

**SKYCITY ENTERTAINMENT GROUP LIMITED**

**RISK AND COMPLIANCE COMMITTEE CHARTER**

**LAST REVIEWED AUGUST 2022**

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The Board of directors of SkyCity Entertainment Group Limited has established a Committee of directors known as the Risk and Compliance Committee (“**Committee**”). The objectives, composition, term of office, duties and responsibilities of the Committee are set out in this Charter and in the Board Charter to which this Committee Charter is attached as Schedule 7.

## **1. Objectives**

- 1.1 The primary objective of the Committee is to assist the Board of directors in fulfilling its responsibilities relating to risk assessment, management and monitoring and ongoing regulatory and other legal compliance.
- 1.2 The Committee’s responsibilities involve:
- reviewing the company’s risk management programme and the adequacy and effectiveness of its risk management activities (including business continuity planning)
  - ensuring the company is appropriately insured to cover losses which may occur as a result of adverse circumstances
  - ensuring that the company has appropriate programmes in operation to ensure it remains compliant with its regulatory and other legal obligations
  - assisting the Board to understand risks that may impact on the company’s reputation, the community and the environment in which the company operates, or which may result in personal liability for company officers as a result of the company’s operations
  - ensuring an appropriate risk-aware culture has been embedded throughout the company.

## **2. Duties, Responsibilities, and Scope**

The main responsibilities of the Committee are summarised below:

- risk management
- business resilience, including business continuity, crisis management and disaster recovery
- workplace health and safety and other critical safety and staff wellbeing issues
- anti-money laundering compliance
- host responsibility and responsible gaming
- insurance coverage
- gaming regulatory compliance
- casino licensing
- stock exchange and company law compliance

- company policies
- whistleblower policy compliance and disclosure management
- other regulatory matters.

The duties and responsibilities of the Committee include but are not limited to the matters as set out under the following headings. The Committee is not responsible for monitoring and reporting to the Board on the management of environmental issues, which matters are the responsibility of the Board.

## 2.1 **Risk Management, Business Resilience and Insurance**

- reviewing, approving and evaluating, on an annual basis, the company's risk management framework, policies and practices
- reviewing and evaluating, on an annual basis, the company's risk profile and relevant management actions taken to manage the top risks to the company, both financial and non-financial
- reviewing the company risk appetite statement
- reviewing any reports received by management in relation to the effectiveness of risk management systems and the management of the company's top risks
- reviewing, on an annual basis, the activities undertaken to maintain the company's business resilience capability, including business continuity, crisis management and disaster recovery
- reviewing the structure and adequacy of the company's insurance coverage, including directors and officers and public liability insurance, and recommending the annual renewal of policies to the Board.

## 2.3 **Regulatory and Compliance**

- reviewing and assessing the effectiveness of the company's programmes for ensuring compliance with relevant regulatory, legal and policy compliance (including but not limited to casino licensing, anti-money laundering and responsible gaming/host responsibility)
- reviewing any regulatory reports submitted to the company, or prepared by management in relation to the company's compliance with relevant regulatory, legal and policy requirements, monitoring management's response to them and considering any matters that may have a material impact on the company's activities, and reporting on those matters to the Board
- monitoring issues relevant to the company's casino licences and its relationships with government licensing agencies in each of the company's gaming jurisdictions (including regulatory and legal risks which may jeopardise any licences held by the company)
- monitoring the company's compliance with anti-money laundering legislation in Australia and New Zealand and receiving copies of any Financial Markets Authority or Australian Transactions Reports and Analysis Centre correspondence on any matters on which criticism of the company's activities has been expressed
- monitoring the company's compliance with New Zealand and Australian Stock Exchange Listing Rules (as they apply to the company from time to time) and receiving copies of any NZX, ASX, or Financial Markets Authority correspondence on any matters on which criticism of the company's activities has been expressed

- monitoring that the company is complying at all times with the New Zealand Companies Act 1993, the Australian Corporations Act 2001 (Cth) and any other commercial legislation which applies to the company's business operations in any relevant jurisdiction
- reviewing, assessing and monitoring the company's internal policy framework and governance, including reviewing and assessing any material breaches of company policy
- reviewing the company's whistleblower policy and ongoing compliance with the policy, including reviewing processes for ensuring employee awareness of the policy and for dealing with matters raised under the policy.

#### 2.4 **General**

- identifying and directing any special projects or investigations deemed necessary
- reporting to the Board on the work performed by the Committee to fully discharge its duties during the year
- attending to any other matter relating to the regulatory and/or compliance affairs of the company as would be appropriately dealt with by this Committee of the Board.

### **3. Composition**

- 3.1 The Committee will be appointed by the Board and will comprise a minimum of three directors, all of whom will be non-executive and a majority of whom will be independent. Independence of directors is as defined in Schedule 2 of the Board Charter.
- 3.2 The Board appoints the chairperson of the Committee who shall be independent. The chairperson is appointed (or reappointed) at the first scheduled Board meeting after the Annual Meeting of shareholders in each calendar year. In the absence of the chairperson at any meeting of the Committee, the attending members shall elect one of themselves to chair the meeting.

### **4. Meetings**

- 4.1 The Committee holds at least three scheduled meetings in a financial year plus such additional meetings as the Committee shall decide are required in order to carry out its responsibilities.
- 4.2 The chairperson will call a meeting of the Committee if requested to do so by any Committee member, by the Chief Executive Officer, the Chief Financial Officer or the General Counsel.
- 4.3 The Chief Executive Officer attends each meeting of the Committee in an ex officio capacity.
- 4.4 The Chief Financial Officer and Group General Manager Risk attend meetings of the Committee to report on risk management and business continuity planning.

- 4.5 The General Counsel attends meetings of the Committee to report on regulatory and compliance matters.
- 4.6 The Committee may have in attendance such members of management and such other persons as it deems necessary to provide required information and explanations.
- 4.7 The Company Secretary acts as secretary of the Committee and is responsible, in conjunction with the chairperson, for drawing up the agenda and circulating it, supported by explanatory papers/reports to Committee members, prior to each meeting.
- 4.8 The Committee secretary records the minutes of meetings of the Committee and ensures that the minutes are circulated to all directors.
- 4.9 A quorum is a majority of members attending a meeting of the Committee.
- 4.10 All directors have a standing invitation to attend any meetings of the Committee.
- 4.11 The chairperson of each meeting of the Committee will report back to the Board on the key points of discussion, the decisions taken, and the recommendations of the Committee, to the next scheduled meeting of the Board.

## **5. Decision-Making**

- 5.1 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated to do so. The Committee makes decisions or makes recommendations to the Board on the matters as set out in this Charter or which would otherwise be seen as falling within the scope of the Committee's mandate.

## **6. Members' Powers and Authority**

- 6.1 The Committee may delegate any of its responsibilities to the chairperson of the Committee or to a subset of its members, from time to time and on such conditions as the Committee considers appropriate.
- 6.2 The Committee is authorised to investigate any activity covered by its terms of reference.
- 6.3 The Committee has the authority of the Board to:
- retain, terminate and consult with outside or other independent external advisers and experts at the company's expense
  - secure the attendance at meetings of external parties with relevant experience and expertise
- where the Committee deems it appropriate in order to fulfill its functions.
- 6.6 Committee members are not full time employees of SkyCity. Committee members are entitled to rely on SkyCity executives on matters within their responsibility and on external professionals on matters within their area of expertise and, subject to

evaluation and review, may assume the accuracy of information provided by such persons, provided that the Committee member is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

**7. Access**

- 7.1 The Committee shall have unlimited access to the senior management of the company.
- 7.2 The Group General Manager Risk and the General Counsel will report directly to the Committee on any matter relevant to the Committee's responsibilities under this Charter.

**8. Accountability to the Board**

- 8.1 The Board annually reviews this Charter and the Committee's performance in terms of its responsibilities as set out in this Charter.

**9. Disclosure**

- 9.1 A copy of this Charter is maintained on the company's website.