



# Crown Limited

## Risk Management Committee Charter

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

The role of the Risk Management Committee is to provide strategic risk management leadership, oversight and analysis to the Crown Board.

### **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 members are to be independent, non-executive directors.

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. Risk management**

The Committee will review and assess the adequacy of the Crown Group's risk management systems. This will include:

- (a) identifying areas of significant business risk or exposure;
- (b) implementing and monitoring arrangements put in place to ensure risks are effectively managed;
- (c) establishing processes to ensure compliance with relevant laws and regulatory requirements;



- (d) establishing, administering and periodically reviewing the Crown Risk Management Policy;
- (e) monitoring of insurance coverage for the Crown Group; and
- (f) developing, administering and periodically reviewing a Business Continuity Plan for the Crown Group.

### **3.2. Systems, controls and compliance**

The Committee will:

- (a) assess the adequacy and effectiveness of internal control systems for the mitigation of significant business risks; and
- (b) approve and review internal control compliance processes for compliance with relevant laws and regulatory requirements.

### **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 risk management practices at the Crown Group; and
- (b) appoint independent experts to provide advice on risk management practices at the Crown Group.

### **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 two times 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.

**Crown Limited**  
December 2009