



# Crown Limited

## Nomination and Remuneration Committee Charter

---

### **1. Introduction and background**

The role of the Committee is to:

- (a) assist the Board to develop, maintain and implement policies in relation to the selection and appointment practices for directors; and
- (b) review and recommend appropriate Directors' Fees to be paid to non-executive Directors. At the discretion of the Crown Board, the role of this Committee may be extended to the remuneration policies to be applied to executives, including any equity-based remuneration plan that may be considered, subject to shareholder approval.

### **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, a majority of whom shall be independent.

The Chairperson of the Committee will be an independent director.

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. Selection, appointment and development of directors**

The Committee will:

- (a) review Crown's procedure for the selection and appointment of new directors (**Selection Procedure**) and make appropriate recommendations to the Board in relation to the Selection Procedure;
- (b) implement the Selection Procedure and make nomination recommendations to the Board;
- (c) develop succession plans in order for the Board to maintain appropriate experience, expertise and diversity;
- (d) review Crown's procedure for the evaluation of the performance of the Board, its Committees and its directors and be primarily responsible for the implementation of the evaluation process; and
- (e) consider implementing a plan for enhancing director competencies and ensure that an effective induction process is in place for new directors.

#### **3.2. Review of Directors' Fees**

The Committee will review and recommend appropriate Directors' Fees to be paid to non-executive Directors.

#### **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 the nomination and remuneration practices at Crown; and
- (b) appoint independent experts to provide advice on nomination and remuneration issues concerning the non-executive Directors.

#### **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 least annually and additionally as 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 two 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.