



## Board Compliance Committee Charter of Crown Melbourne Limited (the “Company”)

### 1. Purpose

The purpose of this Charter is to govern the operations of the Company’s Board Compliance Committee (“**Committee**”). The Committee will review the Charter at least annually and refer any proposed changes to the Board of the Company for approval.

### 2. Functions

- (a) The primary function of the Committee is to ensure that Clause 19.2 of the Company’s Articles of Association (Duty to Maintain Casino Licence) is fulfilled.
- (b) The Committee also has the responsibility to:
  - (i) assist the Board to monitor compliance by the Company with all other legislative and regulatory requirements; and
  - (ii) deal with compliance or related issues that are brought before it.

### 3. Constitution and Membership

- (a) The Board will appoint Committee members (“**members**”). Periodically, membership of the Committee will be assessed by the Board and alternate members considered;
- (b) The Committee will comprise a minimum of three Directors of which at least two must be independent of the management of the Company;
- (c) The Chief Executive Officer, Chief Financial Officer and such other persons, if any, at the invitation of the Chairman may attend meetings but shall not be entitled to vote;
- (d) The Board will appoint an independent Director as Chairman of the Committee. The Chairman will have an understanding of the Company’s regulatory framework and obligations. The Chairman may in turn appoint a Deputy Chairman;
- (e) The quorum for any meeting is two members;
- (f) The Committee will procure direct lines of communication between its members and senior management; and



- (g) At the request of the Committee, management may periodically engage independent advisers and consultants to assist the Committee.

#### 4. Roles and Responsibilities

- (a) The Members will ensure the Company's management provides the Committee with an awareness and understanding of all appropriate and relevant information in connection with the regulatory requirements applicable to the Company under:
- (i) the disclosure, reporting and notification provisions of the Corporations Act and ASX Listing Rules;
  - (ii) gaming legislation and regulations, including the *Casino Control Act 1991* and *Gambling Regulation Act 2003*;
  - (iii) the Management Agreement with the State and Casino Agreement with the Victorian Commission for Gambling Regulation;
  - (iv) liquor licensing legislation;
  - (v) fire, safety, smoking and security legislation and regulations;
  - (vi) food handling legislation together with Hazards Analysis Critical Control Point (HACCP) systems;
  - (vii) employment, environmental and privacy legislation;
  - (viii) tenancy matters including tenant's compliance with the lease with the Company;
  - (ix) the *Australian Standard on Compliance Programs 1998 AS3806*; and
  - (x) all other legislation and regulations, as appropriate.
- (b) The Committee will:
- (i) receive reports as follows:
    - (1) Confirmation that all disclosures, reports and notifications have been made to comply with the Corporations Act and ASX Listing Rules, if applicable.
    - (2) An exception report (Board Compliance Report) on all compliance issues concerning:



- (A) gaming legislation and regulations, including the *Casino Control Act 1991*; and
  - (B) the Management Agreement and the Casino Agreement as it applies to the conduct of gaming and ancillary matters related to the supervision and monitoring of casino operations by the VCGR;
- (3) An exception report (Board Compliance Report) on all compliance issues concerning:
- (A) liquor licence legislation;
  - (B) fire, safety, smoking and security regulations;
  - (C) food handling legislation including HACCP;
  - (D) employment, environmental and privacy legislation;
  - (E) tenancy matters including security, safety, non-compliance and breaches of leases; and
  - (F) all other relevant compliance matters not expressly otherwise mentioned or dealt with by the Board.
- (4) Litigation to which the Company is a party or on threatened or potential litigation involving the Company.
- (ii) Review compliance with specific financial covenants contained in any of the above documents;
- (iii) review and suggest amendments to announcements, reports and notifications made in compliance with or in respect of regulatory requirements as appropriate.

## 5. Meetings

- (a) The Committee will meet at least three times a year or more frequently as considered necessary by the Committee or the Board.
- (b) Minutes of meetings will be recorded, retained and approved by the Committee as being an accurate record of Committee meetings.
- (c) A copy of the minutes of each Committee meeting will be given to the Board for noting at the next Board meeting.

August 2011

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