

Crown Resorts Limited

Risk, Compliance and PlaySafe Committee Charter

1. Purpose, Role, and Authority

1.1. Purpose

The purpose of this Charter is to outline the role, responsibilities, and duties of the Crown Resorts Limited (**Crown Resorts**) Risk, Compliance & PlaySafe Committee (**Committee**).

1.2. Role of the Committee

The role of the Committee is to assist the Board of Crown Resorts (**Board**) to deliver on its fiduciary duties by overseeing operational risk, compliance and PlaySafe activities of Crown Resorts. This includes overseeing the development of related frameworks, policies, procedures, and strategies, and monitoring implementation and operational performance of such activities by Management.

1.3. Authority

Pursuant to rule 5.15 of the Crown Resorts Constitution (**Constitution**), the Board has authority to delegate any of its powers to a committee of the Board, for any period and on any terms as the Board resolves.

This Committee has been established by the Board, and the Board delegates to the Committee the authority and power to exercise the role and responsibilities outlined within this Charter. The Board may also delegate any additional responsibilities to the Committee in accordance with any resolution of the Board from time to time.

Any decisions made by the Committee in accordance with this Charter are to be taken as being a decision of the Board.

Any matters not outlined in this Charter are otherwise reserved for the Board.

1.4. Relationship to Subsidiary Entities

As Crown Resorts is the parent of the Crown Resorts Group (**Group**) of companies, the Board and Committee may recommend the adoption of Group policies, frameworks, or procedures to manage operational activities across Group entities.

To ensure the boards and management of subsidiary entities within the Group adhere to their director, fiduciary, and operational obligations, the Board and Committee acknowledge subsidiary entities must consider the impact of Group policies, frameworks, or procedures on the subsidiary entity's operations prior to adoption, which may result in the subsidiary entity either adopting, amending, and adopting, or not adopting the policy framework or procedure as recommended by Crown Resorts.

2. Responsibilities of the Committee

In carrying out its role, the key responsibilities of the Committee include the activities outlined in the following section. In meeting these responsibilities, the Committee will receive and consider information prepared by Management, making relevant queries of Management as necessary.

The Committee may make recommendations to the Board on any matter related to its role.

2.1. Risk Management

- A. The Committee is responsible for overseeing the development and maintenance of the Crown Resorts Risk Management Framework (**RMF**), recommending it to the Board for adoption on an annual basis, or as required.
- B. The Committee is responsible for overseeing the development and maintenance of the Crown Resorts Risk Appetite Statement (**RAS**), considering its interrelationship with other RAS established by subsidiary entities across the Group as necessary, recommending it to the Board for adoption on an annual basis, or as required.
- C. In overseeing the development of the RMF and RAS, the Committee is responsible for ensuring the design of the RMF and RAS are appropriate to manage the financial and non-financial risks impacting the operations of the Group, and effective risk management systems and internal control frameworks are robust to mitigate those financial and non-financial risks.
- D. The Committee is responsible for monitoring implementation of the RMF by reviewing relevant reports issued by Management.
- E. The Committee is responsible for monitoring the performance of Crown Resort's operational activities against the approved RAS and overseeing the overall risk profile of the Crown Group to monitor any known, or identify any emerging, risks, challenging Management's consideration of risks as necessary.
- F. In monitoring the risk profile of the organisation, the Committee will assist Management in establishing and maintaining a sound risk culture and will report to the Board on matters related to risk culture as appropriate.
- G. The Committee is responsible for reviewing risk culture either against any relevant RAS metrics, or through other means established by Management.
- H. Where Management advises operational activities are outside the board-approved RAS metrics, the Committee will monitor and if necessary, approve any activities proposed by Management to return performance back to within the relevant RAS tolerances.
- I. The Committee is responsible for monitoring insurance coverage for the Crown Group to ensure that it is adequate for the nature and level of risk of the company's operations, and ensuring that Management has implemented effective processes in relation to the identification of areas of significant business risk or exposure,
- J. In discharging its responsibility, the Committee will receive an independent review of the RMF at least once every three years, to ensure it is satisfied the RMF adequately addresses the needs of the organisation, the RMF continues to be sound, and its design is commensurate with the size and complexity of the organisation. The independent review will consider, but may not be limited to:
 - i) the effectiveness of Group's internal control systems,
 - ii) systems established to assess, monitor, and manage key risk exposures,
 - iii) systems established to ensure compliance with relevant legislative and regulatory requirements,
 - iv) findings and recommendations made by either Crown's external auditor or internal audit department and management's responses including:

- the report prepared by Crown’s external auditor detailing audit observations relevant to the Group identified during the external audit of the Group, and
 - reports prepared by Crown’s internal audit department summarising audit work undertaken, key findings, recommendations, and outcomes.
- K. Where the RMF is subject to an internal, external, or independent review, the Committee is responsible for monitoring implementation of Management’s plans and activities to address any review findings. Any such review will be noted by the Crown Resorts Audit & Finance Committee.
- L. The Committee is responsible for ensuring the risk management function is adequately resourced to manage the risk management-related activities of the Group.
- M. The Committee is responsible for ensuring the risk management function for the Group is operating effectively.
- N. The Committee will regularly meet in camera in the absence of Management with the Head of Risk Management or equivalently titled role, at least once on an annual basis. The Committee will ensure the Head of Risk Management has free and unfettered access to raise matters with itself or the Board at any time.
- O. The Committee will recommend the appointment and removal of the Head of Risk Management and monitor the performance of the individual in fulfilling the role as it relates to the Crown Group. In monitoring the performance of the Head of Risk Management, the Committee may make recommendations to the Board, in relation to the termination of the CRO, where appropriate.

2.2. Compliance & Regulatory Affairs

- A. The Committee is responsible for overseeing the development and maintenance of the Crown Resorts Limited compliance framework, and related policies, procedures, or strategies as recommended by Management, recommending them to the Board for adoption on an annual basis, or as required.
- B. In overseeing the development of the compliance framework or related artefacts, the Committee is responsible for ensuring the design of the compliance framework or related policies, procedures, or strategies are appropriate to manage the compliance obligations and legislative requirements applicable to Group operations, and associated compliance activities are sufficiently effective and robust to ensure ongoing compliance with obligations and legislative requirements.
- C. The Committee is responsible for monitoring implementation of the compliance framework or related policies, procedures, or strategies, by reviewing relevant reports issued by Management.
- D. The Committee is responsible for monitoring Management’s engagement with regulators of the Group, through the receipt of reports from Management on interactions and submissions in response to Crown Resort’s regulatory requirements and obligations.
- E. The Committee is responsible for reviewing and suggesting amendments to announcements, reports and notifications made in compliance with, or in respect of, regulatory requirements and obligations as appropriate, or as requested by Management.
- F. The Committee is responsible for assisting Management in establishing and maintain a sound compliance culture including the systems of values, beliefs and behaviours that shape the decisions and actions of employees and will report to the Board on matters related to compliance culture as appropriate.

- G. The Committee is responsible for ensuring the compliance function, is adequately resourced to manage the compliance-related activities of the organisation.
- H. The Committee is responsible for monitoring the compliance function to ensure it is operating effectively.
- I. The Committee will meet in camera in the absence of Management with the Head of Compliance, or equivalently titled role, at least once on an annual basis. The Committee will ensure the Head of Compliance has free and unfettered access to raise matters with itself or the Board at any time.

2.3. Whistleblower

- A. The Committee is responsible for monitoring the activities of the Crown Resorts Whistleblower Committee, through the receipt of reporting from Management.
- B. The Committee is responsible for promoting a positive speak-up culture within the Group including supporting Management in implementing the systems of values, beliefs and behaviours that shape the decisions and actions of employees in relation to the Group's operations.

2.4. PlaySafe

- A. The Committee is responsible for overseeing the development and maintenance of the Crown Resorts Limited PlaySafe framework, and related policies, procedures, or strategies as recommended by Management, recommending them to the Board for adoption on an annual basis, or as required.
- B. In overseeing the development of the PlaySafe framework, strategy or related artefacts, the Committee is responsible for ensuring the design of the PlaySafe framework and related policies, procedures, or strategies are appropriate to manage the responsible gaming obligations and legislative requirements of the Group, and all associated activities are sufficiently effective and robust to ensure Crown meets its obligations in relation to responsible gaming, and the expectations of stakeholders and the community.
- C. The Committee is responsible for monitoring implementation of the PlaySafe framework, strategy, and related artefacts, by reviewing relevant reports issued by Management.
- D. In monitoring the PlaySafe activities of the organisation, the Committee will assist Management in promoting a sound responsible gaming culture with the aim of being an industry leader in the community and will make recommendations to the Board on matters related to PlaySafe culture as appropriate.
- E. The Committee is responsible for ensuring the PlaySafe function is adequately resourced to manage the responsible gaming-related activities of the organisation.
- F. The Committee is responsible for monitoring the PlaySafe function to ensure it is operating effectively.

3. Composition of the Committee

3.1. Membership

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

In accordance with the Constitution, the Board may, at its discretion, appoint an individual who is an external subject matter expert to the Committee, subject to any required probity or regulatory approvals.

Membership of the Committee will be reviewed by the Board, and the Board may resolve to make changes to the Committee composition, or remove any member of the Committee, from time to time.

3.2. Consideration of Skills and Experience

In determining the membership of the Committee, the Board will give consideration to the skills and experience of individuals in relation to the role and responsibilities of the Committee as outlined in this Charter.

3.3. Chair

The Chair of the Committee will be nominated by the Board, will be an independent non-executive director, and will not be the Chair of the Board.

The role of the Chair of the Committee is to ensure the Committee fulfils its responsibilities to the Board by monitoring the activity of the Committee throughout the year and against the annual workplan maintained by Management.

The Chair:

- acts as a direct contact for the Head of Risk, Head of Compliance and Head of PlaySafe or equivalently titled roles,
- coordinates discussions between Committee members,
- will monitor reporting received by Management, and in consultation with the Committee members, provide feedback on reporting content to ensure it meets the Committee's expectations, and
- liaises with the Chair of the Audit & Finance Committee to ensure risk issues are communicated.

3.4. Standing Invitations

The Chief Executive Officer, Head of Risk, Head of Compliance, Head of PlaySafe, Chief Financial Officer, will have a standing invitation to Committee meetings, but shall not be entitled to vote.

The Group General Manager Internal Audit can request to attend any Committee meeting, as necessary.

4. Expectations of Members & Conflicts

Committee members are expected to observe the highest standards of ethical behaviour. Members are also expected to comply with Crown Resorts Group policies which apply to the Board.

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Crown Resorts Group or gives an appearance of a conflict. The process for managing conflicts is outlined in the Crown Resorts Board Governance Policy.

The Company Secretary maintains a standing register of interests declared by individual directors, and any new declarations or changes to existing declarations must be advised to the Committee by the individual director as soon as practicable.

5. Proceedings

5.1. Meeting Frequency

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

5.2. Committee Papers

Relevant documents to be considered at Committee meetings will be compiled and distributed by the Company Secretary to all members as well as to any invitees to relevant Committee meetings, in whole or part as necessary.

5.3. Attendance at Committee Meetings

The Committee may extend an invitation to attend all or part of a scheduled Committee meeting. This invitation may extend to attendance at future meetings, but invitees shall not be entitled to vote.

5.4. Quorum

A quorum will comprise any two Committee Members, with at least one independent non-executive director.

Only Committee Members are entitled to vote on decisions of the Committee, and each Committee Member will have one vote. 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.

5.5. Minutes

The Company Secretary is responsible for taking the minutes of Committee meetings, resolutions of meetings, and resolutions passed by directors without a meeting. Minutes are to be entered in the Company Register within one month after the meeting is held or any resolution in writing is passed.

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

5.6. Circular Resolutions

A resolution in writing 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 on the date when the document is last assented to by a director who is eligible to participate in the making of the resolution.

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.

5.7. Meetings Without Management

The Committee may meet without executive management or any Executive Director, as it deems necessary. It may also request an in-camera meeting with any role within the organisation, including the External Auditor.

6. Reporting to the Board

The Committee Chair will provide an update of Committee proceedings at the subsequent Board meeting 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 Board.

7. Access to Management and Others

The Board authorises the Committee to investigate any matter in relation to carrying out its role and responsibilities, including having full access to all company books, records, operations, and employees of Crown Resorts.

The Committee also has the authority to maintain free and open communications with the External Auditor, internal audit function, and other Board committees.

8. Independent Professional Advice

Each Director, with the consent of the Committee Chair, may seek independent professional advice at the expense of the Company on any matter connected with the discharge of their relevant responsibilities as a Member of the Committee.

9. Amendment and Review

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

Document History

Endorsed by the Crown Resorts Risk, Compliance & PlaySafe Committee on 8 February 2024

Approved by the Crown Resorts Limited Board on 29 February 2024

Version	Date	Modified by	Comments
1.0	23 February 2023	Company Secretary	First version of a Crown Resorts Limited Risk, Compliance & Responsible Gaming Committee Charter
2.0	5 February 2024	Company Secretary	Material review of contents of the charter to align charter contents with modern governance practices.