



Crown Resorts Limited

Finance Committee Charter

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

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1. Introduction and background

The role of the Finance Committee is to approve the entering into of contracts and leases, facilitate borrowings for the Crown Resorts Group, appoint attorneys for document execution and to approve guarantee arrangements in relation to the obligations of subsidiaries and other transactions involving the general business of Crown Resorts.

2. Composition of the Committee

2.1. Structure

The Committee will be made up of a minimum of three directors to be nominated by the Board. The majority of members are to be independent.

The Chairperson of the Committee will be an independent director.

Unless otherwise nominated by the Board, Crown Resorts Limited's 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 of the Board

3.1. Financing and related arrangements

The Committee will be responsible for reviewing the financing and related arrangements defined in the Annexure (**Financing Arrangements**).

3.2. Approval of contracts and documents

The Committee will approve on behalf of the Company the entry into and execution of any agreement or other document that comprise, are necessary for, arise under or are in any way related to a Financing Arrangement.

3.3. Appointment of attorneys

The Committee will be responsible for appointing appropriate attorneys for the negotiation, execution or amendment of contracts and leases, guarantees required in relation to the obligations of subsidiaries and other transactions involving the general business of Crown Resorts.

3.4. Engage external consultants

The Committee has the full authority of the Board to:

- (a) communicate and consult with external and internal persons and organizations concerning financing matters at Crown Resorts; and
- (b) appoint independent experts to provide advice on financing matters at Crown Resorts.

3.5. Board reporting

The Committee will update the Board from time to time 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 from time to time.

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 Resorts Board for approval.

Crown Resorts Limited

February 2014

Annexure

For the purposes of paragraph 3.1, the term Financing Arrangement includes:

- any credit or banking facilities providing cash advances, bill acceptance, letters of credit or other financial accommodation and financial services;
- any debt capital market issues (both domestic and offshore) or other instruments of indebtedness;
- any equity capital market issues (both domestic and offshore) or other instruments constituting either an equity interest or both equity and debt interests;
- any guarantees, suretyship, letters of credit, letters of comfort or any other obligation to provide funds for the payment or discharge of, to indemnify any person against the consequences of, or to be responsible for, any obligation non-performance of another person (whether a monetary or performance obligation) or the assumption of any responsibility or obligation in respect of the insolvency or the financial condition of any other person;
- any finance or operating leases or other lease or licence of any nature;
- arrangements for or relating to the deferral of a purchase price or other payment in relation to the acquisition of any asset or service;
- arrangements for or relating to the redemption of any preference shares in the Company, its present or future subsidiaries or any other person or entity
- any interest rate, cross-currency or basis swaps, interest rate caps, collars or floors, forward rate agreements, swaptions, foreign exchange transactions, currency options, bond options, credit derivatives, reciprocal purchase agreements, equity derivatives or commodity transactions, or any combination of the foregoing;
- any security or encumbrance relating to any of the foregoing;
- any other agreement, instrument or arrangement involving or resulting in (whether directly or indirectly) the provision of funds or financial accommodation of any form or having the same or similar economic or commercial effect as such provision;
- any other arrangement of any nature which includes any of the foregoing or is in any way related to any of the foregoing; or
- any amendment to or variation of any of the foregoing,

entered into or to be entered into by:

- the Company; and/or
- any present or future subsidiaries of the Company or any other person or entity, if and to the extent, guaranteed, credit enhanced or otherwise supported by the Company.