



# Crown Resorts Limited Corporate Social Responsibility 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 Committee is to assist the Board in setting Crown's corporate social responsibility policies and programs and assessing Crown's corporate social responsibility performance.

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

Matters directly relating to health and safety remain the responsibility of Crown's Occupational Health & Safety Committee.

## 2. Composition of the Committee

### 2.1. Structure

The Committee will be made up of a minimum of two directors to be nominated by the Board.

The Chairperson of the Committee will be nominated by the Board.

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 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 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 social responsibility policies

The Committee will:

- (a) establish appropriate corporate social responsibility policies and programs for Crown;
- (b) monitor and review the operation and effectiveness of Crown's corporate social responsibility policies and programs;
- (c) promote and support continuous improvement in Crown's corporate social 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 social responsibility related issues at Crown among Crown's staff and other stakeholders.

### 3.2. Environment impact

The Committee will:

- ensure that Crown pursues sustainable practices and will liaise with senior management in relation to the same;
- review and recommend policies and procedures necessary to pursue sustainable processes and to comply with regulatory requirements;
- encourage and promote awareness of environmental issues with senior management of the Company; and
- be responsible for developing and monitoring the application of the Crown Environment Policy.

### 3.3. Development of compliance programs

The Committee will:

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

### 3.4. Review of corporate social responsibility disclosures

The Committee will review proposed disclosures of Crown's corporate responsibility matters in Crown's Annual Reports and other public statements of Crown's corporate social responsibility policies and programs.

### 3.5. Engage external consultants

The Committee has the full authority of the Board to:

- (a) communicate and consult with external and internal persons and organisations concerning corporate social responsibility practices at Crown; and
- (b) appoint independent experts to provide advice on corporate social responsibility issues.

### 3.6. 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 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.

**Crown Resorts Limited**  
May 2014