

# ECHO ENTERTAINMENT GROUP

Monday, 6 June 2011

## Pre-quotations Disclosure

The following information is provided to ASX Limited for release to the market in connection with the official quotation and deferred settlement trading of the fully paid ordinary shares in Echo Entertainment Group Limited (ABN 85 149 629 023) (**Echo**) which will commence at 12.00pm today.

## Indicative statement of 20 largest shareholders

Attachment 1 is an indicative statement setting out the names of the twenty largest holders of Echo fully paid ordinary shares and the number and percentage of Echo fully paid ordinary shares held by those holders.

## Indicative distribution of Echo shares

Attachment 2 is an indicative distribution of Echo fully paid ordinary shares in the form contained in Appendix 1A, paragraph 48.

## Indicative number of holders with a parcel of securities over \$2000

Based on the Tabcorp Holdings Limited share price as at 11.30am on 2 June 2011, the indicative number of holders of a parcel of Echo fully paid ordinary shares with a value of more than \$2000 is 89,655.

## Shareholder entitlements

The Demerger will be effected through a scheme of arrangement between Tabcorp Holdings Limited (**Tabcorp**) and its shareholders (the **Scheme**) and a capital reduction by Tabcorp.

The terms 'Eligible Shareholder', 'Ineligible Overseas Shareholder', 'Demerger Date' and 'Sale Agent' which are used below, are defined in the Tabcorp Scheme Booklet dated 15 April 2011 (**Scheme Booklet**).

Pursuant to the Scheme:

- (a) each Eligible Shareholder, other than Ineligible Overseas Shareholders, will receive one fully paid ordinary share in Echo for each fully paid ordinary share in Tabcorp that they hold at 7pm (AEST) on 10 June 2011; and
- (b) in respect of each Ineligible Overseas Shareholder, the Sale Agent will receive one fully paid ordinary share in Echo for each fully paid ordinary share in Tabcorp held by the Ineligible Overseas Shareholder at 7pm (AEST) on 10 June 2011. As soon as practicable (and, in any event, within 15 Business Days) after the Demerger Date, the Sale Agent will sell those shares on ASX and remit the proceeds of sale (after deducting any applicable brokerage, stamp duty and other selling costs, taxes and charges) to Tabcorp. Tabcorp

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will then promptly distribute to each Ineligible Overseas Shareholder the relevant proportion of those net proceeds of sale.

Tabcorp shareholders can call the Tabcorp Shareholder Information Line if they have questions in relation to their entitlements under the Scheme. The Tabcorp Shareholder Information Line is open from 8.30am to 5.30pm (AEST) Monday to Friday on 1300 880 923 (within Australia) or +61 2 8280 7504 (from outside Australia).

#### **Conditions Precedent to the Scheme**

All of the conditions precedent to the Scheme have been satisfied or waived.

#### **Full terms and conditions of Echo's employee incentive schemes**

As disclosed in the Scheme Booklet, Echo intends to adopt an equity based Long Term Performance Plan (*LTPP*) for eligible employees, the terms of which are being finalised. Echo will release the full terms of the LTPP to the market once they are finalised.

#### **Echo Corporate Governance Statement**

Attachment 3 is a copy of Echo's Corporate Governance Statement.

#### **Echo Securities Trading Policy**

Attachment 4 is a copy of Echo's Securities Trading Policy.

**Attachment 1 – Indicative statement of 20 largest shareholders as at 2 June 2011**

| <b>Name</b>   | <b>Number of Shares held</b> | <b>Percentage of Shares held</b> |
|---|------------------------------|----------------------------------|
| National Nominees Limited   | 123,282,540                  | 17.92%                           |
| HSBC Custody Nominees (Australia) Limited                                 | 114,032,703                  | 16.57%                           |
| J P Morgan Nominees Australia Limited                                     | 90,456,891                   | 13.15%                           |
| Citicorp Nominees Pty Limited   | 29,306,940                   | 4.26%                            |
| RBC Dexia Investor Services Australia Nominees Pty Limited <PIPOOLED A/C> | 28,844,019                   | 4.19%                            |
| Cogent Nominees Pty Limited   | 12,101,578                   | 1.76%                            |
| UBS Nominees Pty Ltd  | 10,098,427                   | 1.47%                            |
| PAN Australian Nominees Pty Limited                                       | 9,539,181                    | 1.39%                            |
| CS Fourth Nominees Pty Ltd  | 8,727,676                    | 1.27%                            |
| AMP Life Limited  | 8,282,311                    | 1.20%                            |
| JP Morgan Nominees Australia Limited <Cash income A/C>                    | 6,766,769                    | 0.98%                            |
| UBS Wealth Management Australia Nominees Pty Ltd                          | 5,614,578                    | 0.82%                            |
| Queensland Investment Corporation   | 4,836,436                    | 0.70%                            |
| Citicorp Nominees Pty Limited <CFSIL CWLTH AUST SHS 4 A/C>                | 4,279,602                    | 0.62%                            |
| RBC Dexia Investor Services Australia Nominees Pty Limited <PIIC A/C>     | 4,106,072                    | 0.60%                            |
| UBS Nominees Pty Ltd  | 3,744,000                    | 0.54%                            |
| RBC Dexia Investor Services Australia Nominees Pty Ltd                    | 2,469,603                    | 0.36%                            |
| Argo Investments Limited  | 2,455,345                    | 0.36%                            |

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| <b>Name</b>  | <b>Number of Shares held</b> | <b>Percentage of Shares held</b> |
|--|------------------------------|----------------------------------|
| HSBC Custody Nominees<br>(Australia) Limited – A/C 2 | 2,444,312                    | 0.36%                            |
| Australian United Investment<br>Company Limited      | 2,000,000                    | 0.29%                            |

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**Attachment 2 – Indicative distribution of Echo shares as at 2 June 2011**

| <b>Category</b>  | <b>Number of holders</b> |
|------------------|--------------------------|
| 1 – 1,000        | 95,815                   |
| 1,001 – 5,000    | 40,150                   |
| 5,001 – 10,000   | 4,307                    |
| 10,001 – 100,000 | 1,840                    |
| 100,001 and over | 90                       |

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**Attachment 3 – Echo Corporate Governance Statement**

# Corporate Governance Statement of Echo Entertainment Group Limited (*Echo*)

6 June 2011

## 1. Echo's approach to corporate governance


Echo's Board of Directors and management strongly support the principles of good corporate governance. This is particularly important given the highly regulated industry in which Echo and its subsidiaries and other controlled entities (the **Echo Group**) operate, and for the long term sustainability of our businesses.

Processes have been established to ensure that the Echo Group's corporate governance practices are reviewed regularly and will continue to be developed and refined to meet the needs of the Echo Group taking account of best practice.

In developing the appropriate corporate governance practices, the Echo Group takes into account all applicable legislation and recognised standards, which include, but are not limited to:


- Corporations Act 2001 (Cth) (**Corporations Act**);
- Australian Securities Exchange (**ASX**) Listing Rules;
- State legislation governing the licences issued to the Echo Group to conduct its casino operations and related activities; and
- Australian Standard AS 8000 – Good Governance Principles.

This corporate governance statement outlines the Echo Group's main corporate governance practices and policies in place at the date of this statement.

 This statement and other related information is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

## 2. ASX Corporate Governance Principles

The Echo Group adopts the "*Corporate Governance Principles and Recommendations, 2nd edition*" which was published by the ASX Corporate Governance Council (**ASX CGC**) in August 2007. The Echo Group complies with all of the ASX CGC Recommendations and has also established processes to maintain ongoing compliance with the Principles and Recommendations. Statements in this corporate governance statement have been referenced to the applicable ASX CGC Recommendation and are indicated by the symbol .


 The ASX CGC "*Corporate Governance Principles and Recommendations, 2nd edition*" are available from the ASX website at [www.asx.com.au/governance/corporate-governance.htm](http://www.asx.com.au/governance/corporate-governance.htm)

## 3. Composition of the Board

At the date of this statement, the Board consisted of five directors, comprising:



- Three independent Non Executive Directors, including the Chairman;
- The Managing Director and Chief Executive Officer; and
- The Chief Financial Officer and Executive Director.

Each of the Board's Audit, Risk and Compliance and Remuneration Committees is composed exclusively of independent Non Executive Directors.

 Details of the Directors, their qualifications and experience are included on the Echo website at <http://www.echoentertainment.com.au>

Echo's Constitution requires that the number of Directors (not including alternate Directors) shall not exceed twelve, nor be less than three. A Director, other than the Managing Director and Chief Executive Officer, may not hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's last election or re-election to the Board, whichever is the longer, without submitting for re-election. The Board has the power to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, subject to receiving all necessary regulatory approvals, but that person must stand for election at the following annual general meeting.

The appointment and removal of the Managing Director and Chief Executive Officer is a matter for the Board as a whole, in association with the recommendations of the Nomination Committee.

-  Echo's Constitution is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>
-  The terms of reference for each of the Board Committees are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.1, 2.2, 2.3, 2.4, 2.6, 4.2, 4.4

#### 4. Responsibilities and functions of the Board and management


The Board has agreed the responsibilities and functions of the Board as a whole, and those of Directors, the Chairman and the Managing Director and Chief Executive Officer.

The Board's role includes:

- Reviewing and approving the strategies, budgets and business plans prepared by management;
- Assuring itself of the effectiveness of arrangements for the governance of the Echo Group including:
  - The quality of the executive team;
  - The appropriateness of organisational arrangements and structures; and
  - The adequacy of internal controls, policies, procedures and processes;
- Overseeing performance against targets and objectives; and
- Overseeing reporting to shareholders and other stakeholders on the strategic direction, governance and performance of the Echo Group.

To assist the Board with carrying out its responsibilities and functions, certain powers have been delegated to management, including the authority to undertake transactions and incur expenditure on behalf of the Echo Group up to specified thresholds. These are referred to in Echo's Delegated Authorities and Approval Limits ('DAAL') Group Policy, which has been agreed by the Board and management. The policy includes the financial and non-financial matters that the Board has delegated to management, the capital and operational expenditure approval limits applicable to each level of management, and specific key responsibilities within each division of the Echo Group.

Processes have been established to ensure that management provides relevant information to the Board in a concise and timely manner to enable the Board to make informed decisions and effectively discharge their duties. The Board also has processes in place to ensure that it regularly monitors the flow of information it receives from management, and Directors may request additional information where necessary.

-  A summary of the responsibilities and functions of the Board, Directors, the Chairman and Managing Director and Chief Executive Officer matters are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.3

#### 5. Director independence

Directors are required to be meticulous in their disclosure of any material contract or relationship, including relevant interests of family companies and spouses and involvement with other companies or professional firms. Directors are required to adhere strictly to the constraints on their participation and voting in relation to matters in which they may have an interest, in accordance with the Corporations Act and policies of the Echo Group.

A register of Directors' material interests is maintained and is regularly sent to every Director. Where Directors are involved with other companies or professional firms, which from time to time have dealings with the Echo Group, all such dealings are at arms length and on normal commercial terms.

Processes have been established to ensure that the Board periodically assesses the independence of each Director. For this purpose, an independent Director is a Non Executive Director whom the Board considers to be independent of management and free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment.

All of the Non Executive Directors of Echo at the date of this statement have been determined to be independent Directors. In reaching that determination, the Board has taken into account (in addition to the matters set out above):

- The specific disclosures made by each Director as referred to above;
- That no Director is, or is associated directly with, a substantial shareholder of Echo;
- That no Director has ever been employed in any other capacity by Echo or any of its subsidiaries;
- That no Director personally carries on any role for the Echo Group other than as a Director of Echo;



- There are no related party dealings referable to a Director which are material under accounting standards; and
- That no Director is, or is associated directly with, a supplier, professional adviser, consultant to or customer of the Echo Group which is material for the purposes of the ASX CGC recommendations regarding best practice corporate governance, given that any fees paid by Echo to any such organisation associated with a Director were less than 1% of annual earnings for both Echo and the respective organisation, and that any remuneration received by a Director from any such organisation was not impacted in any way by the fees paid by Echo.


Echo does not consider that term of service on the Board should be considered as a factor affecting a Director's independence and the ability to act in the best interests of the Echo Group.

The Board also has procedures in place to ensure it operates independently of management. These procedures include, prior to every Board meeting, the Non Executive Directors meeting together in the absence of executive Directors and other executives of the Echo Group. Where appropriate, executives are also excluded from Board discussions that relate to specific management issues, such as executive remuneration.

ASX CGC's Recommendations 2.1, 2.2, 2.3, 2.6

## 6. Other directorships

Directors are required continually to evaluate the number of Boards on which they serve to ensure that they can give the time and attention required to fulfill their duties and responsibilities. Directors are required to seek approval from the Chairman prior to accepting an invitation to become a Director of any corporation, and in the case of the Chairman, seek approval from the Chairman of the Audit Committee.

 Details of the directorships for each Director are available from Echo's website at <http://www.echoentertainment.com.au>

ASX CGC's Recommendations 2.1, 2.2, 2.5

## 7. Board and Committee meetings

Processes have been established to ensure that the Board and its Committees meet regularly to discuss matters relevant to the Echo Group. Additional meetings may be scheduled to address specific matters.

Any Director with a material personal interest in a matter being considered by the Board must not be present when the matter is being considered and may not vote on the matter, unless all other Directors present resolve otherwise.

The Company Secretary is responsible for coordinating and distributing materials for Board meetings, shareholder meetings and Board Committee meetings. The appointment and removal of the Company Secretary is a matter for discussion by the Board as a whole, and all Directors have access to the Company Secretary.

Directors are required to attend all Board meetings, shareholder meetings and Board Committee meetings for which they are members, subject to any unusual or unforeseen circumstances which may prevent them from attending.

ASX CGC's Recommendations 2.5, 2.6, 4.4, 8.1, 8.3

## 8. Committees of the Board

To assist the Board in achieving the highest standards of corporate governance, processes have been established to ensure that the Directors involve themselves with the critical areas of the Echo Group's activities through Board Committees, with specific responsibilities for:

- Audit (see section 9);
- Risk and compliance (see section 10);
- Remuneration (see section 11); and
- Nomination / succession planning (see section 12).

Board Committee membership of the Audit Committee, of the Risk and Compliance Committee and of the Remuneration Committee is restricted to Non Executive Directors only.

All Non Executive Directors are members of the Audit, Risk and Compliance, Remuneration and Nomination Committees. Echo's Board Committee arrangements reflect similar board committee structures in other large Australian companies.

Each Board Committee has terms of reference which set out the roles, responsibilities, composition and processes of each Committee. These terms of reference are reviewed regularly.

 The terms of reference for Echo Board Committees are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.4, 4.1, 4.3, 8.1

## 9. Audit Committee

The Audit Committee provides the Board with additional assurance regarding the quality and reliability of financial information used by the Board and financial statements issued by Echo.

The key responsibilities of the Audit Committee are:

- Oversee compliance with statutory responsibilities relating to financial disclosure, accounting practices, risk management and approval of full year and half year financial statements as well as the financial statements in the annual report;
- Review the activities of the internal audit function and the external auditor and review their performance on an annual basis;
- Review the adequacy of the Echo Group's internal controls;
- Monitor related party transactions and potential conflicts of interest; and
- Review the process for management assurance to the Board (refer to section 15 for more information).

The Audit Committee or the Chairman of the Audit Committee is required to meet at least once annually with the external auditor, in the absence of management, and on any occasion during the year as requested by either the Chairman of the Audit Committee or the external auditors.


The annual internal audit plan and the scope of work to be performed is set in consultation with the Audit Committee. The Audit Committee approves the annual internal audit plan and reviews progress and reports made pursuant to that plan.

The Audit Committee is committed to maintaining auditor independence and limiting the engagement of the external auditor for only audit related services, unless exceptional circumstances necessitate the involvement of the external auditor. The Chairman of the Audit Committee must approve all non-audit related work to be undertaken by the external auditor (if any). Echo will maintain the rotation of the lead external audit partner every five successive years or less, as required by the Corporations Act. The external auditor attends Echo's annual general meeting and is available to answer shareholder questions regarding aspects of the external audit and their report.

### Composition of the Audit Committee

Chairman: **Brett Paton**

Members: **John Story**  
**John O'Neill**

 The terms of reference for the Audit Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.5, 4.1, 4.2, 4.3, 4.4, 6.2, 7.1, 7.3

## 10. Risk and Compliance Committee

The main responsibilities of the Risk and Compliance Committee are:

- Reviewing and approving the Echo Group's risk and compliance policies and frameworks;
- Assessing the appropriateness of risk and compliance management systems, related control processes, and reporting systems;
- Monitoring the effectiveness of systems and processes in place to ensure compliance requirements are being satisfied and performing adequately (other than the financial reporting obligations for which the Audit Committee is responsible);
- Evaluating the effectiveness of the Echo Group's systems and controls to monitor and manage risks that are significant to the fulfilment of the Echo Group's business objectives; and
- Ensuring that sufficient resources are dedicated to managing risk and compliance.

Additionally, the Echo Group has a Management Risk and Compliance Committee to:

- Establish a platform to coordinate risk management and compliance across all parts of the business in an efficient, effective and consistent manner;


- Provide a stronger risk management and compliance focus through principled leadership;
- Monitor and report on risk management and compliance activities; and
- Transfer organisational learning.

Refer also to section 13 for internal control framework and section 14 for management of risk.

#### **Composition of the Risk and Compliance Committee**

Chairman: **John O'Neill**

Members: **John Story**  
**Brett Paton**

 The terms of reference for the Risk and Compliance Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.5, 7.1, 7.3

#### **11. Remuneration Committee**

The Remuneration Committee has responsibility for, among other things:

- Reviewing and making recommendations to the Board on remuneration packages and policies applicable to the Chairman, Directors, the Managing Director and Chief Executive Officer, and senior executives reporting to the Managing Director and Chief Executive Officer;
- Reviewing and making recommendations to the Board on the Echo Group's general remuneration practices and policies, including terms and conditions of any employee share ownership and option schemes, incentive performance packages, superannuation entitlements, retirement and termination entitlements;
- Reviewing and approving participation of executives in incentive plans, including option and share plans;
- Reviewing and making recommendations to the Board regarding the Echo Group's remuneration arrangements with respect to gender;
- Reviewing with reference to market benchmarks, the remuneration arrangements for the Managing Director and Chief Executive Officer and making recommendations to the Board; and
- Overseeing the preparation of the annual Remuneration Report.

#### **Composition of the Remuneration Committee**

Chairman: **Brett Paton**

Members: **John Story**  
**John O'Neill**

 The terms of reference for the Remuneration Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.5, 8.1, 8.2, 8.3

#### **12. Nomination Committee**


The main responsibilities of the Nomination Committee are to:

- Manage a process to identify suitable candidates for appointment to the Board and Board Committees and to engage external consultants in the process if considered appropriate by the Nomination Committee;
- Make recommendations to the Board regarding succession planning for the Board (refer to section 23 for further information);
- Make recommendations to the Board on candidates it considers appropriate for appointment to the Board and Board Committees, including whether the Board should support the election or re-election of any Director required to retire at a general meeting;
- Annually review the skills, experience, expertise, diversity and attributes required to discharge the Board's duties and the extent to which they are represented in the composition of the Board and each Board Committee;
- Facilitate an independent three yearly assessment of the performance of the Board, Board Committees and Directors (refer to section 22 for further information); and
- Ensure that an effective Board induction process is in place (refer to section 24 for more information).

#### **Composition of the Nomination Committee**

Chairman: **John Story**

Members: **John O'Neill**  
**Brett Paton**  
**Larry Mullin**  
**Matthias Bekier**

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.4, 2.5, 2.6

### 13. Internal control framework

The Board reviews and approves the internal control structure of the Echo Group. This includes the role performed by the Echo Group's internal audit, risk management and compliance functions.

Processes have been established to ensure that the Echo Group's strategic plan (see section 26) and a detailed budget are prepared annually and subject to the approval of the Directors.

Processes have also been established to ensure that forecasts for the Echo Group and each of the operating divisions are regularly updated and reported to the Board throughout the year to enable Directors to monitor performance against the annual budget.

The Echo Group has detailed procedural guidelines for the approval of capital expenditure including annual budgeting, review and approval of individual proposals and specific levels of authority between the Board, the Managing Director and Chief Executive Officer and other levels of management.


Processes for the investment of surplus cash, management of debt and currency, and interest rate risk management have been approved by the Board and are the subject of ongoing reporting to the Board. Echo enters into interest rate swaps and cross currency swaps to hedge interest rate and foreign exchange risk on debt. The Echo Group Treasury department is responsible for managing the Echo Group's finance facilities and interest rate, credit, liquidity and currency risks in line with policies set by the Board.

The Echo Group's internal audit function is resourced by Echo employees supplemented by relevant industry experts, and is independent of the external auditor. Processes have been established to ensure that internal audit reports are regularly submitted to the Chief Financial Officer and Executive Director, to the Audit Committee and, where appropriate, to the Board. The Audit Committee approves the internal audit plan annually.

The Echo Compliance Policy and Framework was developed to align with:

- Australian Standard AS 3806 – Compliance Programs;
- Australian Standard AS 8000 – Good Governance Principles;
- Applicable legislation; and
- The Echo Group's organisational structure and strategy.

The Echo Group utilises an enterprise wide compliance system, which provides a consistent and uniform approach to collating and reporting relevant information from across all divisions. The system monitors whether practices and processes designed to ensure compliance have been operating effectively, increases the visibility of potential issues, and assists the processes for resolving issues.

 The standards AS 3806 – Compliance Programs and AS 8000 – Good Governance Principles are available from SAI Global's website at [www.saiglobal.com](http://www.saiglobal.com)

ASX CGC's Recommendations 1.1, 3.1, 3.3, 7.1, 7.2, 7.3

### 14. Management of risk

The Echo Group has in place a Risk Management Framework, policies and procedures, which set out the roles, responsibilities and guidelines for managing financial and operational risks associated with the Echo Group's businesses.


Processes have been established to ensure that during each financial year the Echo Group's Risk and Compliance department updates and monitors the risk profiles for each of the Echo Group's operating divisions, including major projects. These profiles identify the:


- Nature and likelihood of occurrence for specific material risks;
- Key controls that are in place to mitigate and manage the risk;
- Sources and levels of assurance provided on the effective operation of key controls; and
- Responsibilities for managing these risks.

Further, processes have been established to ensure that the risk profiles for each key operating division are reported to the Board Risk and Compliance Committee and are considered as part of the annual internal audit planning process. Risks identified within each business are captured on an on-line risk management system, which provides ongoing reporting and enhances the monitoring of the risk profiles throughout the year.

The Echo Group's Risk Management Framework is based on concepts and principles identified in the AS/NZS ISO 31000:2009 – Risk Management standard adopted by the Echo Group.

The risk framework, policies and procedures will continue to be enhanced as the Echo Group's existing operations develop and its range of activities expands. The implementation of these policies and procedures is monitored and reviewed at least annually by the Board Risk and Compliance Committee.

 The terms of reference for the Risk and Compliance Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

 The standard AS/NZS ISO 31000:2009– Risk Management is available from SAI Global's website at [www.saiglobal.com](http://www.saiglobal.com)


ASX CGC's Recommendations 7.1, 7.2, 7.3

## 15. Management assurance

Processes have been established to ensure that, at the Board meetings to approve the Echo Group's annual and half yearly results, the Board receives and considers statements in writing from the Managing Director and Chief Executive Officer and the Chief Financial Officer and Executive Director in relation to the Echo Group's system of risk oversight and management and internal control.

The certificate of assurance states that the financial statements have been prepared in conformity with generally accepted accounting principles and that they gave a true and fair view of the state of affairs of Echo and of the Echo Group.

The certificate of assurance also states that the risk management and internal compliance and control systems operated effectively, in all material respects, based on the AS/NZS ISO 31000:2009 – Risk Management standard adopted by the Echo Group. The certificate of assurance also includes statements that all information had been made available to the external auditor, and that there were not any irregularities or significant issues identified that would have a material impact on the Echo Group.

 The standard AS/NZS ISO 31000:2009 – Risk Management is available from SAI Global's website at [www.saiglobal.com](http://www.saiglobal.com).

ASX CGC's Recommendations 1.1, 4.4, 7.2, 7.3, 7.4

## 16. Code of Conduct

The Echo Group has a group-wide Code of Conduct. Compliance with the Code of Conduct and associated policies, guidelines and procedures is a requirement for all employees, Directors and contractors of the Echo Group. The code is founded on the Echo Group's values, and establishes the behaviour that is expected from all employees, Directors and contractors, including the maintenance of ethical standards, honesty, teamwork, fairness, courtesy and integrity.

The Code includes, among other things, references to specific Echo Group policies regarding money laundering, corruption, bribery, bullying and harassment, equal opportunity in the workplace, insider trading, whistleblowing, conflicts of interest and restrictions on the use of the Echo Group's gambling products.

The Code of Conduct and relevant policies are included in the Echo Group's induction program, with annual refresher training and compliance awareness conducted across the Echo Group.

In addition to adhering to the high ethical standards set by the Code of Conduct, Echo's Directors and key personnel are also required to undergo extensive probity investigation and clearance by the New South Wales Casino, Liquor and Gaming Control Authority and the Queensland Office of Liquor and Gaming Regulation.

 Echo's Code of Conduct is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 3.1, 3.3

## 17. Whistleblower system

Echo has an independent, anonymous crime and misconduct reporting service delivered by Deloitte, an international consulting and forensic investigations specialist. It is one of Echo's processes to prevent, detect, and respond to crime and misconduct.

The service is available 24 hours a day, 7 days a week to Echo's people and stakeholders in Australia and overseas.

The service is managed by the Echo Group's Risk and Compliance team and has accountability at the highest levels with the Chairman of the Board Risk and Compliance Committee able to access reports relating to all employees and review the action taken. The service was introduced to achieve Australian and international best practice, reflecting Echo's commitment to integrity and befitting the responsibilities of a publicly listed company.

Further information on the crime and misconduct reporting service is available from Echo's website at <http://www.echoentertainment.com.au>

ASX CGC's Recommendations 3.1, 3.3

## 18. Responsible gambling

The Echo Group takes a leadership position in the responsible delivery of its gambling products and support for customers.

The Echo Group's three Queensland-based casinos comply with the Queensland Responsible Gambling Code of Practice and utilise the casinos specific Responsible Gambling Resource Manual. The Queensland Code and Resource Manual are a result of an initiative between the Queensland Government and the gambling industry.

Echo Group's New South Wales casino complies with the Star City Code of Practice.

Echo's Codes of Practice are available from the Responsible Gambling section of Echo's website at <http://www.echoentertainment.com.au/OurCommunity/ResponsibleGambling/Pages/default.aspx>

ASX CGC's Recommendations 3.1, 3.3

## 19. Securities trading policy

Echo has a policy regarding trading in its securities which applies to all Directors, employees and contractors. This policy also extends to any person or entity, which may in the circumstances be reasonably associated with the Echo Group or any Director, employee or contractor (for example, a spouse, dependent children, family trust, family company or joint venture partner).

Directors, executives reporting directly to the Managing Director and Chief Executive Officer (**Executives**), all direct reports to those Executives (**Executive Direct Reports**), employees of the Echo Group and associates of any of the preceding must not trade, arrange for someone else to trade, or pass on information to someone they know, or ought reasonably to know, may use the information to trade (or procure another person to trade) Echo Group securities when they are in possession of price sensitive information relating to the Echo Group which is not generally available to the market.

To avoid any adverse inference being drawn of unfair dealing, Directors, Executives, Executive Direct Reports and any associates of the preceding also may not deal in Echo Group securities during the applicable Blackout Periods set out in the policy or within 12 months of the acquisition of the relevant Echo Group securities. Blackout Periods are the periods between 1 January and the release of Echo's half year results, and 1 July and the release of Echo's full year results, and any other periods determined by the Echo Board, the Chairman, the Managing Director and Chief Executive Officer or the Company Secretary from time to time.

If a Director or an associate of a Director wishes to trade in Echo Group securities at any time, the Director must obtain prior written approval from the Chairman (in the case of Directors other than the Chairman) and in the case of the Chairman, the Chairman of the Audit Committee. Directors are also required to notify the Company Secretary of any changes to their relevant notifiable interests in Echo Group securities no more than 5 business days after the change occurs.

If an Executive, an Executive Direct Report or an associate of an Executive or Executive Direct Report wishes to trade in Echo Group securities at any time, the Executive or Executive Direct Report must obtain the prior written approval of any of the Company Secretary, the Chief Financial Officer and Executive Director or the Managing Director and Chief Executive Officer.

Approval for trading in a Blackout Period or within 12 months of acquisition of the relevant Echo Group securities will only be granted in exceptional circumstances and where the trade is the only reasonable course of action available. Whether circumstances are exceptional will be determined by the Chairman, Chairman of the Audit Committee, Managing Director and Chief Executive Officer, Chief Financial Officer and Executive Director or Company Secretary, as applicable.

The policy also contains restrictions on margin lending. Directors, Executives and Executive Direct Reports

must receive prior written consent from the Chairman (in the case of the Chairman, prior written consent from the Chairman of the Audit Committee) before entering into margin loans or similar financing arrangements.

 Echo's Securities Trading Policy is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 3.2, 3.3

## 20. Continuous disclosure

The Echo Group has a Disclosure and Investor Communications Policy and procedures are in place to ensure that information is reported to the ASX in accordance with the continuous disclosure requirements of its Listing Rules. The Board reviews Echo's compliance with its continuous disclosure obligations at each of its meetings.

The Echo Group's Company Secretary is responsible for coordinating disclosure of information to the ASX, the Australian Securities and Investments Commission and shareholders. The Company Secretary is referred to as the Disclosure Officer in this policy.

The Disclosure Officer must be kept informed by management of disclosure related issues, and each Executive Committee member must notify the Disclosure Officer immediately of any information that may require disclosure.

In addition to the Disclosure Officer, there are a limited number of authorised Echo spokespersons. Only authorised Echo spokespersons may speak on the Echo Group's behalf to people such as analysts, brokers, journalists and shareholders, and comments must be limited to their expertise. If an employee of the Echo Group is not an authorised Echo spokesperson, and receives an inquiry about the Echo Group from a journalist, analyst or other external party, they must refer the inquiry to an authorised Echo spokesperson.

Authorised Echo spokespersons liaise closely with the Disclosure Officer to ensure all proposed public comments are within the bounds of information that is already in the public domain, and/or is not material.


 Echo's Disclosure and Investor Communications Policy is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 5.1, 5.2

## 21. Independent professional advice

An individual Director may, after discussion with the Chairman, and advising the Managing Director and Chief Executive Officer, obtain independent professional advice at the expense of the Echo Group. Such advice is to be made available to all other Directors.

Board Committees and members of the Audit Committee, Nomination Committee, Remuneration Committee and Risk and Compliance Committee may also obtain independent professional advice, subject to the terms of reference for the applicable committee.

 The terms of reference for each Board Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 2.1, 2.6, 8.1

## 22. Performance assessment

The Nomination Committee is responsible for facilitating an independent review of the performance and effectiveness of the Board, its Committees and Directors every three years.

This assessment process is expected to include surveys and interviews with current Directors and members of the Executive Committee. The results will be benchmarked against those of other companies for comparative purposes. The Board will review the findings and any recommendations arising from the review and any appropriate enhancements will be implemented.

Processes have been established to ensure that formal performance and development evaluations are conducted every six months for each employee, including executives and the Managing Director and Chief Executive Officer. Individual performance is assessed using a balanced scorecard setting out individual targets that are aligned to and are supportive of the Echo Group's annual objectives. Individuals are also assessed on whether they have exhibited Echo's five behavioural attributes

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.2, 2.4, 2.5, 2.6

### 23. Succession planning

The Echo Group has a succession plan for members of its Board and senior management. This plan identifies the best candidates for leadership and management roles so that the Board and Executive Committee comprise high calibre people with the necessary and desirable experience and competencies that best meet the organisation's needs.

The Nomination Committee is responsible for making recommendations to the Board to facilitate the orderly succession of Board membership and to manage a process to identify suitable candidates for appointment to the Board and for the optimal composition of Board Committees.

Directors regularly discuss succession matters at meetings of the Board and the Nomination Committee.

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 2.4, 2.6

### 24. Induction

The appointment of any new Director is subject to regulatory approvals. While these approvals are being sought, the person, with the approval of the regulators, may attend Board and Committee meetings as an observer. This assists their transition into their role, but they may not vote on any matter.

Each observer undertakes an induction program and is provided with access to Echo's online Directors' Knowledge centre, the Echo Group's strategic plan and other materials to assist them to participate fully and actively in all Board decision-making at the earliest opportunity. In addition, upon being invited to join the Echo Board, every observer receives a letter of appointment setting out the key information and terms and conditions applicable to their appointment as a Director of Echo.

The induction program aims to provide the observer with the relevant knowledge regarding the processes of the Echo Board, Board culture, the role and responsibilities of a Echo Director, the Echo Group's strategic direction, the nature of the Echo Group's businesses, industry matters, the Echo Group's financial position, key senior management, operational and risk management practices and the major issues facing the Echo Group. The induction program includes meetings with each Executive Committee member and their leadership team, site tours, and specific matters of interest to each observer.

The Board Nomination Committee is responsible for ensuring that an effective induction process is in place, and regularly reviews its effectiveness in accordance with industry best practice and including incorporation of feedback from newly appointed Directors.

Echo has a formal induction program for all employees, including executives. This program is conducted by skilled trainers and provides information about the structure and operations of the Echo Group, Echo's Code of Conduct, key employee policies (such as the use of Echo's gambling products, harassment and bullying), occupational health and safety, and equal opportunity. In addition, employees receive orientation regarding their specific responsibilities, duties and rights, meet with executives and team members and undergo familiarisation in their workplace.

Employees have agreed position descriptions and balance scorecards that set out their duties, responsibilities, objectives and key performance indicators. Letters of appointment or employment contracts set out other key terms of employment, including term of office, rights, responsibilities, and entitlements on termination of employment.

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx>

ASX CGC's Recommendations 1.1, 3.1, 3.3

### 25. Directors' continuing education

All Directors have access to continuing education to update and enhance their skills and knowledge to enable them to continue to carry out their duties as Directors in an efficient and knowledgeable manner.

The continuing education program includes information concerning key developments in the Echo Group and the industry and environments within which it operates, including site visits to the Echo Group's properties, updates to relevant policies, discussion of relevant legal developments, corporate governance updates and other matters



of interest for Directors.

ASX CGC's Recommendations 1.1, 2.5

## 26. Echo Group strategic planning

Echo has a formal strategic planning process whereby a strategic plan is approved by the Board each year. The intent of the annual review is to consider a range of strategies and provide management with guidance on those strategies that in the Board's opinion will enhance shareholder value.

ASX CGC's Recommendation 1.1

## 27. Sustainability

Echo is committed to the long term sustainability of its operations and aims to optimise the social, environmental, workplace and economic impact of its operations for the benefit of all stakeholders.

Although the operations of the Echo Group are considered to have minor impact on the environment, Echo is committed to protecting the environment and minimising the impact wherever appropriate.

ASX CGC's Recommendations 3.1, 7.1

## 28. Engaging shareholders

The Echo Group's Disclosure and Investor Communications Policy sets out Echo's procedures and guidelines relating to continuous disclosure and the communication of information to investors. This information is communicated to shareholders through Echo's website, annual report, dividend mailouts, emails, the ASX, and other means where appropriate.

The Echo Group's website provides stakeholders with a range of information about the Echo Group, including its operations, history, strategies, values, brands, community involvement, share price performance and shareholder reports. There is also a facility for any interested person to receive email notifications of all major Echo news releases published on the website. Major announcements, such as the annual and half-year results and the annual general meeting, are webcast live on Echo's website. Webcasts are archived and accessible on the website for at least twelve months.

Echo provides a service for its shareholders to receive all shareholder related communications electronically, including dividend statements, notices of meeting, and the annual report. This email service provides a quick and convenient means for receiving this information while reducing costs and being environmentally friendly. Shareholders can also use the website to lodge their proxy appointments prior to the annual general meeting.

Dedicated shareholder relations personnel are available to assist in responding promptly to all shareholder inquiries. Echo has a Shareholder Enquiries and Complaints Policy that sets out the way in which Echo addresses concerns and feedback from shareholders.

Echo encourages its shareholders to participate fully at its annual general meeting. Processes have been established to ensure that important issues are presented to shareholders as single resolutions and full discussion of each item is encouraged. Explanatory memoranda, where considered appropriate, will be included with the notice of annual general meeting in respect of items to be voted on at the meeting.

Echo's website is available at <http://www.echoentertainment.com.au>

Shareholders can elect to receive all communications electronically by following the instructions on Echo's website at <http://www.echoentertainment.com.au>

Echo's Disclosure and Investor Communications Policy is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx> .

Echo's Shareholder Enquiries and Complaints Policy is available from the Corporate Governance section of Echo's website at <http://www.echoentertainment.com.au/About/CorporateGovernance/Pages/default.aspx> .

ASX CGC's Recommendation 6.1

For personal use only

**Attachment 4 – Echo Securities Trading Policy**

## Securities Trading Policy

### Purpose

This policy sets out:

- the details of Blackout Periods and other matters regarding the trading of securities by Echo Entertainment Group Directors, employees, contractors and associates;
- the procedures for obtaining approval to trade in Echo Entertainment Group securities;
- a summary of the insider trading law; and
- obligations and responsibilities for Directors, employees, contractors and associates.

This policy aims to promote integrity and ethical behaviour consistent with Echo Entertainment Group's Code of Conduct, by reducing the risk of insider trading, or the perception of insider trading. This policy is not contractual and does not give you enforceable rights.

### Who the policy applies to

This policy applies to all employees of Echo Entertainment Group Limited, its subsidiaries and associate companies (together referred to in this policy as ***Echo Entertainment Group***), including:

- Directors;
- permanent full-time and part-time employees;
- employees on a fixed term or fixed task contract;
- casual employees; and
- temporary employees,

and all individual contractors and employees of incorporated contractors engaged by Echo Entertainment Group (together referred to in this policy as ***employees***).

It also extends to any person or entity which might in the circumstances be reasonably associated with Echo Entertainment Group or any of their Directors, employees, or contractors (such as spouses, dependent children, family trusts, family companies, or joint venture partners) (together referred to in this policy as ***associates***).

Employees who are employed under an Award or Agreement should refer to their relevant Award or Agreement in the first instance. This policy will be applied in conjunction with any applicable Award and/or Agreement.

**Legal rationale**

It is unlawful for anyone in possession of inside information in relation to a company's securities to:

- trade the company's securities;
- arrange for another person to trade in the company's securities;
- pass information to someone whom they know may use the information to trade in the company securities; or
- procure another person to trade in the company securities.

A person trading in a company's securities is responsible for complying with the spirit and the letter of the insider trading law.

**Echo Entertainment Group securities covered by this policy**

This policy covers trading in any Echo Entertainment Group securities, including:

- ordinary shares, such as shares allocated under the employee or executive incentive plans established by Echo Entertainment Group;
- options over or rights in respect of ordinary shares, such as those which may be issued under the employee or executive incentive plans established by Echo Entertainment Group;
- warrants over ordinary shares, such as those issued by financial institutions;
- contracts for difference (CFD); and
- any other hedging arrangement, financial instrument or derivative of Echo Entertainment Group ordinary shares.

**Inside information**

"Inside information" is information that:

- is not generally available; and
- if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the company's securities (ie. would be likely to influence an investor's decision about whether to buy or sell the company's securities).

Such information is broad and may include:

- matters of supposition;
- matters that are insufficiently definite to warrant being made known to the public; and
- matters relating to the intentions, or likely intentions, of a person.

It does not matter how or where the person obtains the information – it does not have to be obtained from Echo Entertainment Group to constitute inside information.

Examples of possible inside information include, but are not limited to:

- Echo Entertainment Group's financial performance, particularly if it differs from market expectations;
- an actual or proposed takeover or merger;
- any pending material acquisitions or divestments;
- a proposed dividend or a change in dividend policy;
- an actual or proposed change to the company's capital structure;
- entry into or termination of a material contract, licence or joint venture arrangement; and
- a material claim or litigation against the company or other unexpected liability.

### Trading and Blackout Periods

It is unlawful, at any time while in possession of inside information in relation to securities, for anyone to trade the securities, arrange for someone else to trade the securities, or pass information to someone they know or ought reasonably to know may use the information to trade (or procure another person to trade) the securities.

There are also other periods when trading is unwise due to the perception that someone may possess inside information. As such:

- Directors;
- executives reporting directly to the Managing Director and Chief Executive Officer ("Executives");
- all direct reports to those Executives ("Executive Direct Reports"); and
- associates of the above,

may not trade in Echo Entertainment Group's securities during **Blackout Periods** and subject to the processes set out below.

The following are the applicable **Blackout Periods**:

- commencing on 1 January and ending on the day Echo Entertainment Group announces its half year results (ASX Appendix 4D) inclusively;
- commencing on 1 July and ending on the day Echo Entertainment Group announces its preliminary final year results (ASX Appendix 4E) inclusively.

The Echo Entertainment Group Board, Chairman, Chief Executive Officer or Company Secretary may also decide other Blackout Periods at any time.

All other employees, contractors and associates may trade in Echo Entertainment Group securities at any time, provided they do not have inside information.

Notwithstanding anything in this policy, the trading of Echo Entertainment Group securities must be in accordance with any other terms and conditions that may apply to specific Echo Entertainment Group securities, such as any trading restrictions applicable under Echo Entertainment Group employee or executive incentive share plans.

**Approval required for dealing in securities by Directors and executives at any time**

If a Director or an associate of a Director wishes to trade in Echo Entertainment Group securities at any time, the Director must obtain prior written approval from:

- the Chairman, in the case of Directors other than the Chairman; and
- the Chairman of the Audit Committee, in the case of the Chairman.

Directors are required to notify the Company Secretary of any changes to their relevant notifiable interests in Echo Entertainment Group securities no more than five business days after the change occurs, so that Echo Entertainment Group can make the relevant announcement pursuant to the Australian Securities Exchange Listing Rules.

If any Executive or Executive Direct Report or an associate of an Executive or Executive Director Report wishes to trade in Echo Entertainment Group's securities at any time, the Executive or Executive Direct Report must obtain the prior written approval of any of the Company Secretary, the Chief Financial Officer and Executive Director or the Managing Director and Chief Executive Officer.

Approval will generally not be granted for trades that are within 12 months of acquisition. Trading in Echo Entertainment Group securities for short term gains or speculating on market fluctuations may be perceived to be insider trading, does not promote investor and market confidence, and does not support Echo Entertainment Group's long term objectives. The trading of Echo Entertainment Group ordinary shares shortly after their acquisition following the exercise of options or rights pursuant to Echo Entertainment Group's employee or executive incentive plans will not be regarded as short term trading.

Approval for trading in a Blackout Period or within 12 months of acquisition will only be granted in exceptional circumstances and where the trade is the only reasonable course of action available. Whether circumstances are deemed exceptional will be determined on a case by case basis by the Chairman, Chairman of the Audit Committee, Managing Director and Chief Executive Officer, the Chief Financial Officer and Executive Director or Company Secretary, as applicable. Exceptional circumstances include:

- severe financial hardship such as a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities; or
- a court order, court enforceable undertaking, or other legal or regulatory requirement requiring a sale of securities.

All applications for approval to trade Echo Entertainment Group securities must be submitted in writing and state:

- that the applicant has read this policy;

- that the applicant is not in possession of inside information; and
- if the application is for trading in a Blackout Period, the nature of the circumstances that may be deemed exceptional.

Any trading that is the subject of approval must be executed within five business days of the receipt of the written approval.

Approval or acknowledgement of a trade is part of a compliance monitoring function and is not an endorsement of the trade. It is the responsibility of the applicant to ensure the trading of Echo Entertainment Group securities is in accordance with any other applicable terms and conditions, such as any trading restrictions applicable under Echo Entertainment Group employee or executive incentive plans.

### **Margin lending**

Directors, Executives and Executive Direct Reports must receive prior consent from the Chairman before entering into margin loans or other financing arrangements involving Echo Entertainment Group securities where there may be a risk that Echo Entertainment Group securities will be traded pursuant to the terms of the margin loan or financing arrangement (for example, sale of Echo Entertainment Group shares to avoid a margin call).

In the case of the Chairman, approval must be obtained from the Deputy Chairman. If required by Echo Entertainment Group, employees must provide the Company Secretary with information relevant to the margin loans or financing arrangements.

Directors and employees should avoid financial arrangements involving Echo Entertainment Group securities which may lead to the ownership and rights of the securities being transferred to a third party.

It would be a breach of insider trading laws and this policy if a Director or an employee decides to trade Echo Entertainment Group securities pursuant to a margin loan or other form of financing arrangement while in possession of inside information. Where Echo Entertainment Group securities are traded and the Director or employee is not involved in the decision to trade the securities, eg, where securities are provided to a lender as security and the lender decides to trade the securities, then the Director or employee would not be in breach of this policy.

### **Prohibition on hedging**

Employees participating in any of Echo Entertainment Group's employee or executive incentive plans are restricted from hedging the value of restricted shares and unvested performance options or rights and must not enter into a derivative arrangement in respect of restricted shares and unvested

performance options or rights granted under such plans. Breaches of the restriction will result in awards being forfeited by the participant.

**Trades excluded**

This policy does not apply to trading in Echo Entertainment Group's securities which relates to:

- an offer concerning Echo Entertainment Group securities made to all eligible holders of securities of the same class (for example a bonus issue, share purchase plan, rights issue or buy-back);
- an allocation of Echo Entertainment Group securities under a dividend reinvestment plan that is available to all eligible holders of securities of the same class;
- an allocation of, or agreement to acquire, or vesting of, Echo Entertainment Group securities under an employee or executive plan;
- a transfer of Echo Entertainment Group securities as part of a takeover offer or scheme of arrangement;
- a transfer of Echo Entertainment Group securities resulting in no change in the underlying beneficial interest (for example, transfer from one personal shareholding to another personal shareholding); or
- investments by a fund or other scheme (such as an independent superannuation fund) where the investment decision is at the discretion of a third party.

However, the prohibition **will** apply to any subsequent disposal by those employees of Echo Entertainment Group securities acquired under those employee or executive incentive plans.

**Trading in securities of other companies**

During the course of their Echo Entertainment Group duties, Directors, employees and contractors may obtain inside information relating to another company (for example, entering into a joint venture).

Insider trading law and this policy also relates to inside information about another company.

Directors, employees and contractors are also bound by a duty of confidentiality and must not disclose confidential information about another company which was obtained during the course of their duties.

**Individual's responsibility**

It is the responsibility of each Director, employee, contractor and associate to ensure that they do not do any of the things prohibited by insider trading law.



Any approval or exemption obtained under this policy is subject to the overriding obligation of the individual to comply with the insider trading law.

**Breaches**

Breach of insider trading law may expose you to criminal and/or civil liability, the consequences of which may be severe, such as heavy fines and imprisonment. Breach of insider trading law or this policy will be regarded by Echo Entertainment Group as serious misconduct, which will be subject to disciplinary action, and may include termination of employment.

**Further information about this policy**

This policy should be used as a general guide and not as legal advice.

If you do not fully understand this policy, or how it applies to you, you should speak to your manager, or to an appropriate representative of Echo Entertainment Group's:

- Company Secretariat; or
- Legal Departments; or
- Human Resources Department.

This policy may be reviewed and updated as required.

**References**

Corporations Act 2001 (Commonwealth) Part 7.10 Division 3  
Australian Securities Exchange Listing Rules 3.19A, 12.9-12.12, 19.12 and Appendix 3Y  
Australian Securities Exchange Guidance Note 27 – Trading Policies

**Policies Control**

|                           |                   |
|---------------------------|-------------------|
| <b>Issue Date</b>         | 6 June 2011       |
| <b>Last Revision Date</b> |                   |
| <b>Approved By</b>        | Company Secretary |
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