



Crown Melbourne Executive Risk and Compliance Committee Charter

Purpose

The Executive Risk and Compliance Committee (**Committee**) shall assist the Chief Executive Officer – Australian Resorts, Board of Directors of Crown Melbourne Limited (**Crown Melbourne**) and relevant Crown Melbourne Board Sub-Committees in:

1. Assessing and providing oversight for the identification and evaluation of material risks involved in the business operations of Crown Melbourne (**Company**);
2. Reviewing and evaluating the Company's actions to mitigate and manage business and compliance/regulatory risks;
3. Assessing and providing oversight for the effective implementation and ongoing maintenance of the Company's compliance program; and
4. Fulfilling their responsibilities relating to legal compliance matters and practices of the Company.

The Committee will also assist the Board of Directors of Crown Resorts Limited (**Crown Resorts**), the Company's parent company in meeting its responsibilities listed in the *ASX Corporate Governance Principles and Recommendations*, in particular Principle 7 "Recognise & Manage Risk".

The Committee is supported by a number of senior management committees related to risk, compliance, responsible service of alcohol, responsible service of gambling, health & safety and any other relevant committee.

The Executive Committees will supply the Committee with information relevant to the Committee's functions to allow the Committee to oversee Crown Melbourne's achievement of effective management of material business and compliance risks.

Composition

The Committee shall comprise:

- Chief Legal Officer – Australian Resorts (Chair);
- Chief Executive Officer – Australian Resorts;
- Chief Financial Officer – Australian Resorts;
- Chief Operating Officer;
- Chief Operating Officer – Hotels, Retail & F&B;
- Group Chief Information Officer – Crown Resorts;
- Chief Marketing Officer;
- Executive General Manager – F&B;
- Executive General Manager – Table Games;
- Executive General Manager – Gaming Machines;
- Executive General Manager – Human Resources;
- Group General Manager – Risk & Audit; and
- Group General Manager – Regulatory & Compliance (**Committee Executive Officer**).



The Committee may request that any other employee of the Company, or such other invited guests as may be required, attend any meeting of the Committee.

Meetings

The Committee shall meet quarterly or at such other time as agreed by the Committee.

Minutes of meetings will be recorded, retained and approved as being an accurate record of Committee meetings.

Responsibilities and Duties

To fulfil its purpose, the Committee shall:

- Provide risk and compliance oversight to the Company;
- Determine the objectives of the Enterprise Risk Management (**ERM**) and Compliance frameworks at Crown Melbourne;
- Oversee the Company's implementation and ongoing administration of the ERM and Compliance program, and monitor performance;
- Review and evaluate management's identification of all major compliance and business risks to the business and their relative weight;
- Review and assess any material risks or exposures, and the steps management has taken to minimise such risks and exposures;
- Review and assess any significant compliance breaches or issues, and the steps management has taken to address those breaches or issues to ensure ongoing compliance with obligations;
- Assess the effectiveness of management policies, procedures and practices relating to risk and compliance;
- Review and approve the Corporate Risk Profile, prior to presentation to the Chief Executive Officer – Australian Resorts and Board of Directors;
- Monitor the progress of actions plans identified in the Corporate Risk Profile;
- Monitor and assess the Company's adherence to its Compliance Manual (and annual Compliance Plans);
- Review a summary of Internal Audit report findings and recommendations regarding the adequacy and effectiveness of internal controls, at each meeting;
- Provide a legal, risk and compliance update to each meeting of the Board of Directors (and/or applicable Board sub-committee), reporting on instances of material non-compliance, changes to the corporate risk profile, emerging risks, and the status of the Company's ERM and Compliance programs;
- Report as required to applicable sub-committees of the Crown Resorts Board of Directors; and
- Conduct a review of this Charter on an annual basis to ensure it remains consistent with its objectives and existing regulatory requirements.

31 July 2018