



Crown Limited

Investment Committee Charter

1. Introduction and background

The role of the Investment Committee is to review and approve new investments or the divestiture of investments for Crown, up to a value of \$50 million in aggregate for any one investment.

2. Composition of the Committee

2.1. Structure

The Committee will be made up of a minimum of three directors to be nominated by the Board.

The Chairperson of the Committee will be nominated by the Board.

Unless otherwise nominated by the Board, Crown Limited's Company Secretary will act as secretary of the Committee.

The appointment of a Committee member will cease if that person ceases to be a director of the Company or as otherwise determined by the Board.

2.2. Compensation

The Chairperson and individual members of the Committee may be entitled fees additional to the directors' fees to which they are entitled, as may be determined from time to time by the Board.

2.3. Expertise

Members will have skills and experience required to enable them to fulfill their duties and responsibilities as members of the Committee.

3. Duties, responsibilities and powers

3.1. Approval of acquisitions

The Investment Committee will review and have the power to approve new investments up to a value of \$50 million in aggregate for any one investment.

3.2. Approval of divestments

The Investment Committee will review and have the power to approve the divestiture of investments for Crown, up to a value of \$50 million in aggregate for any one investment.



3.3. Engage external consultants

The Committee has the full authority of the Board to:

- (a) communicate and consult with external and internal persons and organizations concerning investment matters at Crown; and
- (b) appoint independent experts to provide advice on investment matters at Crown.

3.4. Board reporting

The Committee will update the Board from time to time as required and make relevant recommendations in relation to matters arising for consideration by the Committee.

4. Proceedings

4.1. Meeting frequency

The Committee will meet at such frequencies as may be required.

4.2. Committee papers

Relevant documents to be considered at Committee meetings will be compiled and distributed by the Company Secretary to all Committee members as well as to any invitees to relevant Committee meetings.

4.3. Attendance at Committee meetings

The Committee may extend an invitation to any person to attend all or part of a scheduled Committee meeting. This invitation may extend to management attending future meetings. Only Committee members shall be eligible to vote.

4.4. Quorum

A quorum for a meeting of the Committee is three members.

4.5. Minutes

Minutes of proceedings and resolutions of meetings of the Committee and resolutions passed by members of the Committee without a meeting, are to be approved by the Board.

Minutes of a meeting must be signed by the chair of the meeting or the chair of the next meeting within a reasonable time after the meeting.

A resolution may be made if a document containing the relevant resolution is assented to by all Committee members eligible and willing to participate in the making of the resolution.

The resolution will be taken to have been passed when the document is last assented to by a Committee member. Where a Committee member has assented by means other than writing, that Committee member must sign the



document containing the relevant resolution within a reasonable time after having provided their assent.

5. Amendment and review

The Board must review this Charter on an annual basis to ensure it remains consistent with its objectives, the Constitution and existing regulatory requirements and recommendations. Any proposed changes must be referred to the Crown Board for approval.

Crown Limited
December 2009