

Our ref: RAJOHN\MCE\1000-099-084
 Your ref: DZT/DZT/433107/1
 Partner: Rani John / Mark Elvy
 Direct line:
 Email:



Ashurst Australia
 Level 11
 5 Martin Place
 Sydney NSW 2000
 Australia

GPO Box 9938
 Sydney NSW 2001
 Australia

Tel +61 2 9258 6000
 Fax +61 2 9258 6999
 DX 388 Sydney
 www.ashurst.com

26 July 2021

BY EMAIL

John Fogarty
 Partner
 DLA Piper Australia
 P O Box 4301
 MELBOURNE VIC 3000

Dear Colleagues

Royal Commission into the Casino Operator and Licence –

We refer to your letter dated 26 July 2021 which attached a letter dated 8 July 2021 from Mr Kennedy, the Chair of the Victorian Commission for Gambling and Liquor Regulation (**VCGLR**) to Mr Jalland of our client. We are instructed that Mr Jalland did not receive the 8 July 2021 letter (which your client had sent by post); and that Mr Jalland was only provided with a copy of the letter earlier today.

As requested, **attached** is a copy of our client's email to your client today providing copies of three emails which comprise the agreement reached with the Independent Liquor and Gaming Authority of NSW (**ILGA**) which was the subject of the ILGA news release statement dated 16 April 2021. Whilst the final form of the agreed undertakings has not yet been settled with ILGA, we confirm that CPH and Mr Packer are conducting themselves consistently with the agreement reached with the ILGA.

As your letter notes, the undertakings to ILGA have been referred to in the submissions of Counsel Assisting the Royal Commission into the Casino Operator and Licence.

We are instructed that irrespective of any recommendations which the Royal Commission may make, CPH is willing to provide the VCGLR with equivalent, and in one case extended, undertakings to those agreed with the ILGA. The undertakings would apply to, among other entities, both Crown Resorts and Crown Melbourne Limited (and references in the following paragraphs to '**Crown**' are intended to include those entities).

The undertakings which our clients propose to give to the VCGLR (which reflect the agreement with the ILGA) are that CPH, Mr Packer and executives and officers of CPH (unless otherwise approved by the VCGLR):

1. **Information from Crown** – will not enter into any information sharing arrangement with Crown.
2. **Contact with Crown** – will not initiate any discussions with Crown, its directors or executives concerning Crown's businesses or operations.

These restrictions would not apply to public forums such as analyst/investor presentations by Crown; Crown AGMs/EGMs; incidental social discussions; notification of relevant media approaches; liaison on tax and D&O matters; or operate to restrict prior nominees of CPH to the Crown Board from seeking access to Crown records or exercising their rights in accordance with existing Deeds of Access, Indemnity and Insurance with Crown and there being contact between CPH and its advisors, with Crown and its advisors, in connection with regulatory or other investigations, inquiries, or legal proceedings or proposed control or capital transactions for Crown.

3. **Crown Board Nominees** – CPH will not prior to October 2026:
 - a. seek to have a nominee of CPH appointed to the Crown Board;
 - b. seek to have any of its existing or former executives nominated to the Crown Board;
 - c. requisition a meeting of Crown shareholders for the purpose of seeking the appointment of any person as a director of Crown.

It is noted that in the period after October 2026, the approval of the VCGLR will of course be required before any person is appointed as a director of Crown Resorts or Crown Melbourne Ltd. CPH also agrees that in the period after October 2026, CPH will not seek the appointment of any CPH nominee as a Crown director other than on the basis that the nominee's appointment is subject to the approval of each relevant regulator in each State of Australia in which the Crown group has a gaming licence.

4. **Crown's Constitution** – CPH will not requisition a meeting of Crown shareholders for the purpose of considering an amendment to the Crown constitution that would have the effect of requiring the Crown shareholders to approve any aspect of the management or operation of Crown's businesses.

In addition, the following confirmations are provided by our clients:

5. **Confirmation of activities** – our clients confirm that in the period since 10 February 2021 (being the date that Messrs Guy Jalland and Michael Johnston resigned as Crown Directors), neither CPH, Mr Packer nor anyone acting on their behalf (including executives of CPH) have participated in discussions with Crown concerning, or attempted to influence Crown in relation to, the appointment of officers or executives of Crown, the governance of Crown or the management of Crown's businesses or operations. We will provide separately the current up to date log of contacts with Crown which CPH has kept since 10 February 2021.

6. **Spirit of undertakings** – our clients confirm that they will comply with the spirit of the undertakings looking beyond form to the substance of the undertakings.

It is noted that the time period for undertaking No. 3 (as set out above) is 2 years longer than the equivalent undertaking which had been agreed with the ILGA. A similar 2 year extension will be offered in relation to the undertaking already agreed with the ILGA. In addition, we have instructions to provide the Gaming and Wagering Commission in WA with the same undertakings and confirmations set out above which will of course also apply to the Perth Casino operator.

If the above undertakings are acceptable to the VCGLR in substance, we will proceed to formalise them in a written agreement between CPH, Mr Packer and the VCGLR and they will also operate in respect of the related bodies corporate of both Crown (which will encompass Crown Melbourne Limited) and CPH.

Finally, our clients request that the undertakings acknowledge a number of incidental matters that are still in the process of being finalised, which require some level of interaction with Crown but which do not touch on any gaming matters, such as the completion of Mr Packer's apartment at One

John Fogarty

26 July 2021

Page 3

Barangaroo, completion of the purchase of Mr Ben Tilley's apartment at One Barangaroo, and separation of the administration of The Packer Family Foundation and The Crown Foundation.

Please contact Rani John on [REDACTED] or Mark Elvy on [REDACTED] should you wish to discuss.

A copy of this letter will be sent to the Solicitors Assisting the Royal Commission into the Casino Operator and Licence.

Yours faithfully

[REDACTED]

Ashurst