



Crown Melbourne Limited Audit Committee Charter

1. Purpose

The purpose of this charter is to govern the operations of the Crown Melbourne Limited Audit Committee (Committee). The Committee will review the charter at least annually and refer any proposed changes to the Board of Directors of Crown Melbourne Limited (Board) for approval.

2. Functions

The primary function of the Committee is to assist the Board to fulfil its Corporate Governance responsibilities in relation to:

- (a) Financial reporting
- (b) Corporate control and risk management
- (c) External and internal audit

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 two Directors independent of the management of Crown Melbourne Limited (Crown);
- (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 a significant background in accounting and / or financial management disciplines. The Chairman may in turn appoint a Deputy Chairman.
- (e) The quorum for any meeting is two members.
- (f) The Committee will maintain direct lines of communication between members, Crown's external auditor, Crown's internal audit department and senior management.
- (g) The Committee may periodically engage expert consultants to assist the Committee to fulfill its responsibilities.



4. Roles and Responsibilities

(a) Financial Reporting

- (i) The Committee is responsible for overseeing Crown's financial reporting and conveying its observations to the Board. Ultimate responsibility for ensuring Crown's financial disclosures adequately portray the company's financial condition, results of operations, plans and long-term commitments rests with the Board.
- (ii) In discharging its responsibility the Committee will receive, examine and recommend to the Board the half year and full year financial reports of Crown.
- (iii) The Committee may recommend to the Board a change or changes to accounting policy as appropriate. In doing so the Committee will firstly obtain an opinion as to the appropriateness of any change from Crown's external auditor.

(b) Corporate Control and Risk Management

- (i) The Committee is responsible for ensuring the adequacy and effectiveness of Crown's corporate control and risk management systems.
- (ii) The Committee will review Crown Melbourne's Risk Appetite and make recommendations to the Board in relation to its approval.
- (iii) In discharging its responsibility the Committee will receive and disseminate information from Crown's external auditor and internal audit department regarding:
 - (1) The effectiveness of Crown's internal control systems
 - (2) Systems established to assess, monitor and manage key risk exposures
 - (3) Systems established to ensure compliance with relevant legislative and regulatory requirements
 - (4) Findings and recommendations made by either Crown's external auditor or internal audit department and management's responses including:
 - A. The report to the Committee and Board by Crown's external auditor detailing external audit results
 - B. Reports prepared by Crown's internal audit department summarising audit work undertaken, key findings, recommendations and outcomes



- (5) The Committee will report to the Board any significant unresolved differences of opinion between management, Crown's external auditor or internal audit department, and ensure appropriate resolution of the above.

(c) External and Internal Audit

- (i) The Committee is responsible for recommending to the Board the appointment, reappointment, removal and remuneration of Crown's external auditor.
- (ii) The Committee may recommend to the Board the appointment and removal of Crown's Group General Manager Risk & Audit.
- (iii) The Committee will periodically review and ensure the independence of Crown's external auditor, having regard to relationships with Crown beyond external or internal audit, which could impair independence or judgment of Crown. In particular, the Committee will consider annually any non-audit services provided by the external auditor and include a statement in Crown's annual report as to whether, in the opinion of the Committee, the provision of those non-audit services is compatible with the independence of the external auditor.
- (iv) The Committee will periodically review and ensure the independence of Crown's internal audit department by way of:
- (1) Statement by, and inquiry of Crown's Group General Manager Risk & Audit as to the independence and objectivity of the internal audit department; and
 - (2) Meeting with Crown's Group General Manager Risk & Audit independent of management to discuss relevant matters or issues.
- (v) The Committee will review the scope and materiality of audit work performed by Crown's external auditor, having regard to any areas of identified risk.
- (vi) The Committee will ensure the adequate staffing of Crown's internal audit department.
- (vii) The Committee will approve the annual internal audit plan, including resourcing of proposed audit work.
- (viii) The Committee may request Crown's internal audit department to perform reviews, investigations or other services in respect of matters of interest or concern to the Committee.
- (ix) The Committee will ensure that an external independent quality assessment of Crown's internal audit department, against the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing, is



conducted at a minimum once every five years, by a qualified independent reviewer or review team from outside of Crown.

5. Meetings

- (a) The Committee will meet at least twice annually and additionally as required by the Committee or the Board.
- (b) The Committee may meet with either representatives of Crown's external auditor or internal audit department, as appropriate.
- (c) Minutes of meetings will be recorded, retained and approved by the Committee as being an accurate record of Committee meetings.
- (d) A copy of the minutes of each Committee meeting will be given to the Board for noting at the next Board meeting.

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