



## Crown Resorts Limited (ABN 39 125 709 953)

Meeting of the Board of Directors held by videoconference  
on Friday, 12 March 2021 at 10:10am

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<b>Present:</b>	Helen Coonan (Chairman) John Horvath (Deputy Chairman) Jane Halton Toni Korsanos, Part of the meeting  Bronwyn Weir (Secretary)
<b>By invitation:</b>	Stuart McCulloch Alan McGregor Nigel Morrison Matthew Young Guy Foster (Allens) Kelvin Barry (UBS)
<b>Apologies:</b>	Nil
<b>DGN Minority Acquisition</b>	<p>Mr McGregor provided the Board with an update on Crown's obligations regarding the DGN minority acquisition. After consideration, the Board <b>RESOLVED</b> that:</p> <ol style="list-style-type: none"><li>1. the update and Crown's contractual obligations to acquire the outstanding 15% interest in DGN and pay the final earn-out to the Winners Club founders be noted;</li><li>2. payment for the minority acquisition and the final earn-out to the Winners Club founders be approved (subject to no material changes to the payment amounts as outlined in the paper); and</li><li>3. the Chief Financial Officer be authorised to sign all relevant documentation and take such further acts, including authorising payments and intercompany loans, as may be necessary in connection with the above resolutions.</li></ol>

**ILGA Inquiry Update and Response:**

REDACTED - PRIVILEGE

REDACTED - PRIVILEGE

Mr Andrew Maher from Allens and Ms Korsanos then joined the meeting at 11:30am.

REDACTED - PRIVILEGE

Mr Weeks then joined the meeting at 12:05pm.

Mr Maher and Mr Forster then discussed the creation of a project team and will work with Mr Weeks in this regard.

The Chair thanked Mr Maher and Mr Foster for their update. They then left the meeting, together with management.

**Other Business:**

***Senior Executive Appointment***

Ms Korsanos then provided the Board with an update on the appointment of Mr Nick Weeks including the proposed key terms of the appointment. After consideration, the Board **RESOLVED** that:

1. it is in the best interests of the Company to offer Mr Weeks the position of Executive General Manager – Transformation & Regulatory Response, subject to the receipt of any necessary regulatory approvals, on the terms presented to the Board or on any other terms approved by the Executive Chairman and Toni Korsanos (**Offer**);
2. the Company be authorised to make the Offer to Mr Weeks;
3. if Mr Weeks accepts the Offer, the Company be authorised to enter into an Executive Contract with Mr Weeks;
4. the Executive Chairman and Toni Korsanos be authorised to negotiate the final form of the Executive Contract with Mr Weeks;
5. any two directors or a director and secretary of the Company be authorised to execute the Executive Contract on behalf of

the Company; and

6. any director or secretary of the Company be authorised to sign, complete, make, execute, deliver, endorse, issue or file with any person all other documents and to pay all such payments as any of them may deem necessary or advisable in order to carry out or give effect to the above resolutions and to do all things necessary or desirable relating to the above resolutions.

***Tony Harrington engagement***

The Chair then updated the Board on the engagement of Mr Tony Harrington and advised that the retainer agreement has been terminated. The Board noted that several recommendations proposed by Mr Harrington in relation to corporate culture and governance have already been incorporated into Crown's reform agenda. It was also agreed that such further changes should await the appointment of a new CEO.

**Closure:**

There being no further business, the meeting was declared closed at 12:30pm.

Signed as a correct record

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Chairman