary probity and regulatory approvals.

The Chief Executive Officer and such other persons including, but not limited to, relevant senior executives, at the invitation of the Chair of the Committee may attend meetings but shall not be entitled to vote.

Periodically, but not less than annually, membership of the Committee will be reviewed by the Board and alternative members considered.

4.3. Chair

The Chair of the Committee will be nominated by the Board and will be an independent director. The Chair will have an understanding of the Company's regulatory framework and obligations and will not be the Chair of the Board.

The Chair may elect a Deputy Chair to perform the duties of the Chair, in the event they are not present at a Committee meeting.

4.4. Termination of Appointment to Committee

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

5. Conflict of Interest

Committee members will be invited to disclose conflicts of interest at the start of each meeting.

Ongoing conflicts of interest need not be disclosed at each meeting once they have been acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest they will be excused from committee discussions about the issue where a conflict exists.

6. Responsibilities of the Committee

6.1. Compliance

The Committee will:

- (a) monitor and evaluate the effectiveness of the systems, processes, policies, risk frameworks and controls approved by the Board relating to ensuring compliance with legislative and regulatory requirements, including but not limited to:
 - (i) the disclosure, reporting and notification provisions of the *Corporations Act 2001 (Cth)* (Corporations Act);
 - (ii) relevant gaming legislation and regulations, including the duty to maintain a casino licence where appropriate and associated state management agreements and casino licensing agreements;
 - (iii) Anti-Money Laundering & Counter-Terrorism Financing matters, including those already under consideration by, or referred from, the Board;
 - (iv) liquor licensing legislation;
 - (v) fire, safety, smoking and security legislation and regulations;

- (vi) food handling legislation including Hazards Analysis Critical Control Point systems;
 - (vii) employment, environmental, privacy and data protection legislation and regulations;
 - (viii) tenancy matters including tenants' compliance with leases with the Company;
 - (ix) the Australian Standards Compliance Management Systems – Guidelines AS ISO 19600:2015; and
 - (x) any other relevant legislation and/or regulations.
- (b) receive and review reports from management, and review any relevant policy amendments prior to submission to the Board, including, but not limited to:
- (i) the effectiveness of the Company's reporting systems for all disclosures, reports and notifications made pursuant to its obligations under the Corporations Act, if applicable;
 - (ii) a Board Compliance Report including material compliance issues or any negative trends in compliance issues concerning:
 - (1) relevant gaming legislation and regulations, including the duty to maintain a casino licence and appropriate approved systems and procedures (where appropriate) under associated state management agreements and casino licensing agreements;
 - (2) Anti-Money Laundering & Counter-Terrorism Financing matters, including those already under consideration by, or referred to, the Board;
 - (3) liquor licensing legislation;
 - (4) fire, safety, smoking and security legislation and regulations;
 - (5) food handling legislation together with HACCP systems;
 - (6) employment, environmental, privacy and data protection legislation and regulations;
 - (7) tenancy matters including tenants' compliance with leases with the Company;
 - (8) specific financial covenants associated with compliance; and
 - (9) all other relevant compliance matters not expressly otherwise mentioned or dealt with by the Board.

- (c) review and suggest amendments to announcements, reports and notifications made in compliance with or in respect of regulatory requirements as appropriate and required; and
- (d) champion a positive risk and compliance culture within the Company including the systems of values, beliefs and behaviours that shape the decisions and actions of employees in relation to compliance and risk.

6.2. Safety

The Committee will:

- (a) oversee the identification, management and mitigation of health, safety and wellbeing issues, risks or exposures and discuss reports from management in relation to the same;
- (b) review and consider policies and procedures necessary to protect the health, safety and wellbeing of the people who work with the Company, and the people who visit the Company's properties;
- (c) monitor the Company's health, safety and wellbeing performance;
- (d) promote and support continuous improvement of the Company's health, safety and wellbeing performance; and
- (e) encourage and promote a strong safety culture and awareness of health, safety and wellbeing issues within the Company.

6.3. Responsible Gaming

The Committee will:

- (a) monitor and review the operation, implementation and effectiveness of the responsible gaming framework of the Company as approved by the Board, management or any committees;
- (b) provide strategic direction, where appropriate, on the Company's responsible gaming objectives having regard to industry best practice in Australia and elsewhere, regulatory requirements and community expectations;
- (c) work with management and external advisors (where appropriate) to develop recommendations for new, or amendments to existing, policies and procedures which may enhance the effectiveness of the responsible gaming framework of the Company;
- (d) promote and support continuous improvement of the Company's responsible gaming performance and framework; and
- (e) encourage and promote awareness of responsible gaming and related welfare issues within the Company, to customers and the community.

6.4. External Consultants

The Committee has full authority of the Board to:

- (a) communicate and consult with external and internal stakeholders concerning the Company's compliance, safety or responsible gaming practices; and
- (b) appoint independent experts as required to provide advice on the Company's compliance, safety or responsible gaming practices, and undertake research on those matters.

7. Reporting to the Board

The Committee will update the Board at each meeting of the Board that follows a Committee meeting (or otherwise as the Committee considers necessary) and make relevant recommendations in relation to matters arising for consideration by the Committee.

8. Meetings

The Committee will meet at least six times per year and as required by the Committee or the Board to fulfil its duties.

Unless otherwise nominated by the Board, the Company Secretary of the Company (or his/her authorised delegate) will act as secretary of the Committee and will be responsible for taking the minutes of Committee meetings and will circulate minutes of Committee meetings to all Committee members after the Committee Chair has given preliminary approval.

The minutes of Committee meetings will be approved by the Committee and signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting.

The Company Secretary must retain, for the Company's records, signed minutes of each Committee meeting (including the respective meeting agendas and supporting papers).

9. Quorum, voting and resolutions

A quorum will comprise any two Committee members.

Only Committee members are entitled to vote on decisions of the Committee. Each Committee member will have one vote.

The Committee may pass resolutions by adopting the procedures set out in the Company's constitution.

Members of the Committee will not vote on any issue in respect of which they have an actual or perceived conflict of interest, and will not influence or participate in discussions on those issues.

10. Amendment and Review

The Committee will review this Charter on an annual basis to ensure it remains consistent with its objectives, the Company's Constitution and current regulatory requirements and recommendations. Any proposed material changes will be referred to the Board for approval.

Endorsed by the Crown Resorts Limited Compliance, Safety & Responsible Gaming Committee on 9 September 2022

Approved by the Crown Resorts Limited Board on 20 September 2022

11. Document History

Version	Date	Modified by	Comments
1.0	20 Sept 2022	Company Secretary	First version of a Crown Resorts Limited Compliance, Safety and Responsible Gaming Committee Charter