



Crown Resorts Limited Responsible Gaming 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 monitor and, review, ~~promote and recommend~~ responsible gaming programs and policies at each of Crown's wholly owned businesses.

2. Composition of the Committee

2.1. Structure

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

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 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. Responsible gaming programs and policies

The Committee will:

- (a) ~~M~~monitor and review the operation and effectiveness of responsible gaming programs at each of Crown's wholly owned businesses;
- (b) ~~R~~recommend policies and procedures and consider recommendations from Management which may enhance the effectiveness of responsible gaming programs at each of Crown's wholly owned businesses; and
- (c) ~~P~~promote and support continuous improvement in the responsible gaming performance of Crown and its wholly owned businesses; and
- (d) ~~E~~encourage and promote awareness of responsible gaming and related welfare issues at Crown.

3.2. 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 responsible gaming practices at Crown; and
- (b) appoint independent experts to provide advice on responsible gaming issues.

3.3. Board Reporting

The Committee will:

- (a) update the Board at each ~~regularly scheduled~~ meeting of the Crown Board that follows a Committee meeting and make relevant recommendations in relation to matters arising for consideration by the Committee;
- (b) report to Crown's subsidiary boards from time to time as considered appropriate by the Committee or as otherwise requested by the relevant subsidiary board; and
- (c) make a copy of the minutes of proceedings of meetings of the Committee (and resolutions passed by members of the Committee without a meeting) available to Crown's subsidiary companies, for distribution to their relevant boards.

4. Proceedings

4.1. Meeting frequency

The Committee will meet prior to each full regularly scheduled meeting of the Crown Board.

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

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.

4.4. 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 ~~2014~~2018