

# Corporate Governance Statement

The Board of Crown Resorts Limited (Crown or the Company) is committed to the implementation and maintenance of good corporate governance practices. This Statement sets out the extent to which Crown has followed the ASX Corporate Governance Council's Third Edition of the Corporate Governance Principles and Recommendations (the Principles and Recommendations). This Statement is current as at 9 September 2020 and has been approved by the Board.

Following the release of the Corporate Governance Council's Fourth Edition of the Corporate Governance Principles and Recommendations, Crown has updated certain of its governance practices in advance of reporting against the Fourth Edition of the Corporate Governance Principles and Recommendations. Crown will report against the Fourth Edition of the Corporate Governance Principles and Recommendations in its 2021 Corporate Governance Statement.

## Principle 1: Lay Solid Foundations for Management and Oversight

### Functions Reserved for the Board and Senior Management

#### Functions Reserved for the Board

The Board is responsible for guiding and monitoring Crown on behalf of its shareholders. In addition, the Board (in conjunction with management) is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board has adopted a formal Board Charter which sets out a list of specific functions that are reserved for the Board.

Board appointments are made pursuant to formal terms of appointment.



#### **More information**

A full copy of the Crown Board Charter is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Charters.

### Functions Delegated to Senior Executives

Crown's senior executives have responsibility for matters which are not specifically reserved for the Board (such as the day-to-day management of the operations and administration of Crown).

### Crown Board Committees

To assist in carrying out its responsibilities, the Crown Board has established the following standing Committees:

Committees	Current Members
Audit and Corporate Governance Committee	Antonia Korsanos (Chair) Jane Halton Michael Johnston
Corporate Responsibility Committee	Harold Mitchell (Chair) Helen Coonan John Horvath
Finance Committee	Helen Coonan (Chair) Michael Johnston Antonia Korsanos
Investment Committee	Guy Jalland (Chair) Ken Barton Michael Johnston
People, Remuneration and Nomination Committee	Harold Mitchell (Chair) John Horvath Michael Johnston
Occupational Health and Safety Committee	John Horvath (Chair) Michael Johnston John Poynton
Responsible Gaming Committee	John Horvath (Chair) Andrew Demetriou Antonia Korsanos
Risk Management Committee	Jane Halton (Chair) Andrew Demetriou Michael Johnston Antonia Korsanos

Each standing Committee has adopted a formal Charter that outlines its duties and responsibilities.

From time to time, the Board establishes special purpose committees as appropriate.



#### **More information**

A full copy of each of the Crown Committee Charters is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Charters.

### Director Probity Reviews and Elections

Every appointment of a Crown Director is subject to the receipt of necessary gaming regulatory approvals.

The gaming industry is highly regulated and each of the casinos and gaming operations in which Crown has an interest is subject to extensive regulation under the laws, rules and regulations of the jurisdiction where it is located.

Officers, Directors and certain key employees of Crown and its licensed subsidiaries must file applications with relevant gaming authorities and may be required to be licensed in certain jurisdictions. These probity reviews generally concern the responsibility, financial stability and character of the owners, managers and persons with financial interests in gaming operations and generally include requirements to obtain police checks and credit checks.

A Director will only be formally appointed once all necessary gaming regulatory approvals have been obtained. As a separate exercise, Crown undertakes its own internal investigations on the suitability of nominated Directors as a pre-condition to a recommendation to the Board to appoint a Director.

The Company's Constitution requires that an election of Directors must take place each year. In addition, Directors, with the exception of the Managing Director, appointed to fill casual vacancies during the year must retire from office at the next annual general meeting following his or her appointment but are eligible for re-election by shareholders at that time. The Notice of Meeting for an annual general meeting sets out the information on the skills and experience of the relevant Director and the independence status of that director, and provides a recommendation of the Board in relation to the proposed election or re-election.



#### **More information**

Copies of Crown's past and present Notices of Meeting are available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Investors & Media – Annual General Meetings.

### Director and Senior Executive agreements

Crown Directors are provided with an induction pack upon appointment which, among other things, includes a letter agreement setting out the terms of that Director's appointment. The letter agreement, which each Director must countersign, describes when the appointment commences and when it ends, sets out the Director's powers and duties and the agreed remuneration arrangements and obliges the Director to comply with all Crown Policies, Procedures and the Code of Conduct. In addition, the letter agreement requires the Director to enter into a separate undertaking to inform Crown of any interests that Director may have in Crown securities (and contracts relevant to Crown securities) so that Crown is able to comply with its disclosure requirements under Listing Rule 3.19A to provide the ASX with completed Appendices 3X, 3Y and 3Z within the time period allowed by the ASX Listing Rules.

Each senior executive of Crown has an employment contract setting out the terms of that senior executive's appointment.

### Company Secretary Accountability

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The decision to appoint or remove a Company Secretary must be made or approved by the Board.

The role of the Company Secretary is set out in the Crown Board Charter and includes:

- advising the Board and its committees on governance matters;
- monitoring that Board and committee policy and procedures are followed;
- coordinating the timely completion and despatch of Board and committee papers;
- ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction and professional development of Directors.



#### **More information**

A full copy of the Crown Board Charter is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Charters.

## Diversity Policy

Crown has established a policy concerning diversity and disclosed its policy on its website. The policy includes requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and the progress in achieving them.

In accordance with the policy, Crown has established the measurable objectives for achieving gender diversity as set out below:

Objective	Crown's Progress
1. To require that at least one female candidate is presented on candidate short lists and at least one female from Senior Management is involved in the interview process for all Senior Management and Senior Executive positions within the group for which a recruitment process is undertaken.	<p>Crown has adopted this recruitment objective as part of its commitment to diversity and in line with Crown's Diversity Policy.</p> <p>In order to meet the above objective, all positions in Crown must be supported through a consistent, unbiased and thorough recruitment process, managed by the relevant recruitment team, including for positions identified through succession planning or otherwise. This process is overseen by the Executive team at each property.</p> <p>During the financial year, female candidates were shortlisted for 80% of Senior Management and Senior Executive positions within the group for which a recruitment process was undertaken during the financial year. For the positions that did not have a female candidate shortlisted, there were no female applicants.</p> <p>Crown has continued and expanded on its efforts around attracting and sourcing female candidates, including through:</p> <ul style="list-style-type: none"> <li>the adoption of robust practices to increase long-term gender balances in areas of the business where female applications and appointments are underrepresented; and</li> <li>undertaking focus groups in relation to the Gaming areas of the business to inform the end to end recruitment process.</li> </ul> <p>Recruitment commenced for Crown Sydney, with a focus on gender-balanced shortlists for positions.</p> <p>A female from Senior Management was involved in the interview process for all except two Senior Management and Senior Executive positions within the group for which a recruitment process was undertaken.</p>
2. To promote leadership opportunities for female employees by maintaining the level of female participation in leadership and development programs (which incorporate targeted mentoring/coaching elements) across the group at no less than 45% of all participants.	<p>During the financial year, Crown's wholly owned properties achieved a 38.75% female participation rate in leadership and development programs which represents a 15.5% decrease on financial year 2019.</p> <p>The participation rate was, in part, impacted by the COVID-19 property closures and stand downs, with no leadership and development programs being conducted over this period.</p> <p>As detailed below at Objective 5, Crown published its first Gender Action Plan for FY20 to FY23 (GAP) which includes Retention and Development as a key theme. Crown is reviewing its current leadership and development programs and framework to address this Objective.</p>
3. To conduct an internal review on an annual basis of the remuneration for key roles within the group, with an external validation review to be undertaken every second year, to ascertain the existence of any gender pay gaps and to implement action plans to address any such gaps.	<p>During the financial year, Crown conducted an internal review only. While an external validation review was scheduled to be undertaken during the financial year, this has been deferred to the 2021 financial year as a result of Crown's property closures due to COVID-19.</p> <p>The internal pay gap review confirmed that there was no statistically significant pay gap identified for like for like roles.</p> <p>Crown's Workplace Gender Equity Agency (WGEA) Report for 2019-20 demonstrated a further reduction in the gender pay gap from the previous year of 9.3 to 8.0. The results of the internal analysis, which considers like for like roles, are inconsistent with the WGEA data as the WGEA data considers the average pay of all salaried roles within the group, including senior executive positions.</p>

Objective	Crown's Progress
<p>4. To participate in local and national programs which promote gender equity and to implement relevant actions arising out of those programs.</p>	<p>Crown continued its participation in the following local and national programs during the financial year:</p> <ul style="list-style-type: none"> <li>• Male Champions of Change (MCC) program.</li> <li>• CEOs for Gender Equity in Western Australia.</li> <li>• Women in Gaming and Hospitality Australasia (WGH).</li> </ul> <p>Throughout the financial year, the following initiatives were achieved at Crown, in alignment with the MCC Action Group meetings:</p> <p><b>Promoting female sports</b></p> <p>Crown was a key sponsor for the ICC Women's T20 World Cup Final MCC forum.</p> <p><b>Flexible work arrangements</b></p> <p>In response to COVID-19, Crown successfully supported many of its employees in working remotely which is expected to inform and accelerate flexible working arrangements going forward. Crown introduced new technology platforms to facilitate communication with employees during this period.</p> <p><b>Violence against women</b></p> <p>Crown's Family and Domestic Violence Support Policy which provides uncapped paid leave entitlements to employees experiencing, or supporting someone experiencing, family violence was extended to casual employees.</p> <p>While not specifically related to Crown's employees, Crown Melbourne worked with the Victorian Government and service providers to establish a program to provide safe accommodation, at no cost, to those experiencing domestic and family violence during the COVID-19 pandemic. Crown has provided over 500 room nights under this program.</p>
<p>5. To progress the objectives of the Gender Action Plan for FY20 to FY23 (the Plan) and to annually assess the progress of the Plan's objectives.</p>	<p>During the financial year, Crown published its first Gender Action Plan for FY20 to FY23 (GAP) which strengthens Crown's longstanding commitment to gender equity.</p> <p>The GAP focuses on five key themes of Recruitment and Promotion, Retention and Development, Flexibility, Cultural Change and Communication, and Intersectionality.</p> <p>In addition to the initiatives set out above for Objectives 1 to 4 above, Crown progressed the following GAP objectives:</p> <p><b>Recruitment and Promotion</b></p> <p>Development of reporting dashboards to monitor Crown's progress against its 40:40:20 target.</p> <p><b>Retention and Development</b></p> <p>Development of a talent management framework to manage and track this objective.</p> <p><b>Flexibility</b></p> <p>Increased focus and communications on flexible working arrangements, particularly throughout the COVID-19 pandemic.</p> <p>Improvements around leave purchase options to provide greater flexibility for employees.</p> <p><b>Cultural Change and Communication</b></p> <p>Diversity and inclusion key performance objectives have been set for all salaried roles.</p> <p>Implementation of a social communication platform to enable two-way engagement which has been effective during the COVID-19 closure period.</p> <p>Crown became a member of the Diversity Council Australia, an independent not-for-profit body leading diversity and inclusion in the workplace.</p> <p><b>Intersectionality</b></p> <p>Crown continued its focus on intersectionality, raising awareness of Crown's diversity programs through Crown Community and through the Crown Pride, Cultural and Linguistically Diverse, and Family Support employee networks.</p>

The proportion of women employees in the group, women in senior executive positions and women on the Board as at 30 June 2020 was as follows:

Measure	Result
Proportion of women employees in the group	There were 5,255 women in the group. This represents 43.19% of the total workforce of 12,166 employees.
Proportion of women in senior executive positions in the group	There were 22 women in senior executive positions in the group. This represents 28.9% of senior executive positions in the group.
Proportion of women on the Board	There were three female Directors out of a total of 11 Directors, or 27.27%.

For the purpose of these statistics, the term “senior executive position” refers to Executive Team and Business Operations Team members of Crown Resorts Limited, Crown Melbourne and Crown Perth as well as the most senior leaders from each operational unit therein. The Executive Team is comprised of persons with titles in the nature of, or similar to, Executive General Manager, General Manager, Chief Information Officer, Chief Marketing Officer and General Counsel together with the Chief Executive Officers, Chief Operating Officers, Chief Financial Officers and Chief Legal Officers within the group.

Crown’s Audit and Corporate Governance Committee has been delegated responsibility for developing and monitoring the application of Crown’s Diversity Policy.

As noted above, Crown’s Diversity Policy requires that Crown reviews Gender Objectives annually to ensure that they remain relevant and appropriate for Crown.

The Audit and Corporate Governance Committee conducted a formal review of Crown’s Gender Objectives and resolved to adopt the Gender Objectives included in Crown’s Gender Action Plan for F20 to F23.

As detailed above, during the financial year, Crown published its first Gender Action Plan for F20 to F23 (GAP) which has the following five areas of focus:

- **Recruitment and Promotion** – To achieve 40:40:20 representation across the group, with each Executive accountable for achieving this target within their business unit.
- **Retention and Development** – To ensure Crown retains women at a level equitable or better than the retention of their male colleagues and that women at Crown receive appropriate opportunities and encouragement so that they benefit from all that Crown has to offer.
- **Cultural Change and Communication** – To ensure that all employees work in a safe and respectful environment where their contributions are welcomed and valued.
- **Flexibility** – To have flexibility for every role at Crown.
- **Intersectionality** – To partner with Crown’s Indigenous Program, CROWNability program and Crown Pride Committee to address specific areas for women participating in those programs.

Each focus area in the GAP, other than Intersectionality, includes a number of measurable objectives which are identified as mid-term and long-term targets. These targets incorporate elements of, and expand on, the Objectives which were set for financial year 2020.

In addition, in accordance with the ASX Corporate Governance Council’s Fourth Edition of the Corporate Governance Principles and Recommendations, the Crown Board, in consultation with the People, Remuneration and Nomination Committee, set the following measurable objective for achieving gender diversity in the composition of its Board:

*To have not less than 30% of directors on the Crown Board of each gender by 30 June 2022.*

A report on the progress against the five focus areas in the GAP and the Board diversity objective will be provided in the 2021 Corporate Governance Statement.



#### More information

A full copy of Crown's Diversity Policy is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Policies.

A copy of Crown's Gender Action Plan is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Our Contribution – Diversity & Inclusion.

Crown is a "relevant employer" under the *Workplace Gender Equality Act 2012* (Cth) and, in accordance with the requirements of the Act, Crown lodged its annual Public Report with the Workplace Gender Equality Agency for the 2019-2020 period which reports on the most recent "Gender Equality Indicators".



#### More information

A full copy of Crown's Workplace Gender Equality Report is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Gender Equality.

### Process for Evaluating Performance of the Board, its Committees and its Directors

A performance evaluation of the Board and of its Committees is undertaken annually, following completion of each financial year, by way of a questionnaire sent to each Director.

The questionnaire covers the role, composition, procedures and practices of the Board and of its Committees. The individual responses to the questionnaire are confidential to each Director, with questionnaire responses provided to the Chair of the People, Remuneration and Nomination Committee for consideration and provision of a report to the Board.

Crown's People, Remuneration and Nomination Committee is also responsible for reviewing Crown's procedure for the evaluation of the performance of the Board, its Committees and its Directors.

An evaluation of the Board and its Committees took place following the end of the 2020 financial year in accordance with the processes described above.

### Process for Evaluating Performance of Senior Executives

Crown has established processes for evaluating the performance of its senior executives. In summary, each senior executive is evaluated against the achievement of pre-agreed key performance objectives. The evaluation process is conducted annually and is followed by the determination of appropriate remuneration for the relevant senior executive.

Detailed information regarding Crown's remuneration practices is provided in the Remuneration Report. An evaluation of senior executives took place following the end of the 2020 financial year and in accordance with the processes described in the Remuneration Report.

### Principle 2: Structure the Board to Add Value

#### People, Remuneration and Nomination Committee

Crown has established a People, Remuneration and Nomination Committee (formerly the Nomination and Remuneration Committee). The Committee has adopted a formal Charter that outlines its duties and responsibilities.

The current members of the People, Remuneration and Nomination Committee are Harold Mitchell AC (Chair), Professor John Horvath AO and Michael Johnston, a majority of whom are independent, Non-executive Directors. Information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The role of the Committee is to assist the Board to develop, maintain and implement policies in relation to:

1. the selection and appointment practices for Directors; and
2. the remuneration of Directors and relevant executives.

### Selection, Appointment and Development of Directors

The People, Remuneration and Nomination Committee is required to:

- review Crown's procedure for the selection and appointment of new Directors (Selection Procedure) and make appropriate recommendations to the Board in relation to the Selection Procedure;
- implement the Selection Procedure and make nomination recommendations to the Board;
- develop succession plans in order for the Board to maintain appropriate experience, expertise and diversity;
- review Crown's procedure for the evaluation of the performance of the Board, its Committees and its Directors and be primarily responsible for the implementation of the evaluation process; and
- oversee the induction process is in place for new Directors.

The Selection Procedure requires that, in the event that a new Director appointment is required, the People, Remuneration and Nomination Committee (on behalf of the Board) must adhere to procedures including the following:

- the experience and skills appropriate for an appointee, the skills of the existing Board and any likely changes to the Board will be considered;
- upon identifying a potential appointee, specific consideration will be given to that candidate's:
  - competencies and qualifications;
  - independence;
  - other directorships and time availability; and
  - the effect that the appointment would have on the overall balance and composition of the Board, including by reference to the Crown Board Skills Matrix adopted from time to time; and
- finally, all existing Board members must approve the proposed appointment.

The People, Remuneration and Nomination Committee also has responsibility for reviewing the Board Skills Matrix on an annual basis to ensure it remains consistent with the objectives of Crown and existing regulatory requirements and recommendations.

### Remuneration of Directors and Relevant Executives

The role of the People, Remuneration and Nomination Committee also includes:

1. the review and recommendation of appropriate fees to be paid to Non-executive Directors;
2. the review and recommendation of appropriate remuneration arrangements for Executive Directors and relevant Senior Management including the level of remuneration and relevant contracted term); and
3. the review of succession plans for Executive Directors and relevant senior management.

Following the end of the financial year, the Committee reviewed and approved:

- the remuneration for senior executives which will apply during the financial year ending 30 June 2021; and
- the short-term incentive arrangements applicable to senior executives referable to the financial year ended 30 June 2020.

A summary of the current remuneration arrangements is set out in more detail in the Remuneration Report. The objective of Crown's remuneration policy is to ensure that:

- senior executives are motivated to pursue the long-term growth and success of Crown; and
- there is a clear relationship between the performance of senior executives and their remuneration.

### Board Skills Matrix

As noted above, the Selection Procedure for a Director nomination requires that the People, Remuneration and Nomination Committee (on behalf of the Board) considers the effect that any proposed Director candidate would have on the overall balance and composition of the Board including by reference to the Crown Board Skills Matrix adopted from time to time.

The Crown Board has adopted the following Board Skills Matrix which sets out the mix of skills and diversity that the Board is looking to achieve in its membership. The Board Skills Matrix highlights the key skills and experience of the Board and the extent to which those skills are currently represented on the Board and on each of its Committees as at 9 September 2020.

## CORPORATE GOVERNANCE STATEMENT CONTINUED

Skill / Competency	Board	Audit and Corporate Governance	Corporate Responsibility	Finance	Investment	People, Remuneration and Nomination	Occupational Health and Safety	Responsible Gaming	Risk Management
<b>Total Number of Directors</b>	<b>11</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>3</b>	<b>4</b>
<b>Executive Experience</b> Experience in senior positions at executive levels.	11	3	3	3	3	3	3	3	4
<b>Strategic Planning and Execution</b> Ability to develop and implement successful strategy and deliver agreed strategic planning goals.	11	3	3	3	3	3	3	3	4
<b>Risk Management</b> Experience in the oversight and management of material business risk including Board Risk Management Committee membership.	11	3	3	3	3	3	3	3	4
<b>Financial Acumen</b> Senior executive or equivalent experience in financial accounting and reporting, capital management, industry taxation, internal financial controls and corporate financing arrangements.	10	3	2	3	3	2	2	2	4
<b>Governance</b> Experience with listed and other organisations subject to robust governance frameworks with an ability to assess the effectiveness of relevant governance processes.	11	3	3	3	3	3	3	3	4
<b>Occupational Health and Safety</b> Experience in relation to workplace health and safety.	9	3	2	3	2	2	3	3	4
<b>Environment and Sustainability</b> Experience in relation to environmental and social responsibility and community.	9	2	3	2	2	3	3	2	3
<b>Legal and Regulatory</b> Experience in legal and regulatory matters including regulatory and contractual frameworks governing gaming matters.	11	3	3	3	3	3	3	3	4
<b>Information Technology</b> Senior executive experience in information technology including gaming systems and data security.	6	2	1	1	1	1	1	1	2
<b>Human Resources / Remuneration</b> Experience in relation to remuneration practices, development of incentive plans, succession planning and director appointment processes including Board Remuneration Committee membership.	11	3	3	3	3	3	3	3	4
<b>Capital Projects</b> Senior executive experience in executing large scale projects with long-term investment horizons and substantial capital outlays.	9	3	1	2	3	2	2	2	4
<b>Sales and Marketing</b> Senior executive experience in marketing coupled with a detailed understanding of Crown's strategic direction and competitive environment.	4	0	1	0	1	1	0	1	1
<b>Industry Experience - Gaming and Entertainment</b> Senior executive experience in the gaming and entertainment industry.	4	1	0	1	1	0	0	2	2
<b>Industry Experience - Hospitality and Management</b> Senior executive experience in the hospitality, food and beverage industries.	4	1	0	1	2	1	1	1	2
<b>Industry Experience – Tourism</b> Senior executive experience in the tourism industry.	4	1	0	1	2	1	1	1	2
<b>Industry Experience – Public Policy</b> Experience in public and regulatory policy, including in relation to gaming related policy.	8	2	2	2	2	2	3	2	3



The Board Skills Matrix, albeit important, is only part of the Selection Procedure that the Board is required to follow. As noted above, the People, Remuneration and Nomination Committee has responsibility for reviewing the appropriateness of the Board Skills Matrix on an annual basis.

The People, Remuneration and Nomination Committee is responsible for developing Crown's Board succession plan to ensure that the Board maintains appropriate experience, expertise and diversity.

### Relationships Affecting Independence

The table below sets out the Crown Directors as at 9 September 2020, indicates which of those Directors are considered to be independent Directors and notes the length of service of each Director from the date of their appointment to 9 September 2020:

Name of Director	Independence Status	Length of Tenure (By years and complete months)
<b>The Hon. Helen A Coonan</b> , BA, LLB Chairman	Independent	8 Years, 9 Months
<b>Professor John S Horvath AO</b> , MB, BS (Syd), FRACP, FAAHMS, FRCPA (Hons) Deputy Chairman	Independent	10 Years
<b>Ken M Barton</b> , BEc, CA, FFin Managing Director	Non-independent	6 Months
<b>John H Alexander</b> , BA Executive Director	Non-independent	13 Years, 2 Months
<b>Andrew Demetriou</b> , BA, Dip. Ed Non-executive Director	Independent	5 Years, 8 Months
<b>Jane Halton AO PSM</b> , BA (Hons) Psychology, FIML, FIPAA, NAM, Hon. FAAHMS, Hon. FACHSE, Hon. DLitt (UNSW) Non-executive Director	Independent	2 Years, 4 Months
<b>Guy Jalland</b> , LLB Non-executive Director	Non-independent	2 Years, 5 Months
<b>Michael R Johnston</b> , BEc, CA Non-executive Director	Non-independent	13 Years, 2 Months
<b>Antonia Korsanos</b> , BEc, CA, GAICD Non-executive Director	Independent	2 Years, 4 Months
<b>Harold C Mitchell</b> AC Non-executive Director	Independent	9 Years, 7 Months
<b>John H Poynton AO</b> , BCom, Hon DCom, FAICD, SF Fin (Life), FAIM Non-executive Director	Non-independent	1 Year, 9 Months

### Independent Board Directors

The Crown Board is currently comprised of eleven Directors, six of whom are independent Directors. A majority of Directors are therefore independent. The independence of Directors is assessed against a list of criteria and materiality thresholds. Those criteria have been formally enshrined in the Crown Board Charter. Each Director who is listed as an Independent Director complies with the relevant criteria for independence set out in the Crown Board Charter.

### Board Chair Independence

The roles of the Chairman and Chief Executive Officer are exercised by separate persons. In February 2020, the Crown Board appointed The Honourable Helen Coonan as Chairman and Professor John Horvath as Deputy Chairman of Crown. At the same time, Ken Barton was appointed as the Chief Executive Officer of Crown.

### Director Professional Development

The induction process for new Directors involves both formal and informal elements. As noted above, new Directors are provided with a formal induction pack which includes important information that a Director must know about the Company and their appointment terms and includes copies of relevant constitutions, Board Charters and Policies. In addition, new Directors are provided with tours of Crown's main businesses and the opportunity to spend time with various members of senior management.

The professional development program for Directors has largely consisted of presentations from time to time to the Board regarding issues including developments in accounting standards, updates on legal issues and governance processes.

Directors are requested to complete certain of Crown's online training modules, including Anti-money Laundering, Anti-bribery and Corruption, Cyber Security Awareness and Responsible Gaming.

In an attempt to provide more structure to Director professional development, the People, Remuneration and Nomination Committee oversees the induction process which is in place for new Directors. This process involves, amongst other things, a review of the Crown Board Skills Matrix and consideration of the extent to which those skills are currently represented on the Board and on each of its Committees. Where skills are not currently adequately represented, appropriate professional development in this area will be considered.

## Principle 3: Act Ethically and Responsibly

### Code of Conduct

With effect from 1 July 2020, the Crown Board adopted a new Code of Conduct which reflects the Company's values and outlines the standard of ethical behaviour that is expected of its Directors and of its employees at all times.

#### More information



A copy of Crown's Code of Conduct is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Codes.

## Principle 4: Safeguard Integrity in Corporate Reporting

### Audit and Corporate Governance Committee

Crown has established a formal Audit and Corporate Governance Committee to review the integrity of Crown's financial reporting and to oversee the independence of Crown's external auditors.

The current members of the Audit and Corporate Governance Committee are Antonia Korsanos (Chair), Jane Halton AO PSM and Michael Johnston. All members of the Committee are Non-executive Directors and a majority of those Committee members are independent Directors.

The Chair of the Audit and Corporate Governance Committee, Mrs Korsanos is an independent Director who has extensive financial experience with over 25 years' experience in financial and general management.

Further information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The Audit and Corporate Governance Committee has adopted a formal Charter that outlines its duties and responsibilities. The Charter includes information on the procedures for the selection and appointment of the external auditor of Crown and for the rotation of external audit engagement partners.

#### More information



A full copy of the Audit and Corporate Governance Committee Charter is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Charters.

### CEO & CFO Declarations

Before approving the financial statements for each financial period, the Board receives from the Chief Executive Officer and the Chief Financial Officer a declaration that, in their opinion:

- the financial records of Crown have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Crown; and
- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

### Auditor's Attendance at AGMs

Crown shareholders are provided with an opportunity at the AGM to ask questions and make comments on Crown's Annual Report and on the business and operations of the Company. Crown's Auditor is required to attend the AGM and shareholders are therefore also provided a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report. Shareholders are informed of their opportunity to address the Auditor in the Notice of Meeting for the AGM.

## Principle 5: Make Timely and Balanced Disclosure

### Policy to Ensure Compliance with ASX Listing Rule Disclosure Requirements

Crown has a formal Continuous Disclosure Policy in place which is designed to ensure compliance with ASX Listing Rule requirements. The policy details processes for:

- ensuring that any information that could be market sensitive or could involve reputational or material regulatory issues or risks are communicated to the Disclosure Officer;
- the assessment of information by the Disclosure Committee and, where appropriate, the Board, and for the disclosure of material information to the market; and
- the broader publication of material information to the media, analysts and investors.



#### More information

A full copy of Crown's Continuous Disclosure Policy is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Policies.

## Principle 6: Respect the Rights of Shareholders

### Providing Online Information to Investors

Crown has a dedicated corporate website which provides information about itself and its governance to investors. The website has a dedicated Corporate Governance tab which sets out Crown's Charters, Constitution, Policies and Codes, describes Crown's Board Committees and includes copies of current and historical Corporate Governance Statements and Remuneration Reports.



#### More information

More information is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance.

### Promotion of Effective Communication with Shareholders

The Board aims to ensure that shareholders and prospective investors are kept informed of all major developments affecting Crown.

Crown's investor relations program is designed to facilitate effective communication between shareholders, prospective investors and Crown.

Crown actively engages with shareholders and prospective investors through a program of scheduled interactions with institutional investors, sell-side and buy-side analysts and the financial media. In addition, meetings are held with shareholders and prospective investors on request and responses are provided to enquiries made from time to time.

Crown's investor relations program works in tandem with its obligations under its Continuous Disclosure Policy, a copy of which is available on Crown's website.

Crown's Chief Executive Officer and Chief Financial Officer regularly report to the Board on investor relations matters.

In addition, Crown has a Communications Policy which seeks to promote effective communication with its shareholders. The policy explains how information concerning Crown will be communicated to shareholders.

The communication channels include:

- Crown's Annual Report;
- disclosures made to the ASX; and
- Notices of Meeting and other Explanatory Memoranda.

Advance notification of results announcements is made via Crown's website.



#### More information

A full copy of Crown's Continuous Disclosure Policy and Communications Policy is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Policies.

### Shareholder Participation at Meetings

Shareholders are encouraged to participate in all meetings of shareholders. The date of Crown's AGM is advertised well in advance on its website, is announced to the ASX and is separately communicated to investors via its investor relations channels.

Shareholders are informed in the formal Notice of Meeting for the AGM of their opportunity to participate in the meeting by asking questions of either Crown Directors or its Auditor. The AGM is also webcast live on Crown's website and an archive of the AGM webcast is subsequently available on the website.

At the AGM itself the Chairman encourages shareholders to ask questions on the items of business and general questions.



#### More information

Copies of Crown's Notices of Meeting and the webcast are available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Investors and Media – Annual General Meetings.

### Shareholder Communications

Crown shareholders have the option to receive communications from Crown and to send communications to Crown electronically. Crown's share registry (on behalf of Crown) actively encourages shareholders to receive their shareholder communications electronically and provides online access to shareholder information.

Separately, the Crown website includes a "Contact Us" feature which can be used by both shareholders and others to ask questions of the Company.

## Principle 7: Recognise and Manage Risk

### Policy for Oversight and Management of Material Business Risks

Crown has established a formal Risk Management Committee to provide strategic risk management leadership, oversight and analysis to the Crown Board.

The current members of the Risk Management Committee are Jane Halton AO PSM (Chair), Andrew Demetriou, Michael Johnston and Antonia Korsanos. All members of the Committee are Non-executive Directors and a majority of those Committee members are Independent Directors.

The Chair of the Risk Management Committee, Ms Halton, is an independent Director who served a 33 year career in the public service.

Further information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The Risk Management Committee has adopted a formal Charter that outlines its duties and responsibilities.



#### More information

A full copy of the Risk Management Committee Charter is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Corporate Governance – Charters.

### Design and Implementation of Risk Management and Internal Control Systems

Crown has established a framework for the oversight and management of material business risks and has adopted a formal Risk Management Policy and articulated its Risk Appetite. Risk management is an integral part of the industry in which Crown operates.

Management is charged with monitoring the effectiveness of Crown's risk management systems and is required to report to the Board via the Risk Management Committee.

The Board convened Risk Management Committee administers Crown's Risk Management Policy and monitors management's performance against the risk management framework, including whether it is operating within the Risk Appetite set by the Board.

The Risk Management Policy sets out procedures which are designed to identify, assess, monitor and manage risk at each of Crown's controlled businesses and requires that the results of those procedures are reported in a Risk Profile to the Crown Board. The framework has been developed using the model outlined in AS/NZS ISO 31000:2018 Risk Management – Guidelines.

Crown's Risk Profile reflects major risks identified at an operational level and provides the framework for the reporting and monitoring of material risks across the Crown group on an ongoing basis.

Management is required to conduct an annual review of its Risk Profile to ensure that risk ratings and definitions remain appropriate for Crown, and that adequate controls are in place to manage them.

A review has been conducted during the reporting period and presented to the Risk Management Committee for approval. In the course of that review, the current Risk Profiles of Crown's major operating businesses were taken into account and the risk environment of its operations were also considered.

In addition, the Board has received, and will continue to receive, periodic reports through the Risk Management Committee, summarising the results of risk management initiatives at Crown.

### Disclosure of Internal Audit Functions

Crown's major operating businesses (namely Crown Melbourne and Crown Perth) had an internal audit function in place for the full year that meets the definition of "internal audit" under the Institute of Internal Auditor's International Professional Practices Framework.

The function is internally led and resourced, with supplemental resourcing provided by specialist third parties as required.

Internal audit delivers a comprehensive audit program to provide additional comfort around significant risks, processes, systems and regulatory requirements where assurance is determined to be a priority for that period.

Internal audit coverage is determined using a structured approach. The Boards of each major operating business and management receive regular reports from internal audit on the control environment, areas for improvement and progress in addressing those areas for improvement.

The head of the department periodically meets with members of the relevant operating subsidiary's Board throughout the year.

As a holding company, Crown does not have a separate internal audit function, however its accounts are subject to third party independent audit.

### Disclosure of Sustainability Risks

The Crown group is exposed to a number of economic, environmental and social sustainability risks.

Crown's goal is to be a leader in the entertainment and tourism industry by creating long-term value for its stakeholders across economic and environmental dimensions. Crown aspires to be a model corporate citizen and recognises that a company is assessed not only on its financial performance, but also by its commitment to corporate responsibility, which includes consideration of, among others, the following factors:

- the quality of its workplace;
- its environmental footprint;
- its level of community engagement;

- the creation of a safe environment for its customers, employees and contractors; and
- the provision of employment opportunities.

Crown has established a Corporate Responsibility Committee to assist the Board in setting Crown's corporate responsibility policies and programs and assessing Crown's corporate responsibility performance. The Corporate Responsibility Committee has adopted a formal Charter that outlines its duties and responsibilities.

The current members of the Corporate Responsibility Committee are Harold Mitchell AC (Chair), Helen Coonan and Professor John Horvath AO. Information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

The responsibilities of the Committee extend to:

- establishing appropriate corporate responsibility policies and programs for Crown;
- monitoring and reviewing the operation and effectiveness of Crown's corporate responsibility policies and programs;
- promoting and supporting continuous improvement in Crown's corporate responsibility performance;
- encouraging and monitoring the establishment and maintenance of relationships with key stakeholders; and
- encouraging and promoting awareness of corporate responsibility related issues at Crown among Crown's employees and other stakeholders.

The Committee oversees the development and publication of Crown's Corporate Responsibility Report. The Corporate Responsibility Report brings together the elements of Crown's corporate responsibility activities and programs and identifies and addresses all material economic, environmental and social sustainability risks and Crown's processes for managing them.



#### More information

A full copy of the Corporate Responsibility Report is available at: [www.crownresorts.com.au](http://www.crownresorts.com.au) under the heading Our Contribution – Corporate Responsibility Reports.

## Principle 8: Remunerate Fairly and Responsibly

### People, Remuneration and Nomination Committee

As noted in response to Recommendation 2.1, Crown has established a formal People, Remuneration and Nomination Committee. The People, Remuneration and Nomination Committee has adopted a formal Charter that outlines its duties and responsibilities.

The current members of the People, Remuneration and Nomination Committee are Non-executive Directors, a majority of whom are independent. Information about each Committee member's qualifications and experience is set out in the Directors' Statutory Report. Information regarding the number of times the Committee met throughout the period and the individual attendances of the members at those meetings has also been provided in the Directors' Statutory Report.

### Policy for Director Remuneration

A summary of current remuneration arrangements is set out in more detail in the Remuneration Report. Crown separately discloses the policies and practices regarding the remuneration of Key Management Personnel in the Remuneration Report.

### Restrictions on Dealing in Equity Based Remuneration

The rules of the Senior Executive Incentive Plan and the Crown Digital Senior Executive Incentive Plan specifically provide that a participant must not assign, transfer, encumber, dispose of or have a Security Interest issued over Plan Shares, or any beneficial interest in Plan Shares, unless all restrictions on the transfer, encumbrance or disposal of the Plan Shares have been met or waived by the Board or the Board has provided prior written consent. A Security Interest is defined to include any mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature. The rules of the Senior Executive Incentive Plan and the Crown Digital Senior Executive Incentive Plan also require participants to comply with Crown's Securities Trading Policy at all times.