

Safer Gambling, Governance & Ethics Committee Charter

1. Introduction

- 1.1. The Safer Gambling, Governance & Ethics Committee (**Committee**) has been established as a standing committee of the Board and delegated authority to carry out the responsibilities set out in this Charter.
- 1.2. This Charter sets out responsibilities of the Committee and how it will discharge its responsibilities.

2. Role

- 2.1. The role of the Committee is to support the Board to oversee safer gambling, governance (incorporating corporate governance, environmental, sustainability and social responsibility matters) and ethics for The Star Entertainment Group Limited (**The Star**) and its related bodies corporate (**The Star Group**).

3. Responsibilities

- 3.1. The Committee is responsible for the following.

<p>3.1.1. Safer gambling</p>	<p>a. Reviewing and making recommendations to the Board about the safer gambling strategy (and any changes to the strategy), including objectives, goals and initiatives for a company-wide and integrated approach to creating safer gambling environments and minimising gambling related harm to individuals, families and the community.</p> <p>b. Overseeing and monitoring management's implementation of recommendations from the Bell and Gotterson reviews and remediation initiatives relating to safer gambling and harm minimisation.</p> <p>c. In consultation with the Risk & Compliance Committee, monitoring compliance of The Star's safer gambling policies, practices and controls with regulatory requirements.</p> <p>d. When appropriate, establishing an independent advisory panel (IAP) to assist The Star in monitoring industry developments and evidence-based research on contemporary approaches to gambling harm minimisation.</p> <p>e. If an IAP is established, recommending to the Board the mandate, charter and membership of the IAP and receiving information, reports and recommendations from the IAP.</p>
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	<p>f. Advising the Board about international trends, industry developments, emerging research findings and evolving approaches to safer gambling and harm minimisation.</p> <p>g. Monitoring compliance with relevant codes of conduct relating to safer gambling and harm minimisation.</p> <p>h. Monitoring contemporary attitudes and views in the Australian community to the minimisation of gambling harm and advising the Board on emerging trends in community and regulator expectations of the role of casino operators in minimising gambling harm.</p> <p>i. Advising the Board on the appropriate setting for its appetite for risk in relation to harm caused by The Star’s gambling offerings.</p> <p>j. Reviewing and advising the Board on approaches to enhance safer gambling and minimise gambling harm at The Star’s casinos and to ensure customer care and wellbeing and safer gambling awareness are embedded throughout The Star.</p> <p>k. Receiving and reviewing reports from management about safer gambling-related exclusions and incidents.</p> <p>l. Receiving reports from management about harm minimisation initiatives developed or undertaken in collaboration with external (including community) organisations, and the progress against and outcomes of each initiative.</p>
<p>3.1.2. Governance (corporate governance)</p>	<p>a. Monitoring The Star Group’s corporate governance culture and assessing its effectiveness in supporting robust and effective ethical and informed decision making.</p> <p>b. Evaluating the effectiveness of corporate governance and ethics frameworks and key policies to embed contemporary corporate governance and ethical practices at The Star.</p> <p>c. Reviewing and making recommendations to the Board about corporate governance frameworks and policies.</p> <p>d. Reviewing and making recommendations to the Board about corporate governance disclosures including the Corporate Governance Statement and relevant content in the Directors’ Report and the Sustainability Report.</p> <p>e. Receiving reports from management about material corporate governance breaches.</p> <p>f. Receiving reports from management about new, proposed and best practices in corporate governance in Australia and globally and the timeline for proposed implementation of such practices.</p> <p>g. Reviewing and making recommendations to the Board about the Board skills matrix and assessment of the mix of skills, experience, expertise and diversity on the Board.</p> <p>h. Reviewing and making recommendations to the Board about the Board continuing education program and the Board induction and onboarding program.</p>

	<p>i. Assessing and making recommendations to the Board about the performance of the Board, each of the Board’s standing Committees, and individual directors each year.</p> <p>j. Assessing and making recommendations to the Board about engaging external subject matter experts to undertake the performance of the Board, each of the Board’s standing Committees, and individual directors as required in the Board Charter.</p>
<p>3.1.3. Governance (environment, sustainability and social responsibility)</p>	<p>a. Reviewing, evaluating and making recommendations to the Board about strategies, objectives, initiatives and policies for environment, sustainability and corporate social responsibility matters.</p> <p>b. Reviewing reports from management about progress against goals, initiatives and strategies relating to environmental issues, sustainability and corporate social responsibility matters.</p> <p>c. At the request of the Board, reviewing and recommending to the Board potential social, environmental and ethical consequences of material investment decisions.</p> <p>d. Monitoring The Star’s environmental and sustainability performance against approved objectives.</p> <p>e. Monitoring management’s initiatives for the responsible service of alcohol, including training delivery and assessment for frontline personnel.</p> <p>f. Reviewing and making recommendations to the Board about strategic partnerships and financial support policies, including charitable and community support and political donations.</p> <p>g. Overseeing management’s establishment and maintenance of relationships with external stakeholders including Federal and State governments, community and education sector organisations, charitable organisations and other community groups.</p> <p>h. Monitoring and advising the Board about key governance and operational matters that may affect The Star’s brand, image or reputation.</p> <p>i. Reviewing and making recommendations to the Board about policies which may or have the potential to impact The Star’s reputation.</p> <p>j. Reviewing and making recommendations to the Board about environment, sustainability and social responsibility reporting and disclosures including and the Sustainability Report, and the Modern Slavery Statement and related reporting, and relevant content in the Corporate Governance Statement and the Annual Report.</p>

3.1.4. Ethics	<p>a. Supporting the Board to instil and role model an ethical ‘tone at the top’.</p> <p>b. Monitoring and making recommendations to the Board about management’s instilling of an ethical culture and fostering “should we” rather than “could we” decision making.</p> <p>c. Reviewing and making recommendations to the Board about ethics-based policies.</p> <p>d. Receiving and reviewing reports from management about breaches of the Code of Conduct and other ethics-based policies.</p> <p>e. Reviewing reports about conduct-related whistleblower disclosures, including outcomes of investigations into the reported conduct and any action taken where allegations were substantiated.</p>
3.1.5. Performance assessment	<p>a. Assessing and making recommendations to the Culture, People & Remuneration Committee about any safer gambling, environmental, sustainability, corporate social responsibility or ethics-related matters relevant to consideration of performance and variable remuneration outcomes for the Group Chief Executive Officer & Managing Director (CEO & MD), senior executives and key personnel.</p>
3.1.6. Remediation program	<p>a. Reviewing and making recommendations to the Board about implementation of initiatives for each of the following Remediation Plan workstreams:</p> <ul style="list-style-type: none"> • 01 Governance; and • 08 Harm Minimisation. <p>b. Reviewing reports from management relating to the progress of implementation of initiatives relating to each of the above-listed Remediation Plan workstreams.</p>

3.2. In performing its role and fulfilling its responsibilities, the Committee will have regard to The Star Group’s culture and suitability to hold licences to operate casinos in New South Wales and Queensland.

3.3. The Committee will also be responsible for any other matters delegated to the Committee by the Board from time to time.

4. Composition

4.1. The Committee will comprise at least three independent non-executive directors (**NEDs**) appointed by the Board.

4.2. The Committee chair (**Committee Chair**) is appointed by the Board and must be an independent NED who is not the Chairman of the Board (**Board Chairman**).

4.3. Committee members should have between them a sufficient understanding of the gaming and entertainment industry, as well as tourism, hospitality, retail, marketing and property development, to be able to discharge the Committee’s mandate effectively.

- 4.4. To facilitate the flow of risk-related information between the Committee and each of the Audit Committee, the Culture, People & Remuneration Committee, and the Risk & Compliance Committee, at least one member of the Committee will also be a member of one of the Audit Committee, the Culture, People & Remuneration Committee, and the Risk & Compliance Committee.
- 4.5. The Group Company Secretary of The Star (or their delegate) will act as secretary for the Committee (**Secretary**).

5. Meetings

- 5.1. The Committee will meet at least four times each year, and more frequently if required.
- 5.2. A quorum will constitute two Committee members.
- 5.3. Meetings may be held in person, by electronic means, or by a combination of both methods, as determined by the Committee Chair.
- 5.4. Except in circumstances where there is an urgent need for the Committee to meet, Committee members must be given at least seven days' notice of scheduled meetings.
- 5.5. Each Committee meeting must have an agenda which, except in circumstances where an urgent meeting has been called, is distributed along with the papers for each scheduled meeting to each director at least seven days prior to the scheduled meeting.
- 5.6. The Committee may invite any person (including employees and contractors of The Star and any advisers to The Star) to attend meetings at its discretion.
- 5.7. The following will have a standing invitation to Committee meetings:
 - 5.7.1. the CEO & MD;
 - 5.7.2. the Manager – The Star Sydney Casino, Special Manager – Treasury Brisbane, Special Manager – The Star Gold Coast Casino;
 - 5.7.3. the Group Chief Risk Officer (**CRO**);
 - 5.7.4. the Group Chief Legal Officer (**CLO**);
 - 5.7.5. the General Manager Safer Gaming Compliance; and
 - 5.7.6. the Group Chief Audit Officer.
- 5.8. The draft minutes of each Committee meeting that have been approved by the Committee Chair will be circulated to the Committee for approval at the Committee meeting immediately following each Committee meeting.
- 5.9. The Secretary is responsible for retaining and maintaining all records of the Committee, including meeting papers and minutes.

6. Reporting and escalation of material matters

- 6.1. All directors will have a standing invitation to, and may attend, all Committee meetings.
- 6.2. All directors will receive Committee papers (subject to any conflict of interest with any matter being considered by the Committee).
- 6.3. The Committee Chair must provide a verbal briefing about material matters considered by the Committee and will communicate any recommendations from the Committee to the

Board at the Board meeting that is scheduled immediately following each Committee meeting.

- 6.4. The Committee Chair must formally escalate and report to The Star Board via the Board Chairman any matters determined by the Committee to have or which could have a material adverse impact on The Star or The Star Group within 24 hours of the Committee meeting at which the determination was made by the Committee.
- 6.5. The Committee will refer issues and matters to another Board committee if the issue / matter:
 - 6.5.1. falls within the mandate of another Board committee; or
 - 6.5.2. would be useful for another Board committee to be informed about or consider.

7. Access to information, personnel and resources

- 7.1. The Committee will have access to any information (including company records), personnel and resources of The Star it requires to discharge its responsibilities.
- 7.2. The Committee has the right to seek information and ask any questions of management, the internal auditor, the external auditor, the CRO and the CLO, and any other external / independent expert or adviser to enable the Committee to discharge its responsibilities.
- 7.3. Provided Committee members are not aware of any reasons not to do so, the Committee is entitled to rely on:
 - 7.3.1. any advice, information, and assurances provided by management about matters within their respective areas of expertise; and
 - 7.3.2. the expertise of external / independent advisers and experts.

8. Independent advice

- 8.1. The Committee may, with the prior approval of the Board Chairman, seek independent professional advice at The Star's expense.

9. Performance review

- 9.1. The performance of the Committee and its members will be reviewed and assessed as part of the Board's annual performance review, including an external review of the performance of the Committee every three years.

10. Review of Charter

- 10.1. The Committee will review this Charter every year, and more often if required, and make recommendations for amending the Charter to the Board for approval.



Approved on: 30 November 2023

Approved by: The Star Entertainment Group Limited Board

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