



# Crown Resorts Limited

## Risk Management 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 Risk Management Committee is to provide strategic risk management leadership, oversight and analysis to the Crown Board.

## 2. Composition of the Committee

### 2.1. Structure

The Committee will be comprised of a minimum of three directors to be nominated by the Board. A majority of members are to be independent, non-executive directors.

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, 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

### 3.1. Risk management

The Committee will review and assess the adequacy of the Crown Group's risk management systems. This will include:

- (a) identifying areas of significant business risk or exposure;
- (b) implementing and monitoring arrangements put in place to ensure risks are effectively managed;
- (c) establishing processes to ensure compliance with relevant laws and regulatory requirements;
- (d) establishing, administering and periodically reviewing the Crown Risk Management Policy and the Crown Anti-Bribery and Corruption Policy;
- (e) monitoring of insurance coverage for the Crown Group; and
- (f) periodically reviewing Business Continuity Plans for Crown Group businesses.

### 3.2. Systems, controls and compliance

The Committee will:

- (a) assess the adequacy and effectiveness of internal control systems for the mitigation of significant business risks; and
- (b) approve and review internal control compliance processes for compliance with relevant laws and regulatory requirements.

### 3.3. 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 risk management practices at the Crown Group; and
- (b) appoint independent experts to provide advice on risk management practices at the Crown Group.

### 3.4. 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 least two 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**

February 2018