



Crown Resorts Limited (ABN 39 125 709 953)

Meeting of the Board of Directors held by videoconference
on Tuesday, 16 June 2020 at 9.30am

Present:	<p>Helen Coonan (Chairman) John Horvath (Deputy Chairman) John Alexander Ken Barton Andrew Demetriou Jane Halton Guy Jalland (All Agenda Items other than Agenda Item 10) Michael Johnston (All Agenda Items other than Agenda Item 10) Toni Korsanos Harold Mitchell John Poynton</p> <p>Mary Manos (Secretary)</p>
By invitation:	<p>Karl Bitar Barry Felstead Lauren Harris Alan McGregor Todd Nisbet Murray Lawson (Deloitte) (Agenda Item 8 only) Victoria Whitaker (Deloitte) (Agenda Item 8 only) Richard Murphy (MinterEllison) (Agendas Item 8 to 10 only) Glen Ward (MinterEllison) (Agenda Item 8 to 10 only)</p>
Apologies:	<p>Mark Arbib</p>
Minutes of Meeting:	<p><i>Draft Minutes of Meeting of the Board held on 15 April, 26 April, 10 May, 24 May and 7 June 2020</i></p> <p>It was RESOLVED that the draft Minutes of the Board Meeting held on 15 April, 26 April, 10 May, 24 May and 7 June 2020 be approved.</p>

Written Resolution of the Board dated 4 May 2020

It was **RESOLVED** that the Written Resolution of the Board dated 4 May 2020 be noted.

- Declaration of Interests:** Helen Coonan advised that she had resigned from HGL Limited and Snowy Hydro Limited with effect from 30 June 2020.
- Matters Arising:** The Matters Arising paper was taken as read.
- Financial Plan (F21 to F24) and Budget (F21):** Ken Barton and Alan McGregor led a page turn of the F21 – F25 Plan Presentation, highlighting, among other matters, the following:
- Given the current COVID-19 environment, with uncertainty around re-opening dates for Crown Melbourne and Crown Perth gaming activities, the restrictions that may be imposed upon re-opening, travel restrictions and consumer behaviour, the proposed Plan scenarios are working drafts.
 - In Victoria, management was continuing to work with the Department of Premier and Cabinet and the Department of Justice, alongside the Chief Health Officer, Deputy Chief Health Officer and the Social Distancing Team regarding the proposed re-opening plan for Crown Melbourne, noting that there is uncertainty as to whether separate areas will be required to comply with social distancing and hygiene requirements.
 - In Western Australia, management was continuing to work with local Government, the Commissioner of Policy and the Chief Health Officer regarding the proposed re-opening plan for Crown Perth.
 - A base, upside and downside Plan had been prepared based on different re-opening assumptions as detailed in the presentation.
 - The key objectives over the Plan period, as outlined in the paper, including: adherence to social distancing and hygiene requirements; effective and flexible re-engagement of employees; focus on growth driven by factors including attraction and customer demand and leveraging the newly completed premium gaming areas; improving relationships with key stakeholders and strengthening the Crown brand; determining the appropriate cost structure; and deliver Crown Sydney.
 - Labour requirements upon re-opening remain unknown with

an expected labour reduction required of between 20-25%, however, a restructuring provision had not yet been included as the amount was unknown at this stage.

- Additional costs associated with increased hygiene and social distancing protocols were expected at Crown Melbourne (of approximately \$6.5 million) and Crown Perth (of approximately \$3.5 million).
- Based on the upside Plan, F19 performance would return in F23, on the base Plan, F19 performance would return in F24 and on the downside Plan, F19 performance would return in F25.

The Board discussed the assumptions with management, particularly in relation to anticipated travel restrictions, VIP performance and the uncertainties around re-opening and recovery.

It was noted that given the inherent uncertainties around re-opening and recovery, the Financial Plan and Budget were working documents that would continue to be refined as the assumptions become more certain.

CEO's Update:

CEO's Report

The CEO's Report was taken as read.

Among other matters, Ken Barton noted the following:

- Management was working with Deloitte on a submission to ASIC in relation to the Company's proposed treatment of COVID-19 significant items.
- The meeting that was scheduled to be held with ILGA regarding the NSW Supervisory Levy was cancelled and the Chairperson of ILGA advised that he would be writing to the Company in relation to this matter.
- The GST hearing was conducted online, and it was estimated that judgment would be handed down in approximately 8 to 12 weeks.

REDACTED - PRIVILEGE

Alan McGregor advised that, as part of the audit tender process, meetings were scheduled with Deloitte and KPMG with members of the Audit and Corporate Governance Committee invited to attend.

Mary Manos highlighted the risk rating adjustments, as outlined in the CEO's Report, which had been approved at the June 2020 Risk Management Committee.

It was noted that Crown Perth was proposing to implement a Debit Card Chip Facility on gaming tables having regard to the greater community appetite for the use of EFTPOS in the current COVID-19 environment. John Poynton advised that the Western Australian Government and Regulator had both indicated their support of this initiative.

As this matter had previously been deferred by the Risk Management and Responsible Gaming Committees, the Board **RESOLVED** to approve the proposal subject to the final review and approval of the Risk Management and Responsible Gaming Committees.

It was **RESOLVED** that the CEO's Report be noted.

COVID-19 Update

The COVID-19 Update was taken as read, noting that the matters had already been discussed or previously presented to the Board at its fortnightly meetings.

It was **RESOLVED** that the COVID-19 Update be noted.

Financial Summary

The Financial Summary was taken as read.

It was **RESOLVED** that the Financial Summary be noted.

The meeting was adjourned for 10 minutes at 11.12am.

Australian Resorts Update:

Crown Melbourne

The Crown Melbourne paper was taken as read.

Andrew Demetriou provided the Board with an overview of matters considered at the 10 June 2020 Crown Melbourne Board meeting, including the following:

- While in shut down, Crown Melbourne was losing approximately \$400,000 per day with costs expected to rise in June due to an increase in staff being stood back up to assist with re-commissioning the business.
- Crown Melbourne was continuing to receive the JobKeeper payment.
- Discussions were continuing with the Victorian Government

regarding re-opening of Crown Melbourne.

- Crown Melbourne had responded to all the section 25 Review Recommendations by the deadlines and engagement was continuing with the VCGLR. The meeting with the VCGLR pursuant to Recommendation 20 was being rescheduled.

Crown Perth

The Crown Perth paper was taken as read.

John Poynton provided the Board with an overview of matters considered at the 12 June 2020 Crown Perth Board meeting, including the following:

- While in shut down, Crown Perth was losing approximately \$250,000 per day with costs expected to rise in June due to an increase in staff being stood back up to assist with re-commissioning the business.
- Reopening conditions were still unknown, however there had been very positive engagement with Government, the Commissioner for Police and the Chief Medical Officer.
- A number of restaurants opened recently which resulted in 300 staff being stood back up.
- Crown's relationship with the United Workers Union had shifted somewhat since the Union moved to a national approach with management continuing to engage with the Union in a positive manner.
- The Board received an update on the work that the AML team had been undertaking during the shutdown period.
- The Government had approached the Company to possibly assist with the proposed AFL Hub at Crown Perth noting that the Company was willing to provide accommodation at Crown Promenade Perth should the Hub be developed.

Crown Sydney

The Crown Sydney paper was taken as read.

Jane Halton provided the Board an overview of matters considered at the 10 June 2020 Crown Sydney Board meeting, including the following:

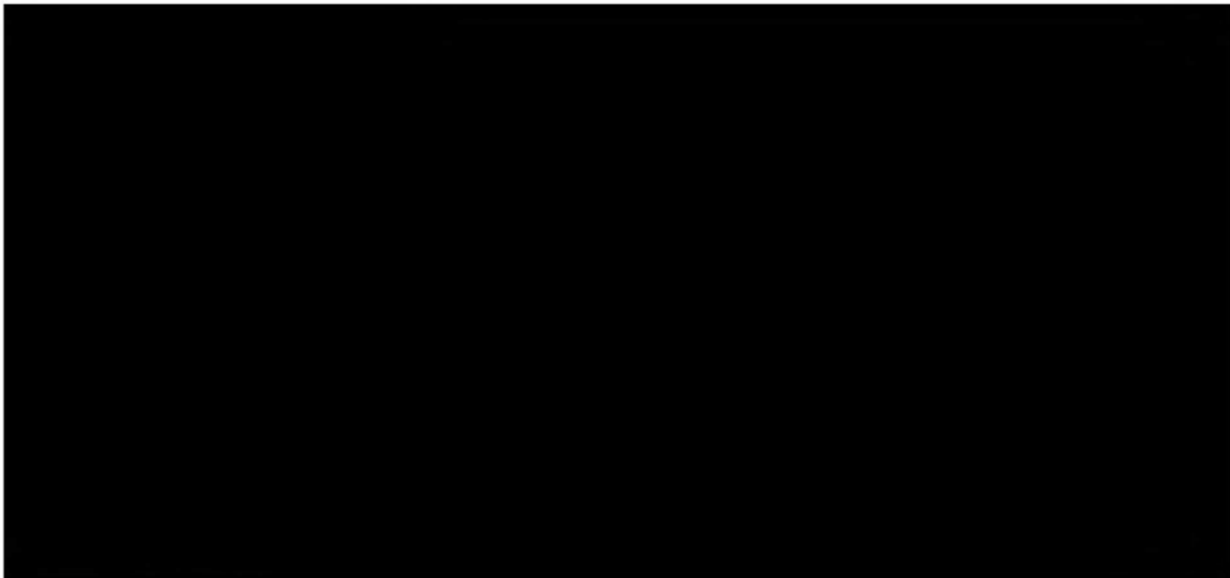
- The status of the development of Crown Sydney and operational planning for opening.
- The updated guidance from Safe Work Australia had relieved some of the COVID-19 protocols and operating constraints which was having a positive impact on construction.
- The Board approved a revised operating structure for Crown

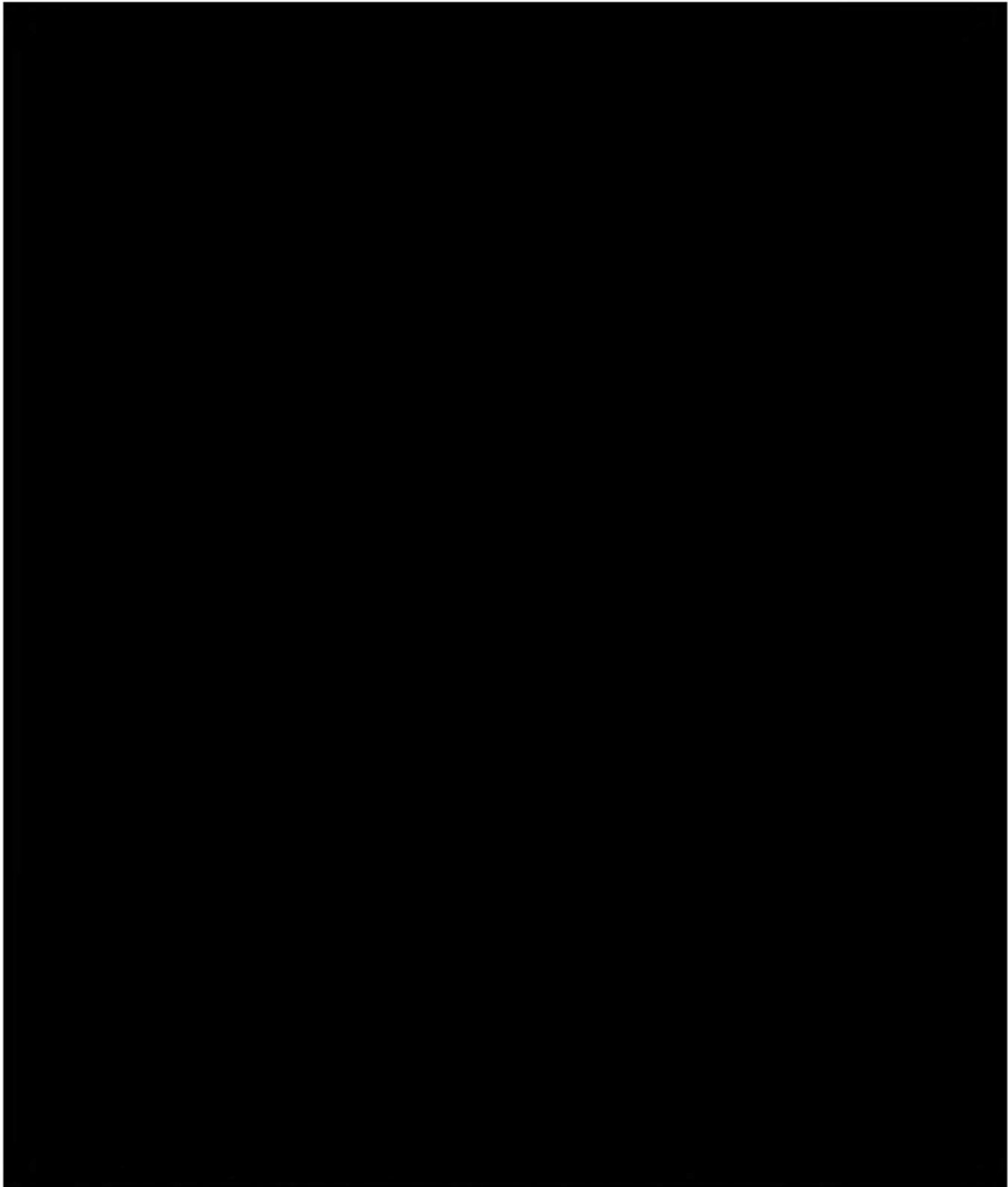
Sydney which was required to facilitate the Crown Sydney project finance facility, with all non-gaming operations to be operated and reported through to Crown Sydney Property, and all gaming operations be operated and reported through Crown Sydney Gaming from a financial perspective.



Other Businesses:

The Crown Aspinalls, Aspers, Betfair and DGN Reports were taken as read.





Controlling Shareholder Protocol: The Privileged and Confidential Controlling Shareholder Protocol paper was taken as read.

Helen Coonan advised the Board that the Controlling Shareholder Protocol was being reconsidered in the context of recent summonses and document production under the ILGA Inquiry.

Glen Ward highlighted the protocols and procedures set out in the Controlling Shareholder Protocol in relation to the provision of information to Consolidated Press Holdings Pty Limited and Mr James Packer and advised that it would be preferable that information requests and responses be made in writing formally under the Protocol.

The Board noted that consideration might be given to enhancing the processes recorded in the Controlling Shareholder Protocol.

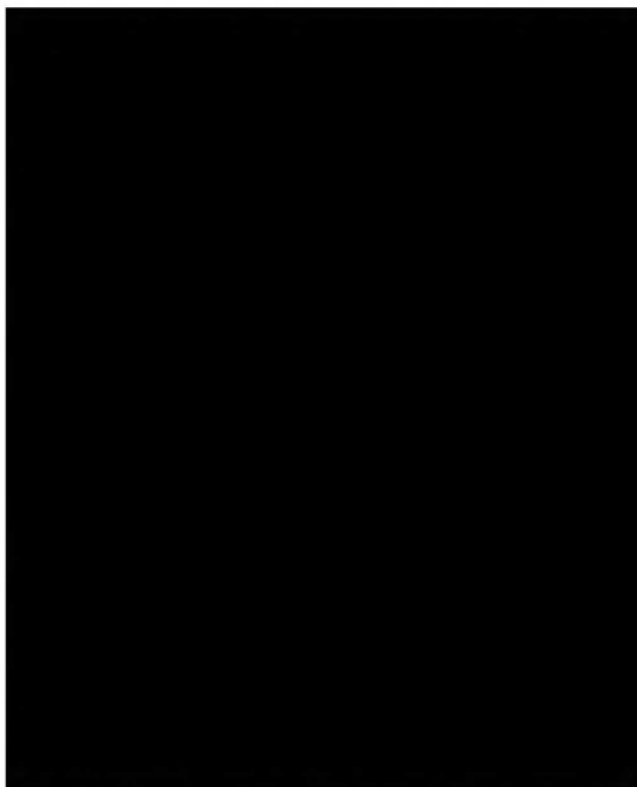
It was noted that any changes to the procedures would need to be communicated to CPH and that in the meantime, those authorised to share information under the Controlling Shareholder Protocol be reminded of its requirements.

Development Report:

The Development Update was taken as read.

Among other matters, Todd Nisbet highlighted the following:

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It was also **RESOLVED** that the Development Update be noted.

Investor Relations Report:

The Investor Relations Report was taken as read.

Ken Barton advised the Board that following the Company's ASX announcement of 4 May 2020 which provided a trading update, a

number of analysts had updated their forecasts

It was **RESOLVED** that the Investor Relations Report be noted.

Remuneration Matters:

This matter was deferred to the “In Camera” session at Agenda Item 18.

Committees:

Occupational Health and Safety Committee – Draft Minutes of Meeting held on 10 June 2020

The draft minutes were taken as read.

Michael Johnston advised that he chaired the 10 June Committee meeting in John Horvath’s absence and provided the Board with an overview of matters considered, including the following:

- the Committee received a detailed update on COVID-19 responses and planning;

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- in February 2020, the Teak Room experienced a deviation from the target nicotine and particulate levels which was actioned.

It was **RESOLVED** that the draft minutes of meeting of the Occupational Health and Safety Committee held on 10 June 2020 be noted.

Responsible Gaming Committee – Draft Minutes of Meeting held on 10 June 2020

The draft minutes were taken as read.

John Horvath provided the Board with an overview of matters considered at the 10 June 2020 Committee meeting, including the following:

- the Responsible Gaming Advisory Panel was reviewing the Company’s Responsible Gaming Framework as was expecting to be in a position to present to the Committee at its next meeting; and
- the meeting with directors and the VCGLR regarding Recommendation 20 was in the process of being rescheduled.

It was **RESOLVED** that the draft minutes of meeting of the

Responsible Gaming Committee held on 10 June 2020 be noted.

Risk Management Committee – Draft Minutes of Meeting held on 10 June 2020

The draft minutes were taken as read.

Jane Halton provided the Board with an overview of matters considered at the 10 June 2020 Committee meeting, including the following:

- Nick Kaldas was invited to present to the Committee on the work he had been undertaking with the Company since his appointment and the Committee requested that he be asked to consider the Company’s risk review profile; and
- Nick Stokes presented to the Committee on the work being undertaken on the AML/CTF Framework and on the proposed enhancements.

It was **RESOLVED** that the draft minutes of meeting of the Risk Management Committee held on 10 June 2020 be noted.

Policies and Codes:

Risk Management Strategy and Risk Appetite

The paper with respect to this item was taken as read.

Mary Manos advised that the Risk Management Committee had reviewed the proposed amendments to the Risk Management Strategy as set out in the paper and recommended that the Board approve the amendments.

Having regard to the recommendation of the Risk Management Committee, the Board **RESOLVED** to approve the proposed amendments to the Risk Management Strategy in the form presented.

Code of Conduct

The Code of Conduct paper was taken as read.

Mary Manos highlighted that group legal had been working with the Human Resources and Compliance functions to streamline the Code of Conduct for the Company and each of its Australian Resorts with the proposed Code included in the papers for the Board’s consideration.

Having regard to the above and the proposed Code of Conduct, it was **RESOLVED** that the Code of Conduct, substantially in the form presented to the Board or in any other form approved by the General Counsel and Company Secretary:

- be approved and adopted by the Company and each of Crown’s Australian Resorts and their subsidiaries with effect

from 1 July 2020;

- the Company Secretary be authorised to do anything required in connection with the foregoing resolutions, including publishing the Code of Conduct on the Company's website; and
- the Code of Conduct apply equally to employees and directors and supersede the stand alone Code of Conduct for Directors.

Human Rights Policy

The paper with respect to this item was taken as read.

Mary Manos advised the Board that, as part of the work the Company had been undertaking in preparation for reporting under the Modern Slavery legislation, KPMG had recommended that the Company adopt a Human Rights Policy, a preliminary draft of which was included in the papers. In support of this, it was proposed that KPMG would be invited to present to the Board on the international human rights standards prior to formal adoption of the Policy.

The Board endorsed the proposal that KPMG be invited to present to the Board.

Supplier Code of Conduct

The Supplier Code of Conduct paper was taken as read.

Mary Manos advised that a number of amendments to the Supplier Code of Conduct were recommended following the review by KPMG of a number of key procurement policies and procedures as part of the work the Company was doing in preparation for reporting under the Modern Slavery legislation.

Having regard to the above, it was **RESOLVED** that the revised Supplier Code of Conduct, in the form presented to the Board, be approved.

Delegation Policy

The paper with respect to this item was taken as read.

It was noted that no changes were being recommended to the Company's Delegation Policy following a review by the Risk Management Committee at its last meeting.

It was **RESOLVED** that, having conducted an annual review process, no amendments to the Delegation Policy be implemented at this stage.

Other Business:***2020 Annual General Meeting***

The 2020 Annual General Meeting paper was taken as read.

Mary Manos advised the Board of the proposal to hold the 2020 Annual General Meeting in Melbourne as a hybrid meeting, having regard to COVID-19 and possible travel restrictions.

It was also noted that the items of business for the 2020 Annual General Meeting would be presented to the Board in August.

Deed of Cross Guarantee

The paper with respect to this item was taken as read and it was noted that meetings of the Group entities (other than Crown Melbourne and Burswood) who are party to the Deed of Cross Guarantee would be held as part of this Board meeting to pass the required resolutions to remain a party to the Deed of Cross Guarantee.

Future Meetings:

The Board noted the future meeting dates.

"In Camera" Session:

Management, other than the Chief Executive Officer and General Counsel and Company Secretary, left the meeting at the commencement of this Agenda Item.

Harold Mitchell noted the current and potential impacts on the business of various restrictions associated with Covid-19. The Board supported an open dialogue with all levels of Government on issues affecting the Company.

Harold Mitchell also advised the Board that the People, Remuneration and Nomination Committee had considered and recommended to the Board that, having regard to the lengthy probity assessment process in New South Wales and the additional duties assumed, Alan McGregor receive his remuneration increase with effect from 13 March 2020.



The Chief Executive Officer and General Counsel left the meeting.

The Chair subsequently informed the Company Secretary there were no matters which arose during the "in camera" session.

Closure:

There being no further business, the meeting was declared closed at 1.30pm.

Signed as a correct record



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Chairman