

# TSEG Board Charter

## 1. Introduction

- 1.1. The Star Entertainment Group Limited (**TSEG or The Star**) and its related bodies corporate (**The Star Group**) aim to deliver sustainable outcomes for our guests, our team members, the communities in which we exist and our shareholders, by providing entertainment, gaming, and leisure experiences in a safe, responsible, and ethical way, and we will do this by embedding our values to lead the organisation with a focus on safer gambling and good business practices.
- 1.2. The Star Group has three key operating subsidiaries:
  - 1.2.1. The Star Pty Ltd (**The Star Sydney**);
  - 1.2.2. The Star Entertainment Qld Custodian Pty Ltd (as trustee for The Star Entertainment Gold Coast Trust) (**The Star Gold Coast**); and
  - 1.2.3. The Star Entertainment Brisbane Operations Pty Limited (**The Star Brisbane**),  
  
(each a **Property**, and together, the **Properties**). Each Property must provide close and direct supervision over the operations of the relevant integrated resort located at the relevant property (including its casino) (and references in this Charter to a lower case 'property' is to the relevant integrated resort).
- 1.3. This Charter sets out the responsibilities of the TSEG Board and how it will discharge its responsibilities.

## 2. Role of the TSEG Board

- 2.1. The Board is responsible, and is accountable to shareholders, for managing TSEG's business. The role of the Board is to oversee corporate governance practices of TSEG, demonstrate leadership, define The Star Group's purpose and values, and set its strategic objectives.
- 2.2. The Board also plays an important role in overseeing management's instillation of The Star Group's culture and suitability to hold casino licences in New South Wales and Queensland via its purpose and values.

## 3. Responsibilities

- 3.1. Matters reserved for the Board are those set out in TSEG's Constitution, the law (including the *Corporations Act 2001* (Cth) (**Corporations Act**), and The Star Group frameworks and policies approved by the Board.
- 3.2. In addition to section 3.1 of this Charter, the Board is responsible for the following.

Area	Details
3.2.1. <b>Culture, values and ethics</b>	<ul style="list-style-type: none"> <li>a. Setting the ‘tone from the top’ for The Star Group’s culture, values and ethics.</li> <li>b. Approving The Star Group’s purpose, values and principles.</li> <li>c. Overseeing the implementation of The Star Group’s purpose, values and principles by management of TSEG.</li> <li>d. Overseeing the actions of TSEG’s management to promote and maintain the desired culture (including risk culture) at The Star Group.</li> <li>e. Monitoring and influencing the culture (including the risk culture), reputation and ethical standards of The Star Group and reviewing reports from The Star’s management and each Property about culture at The Star Group.</li> <li>f. Approving the consequence management framework and key related policies for The Star Group.</li> <li>g. Monitoring and holding accountable The Star Group Chief Executive Officer &amp; Managing Director (<b>Group CEO &amp; MD</b>) and senior executives at The Star Group (<b>Group Senior Executives</b>) for instilling the desired culture at The Star Group and modelling the desired conduct and behaviours.</li> <li>h. Receiving and reviewing reports from management about conduct-related whistleblower disclosures and breaches of the Code of Conduct and other ethics-based policies.</li> </ul>
3.2.2. <b>Strategy, budgets and performance, and branding and marketing</b>	<ul style="list-style-type: none"> <li>a. Approving strategic plans and overseeing TSEG management’s delivery of annual plans and budgets and strategic plans in line with TSEG’s purpose and values.</li> <li>b. Approving strategic plans and overseeing each Property’s annual plans and budgets, and other strategic plans (including in relation to regulator engagement and industry development) in line with TSEG’s purpose and values, and achievement of The Star Group’s strategic objectives.</li> <li>c. Approving annual operating and capital expenditure budgets for TSEG and each Property (including capital and equity contributions into joint ventures (<b>JVs</b>) and JV projects).</li> <li>d. Approving The Star Group’s investment strategy and policy, development projects and JV partnerships and projects.</li> <li>e. Approving major corporate initiatives of The Star Group, including capital management and capital raising initiatives, any transactions requiring the issuing of disclosure materials, the payment of dividends, and the operation and terms of The Star’s dividend reinvestment plans.</li> <li>f. Approving expenditure that exceeds the delegation of the Group CEO &amp; MD.</li> <li>g. Monitoring The Star Group’s financial performance and overseeing financial reporting to ASIC and ASX in</li> </ul>

Area	Details
	<p>compliance with the Corporations Act and the ASX Listing Rules.</p> <p>h. Overseeing achievement of The Star Group’s strategic objectives by management of The Star and each Property.</p> <p>i. Approving marketing strategy and principles for The Star Group, brand belief, and related group-level marketing directives.</p>
3.2.3. <b>Risk management</b>	<p>a. Approving The Star Group’s risk management framework and taxonomy and overseeing operation of the risk management framework and taxonomy by TSEG management and each Property. The Group risk management framework will cover matters including patrons, exclusions policies, and patron targeting methods.</p> <p>b. Determining and reviewing The Star Group’s risk appetite and approving The Star Group’s risk appetite statement.</p> <p>c. Overseeing the instillment of an appropriate and robust risk culture by management of TSEG and each Property.</p> <p>d. Overseeing the management of strategic and material business (financial and non-financial) risks and receiving reports from TSEG management and each Property about the risks and how they are being managed, including actions to reduce financial crime and enhance safer gambling.</p> <p>e. Receiving and reviewing information (and reports) from TSEG management and each Property about emerging strategic and material business risks and the proposed strategies of TSEG management and each Property to appropriately address these risks.</p>
3.2.4. <b>Compliance</b>	<p>a. Receiving and reviewing reports from each Property Board on the design, implementation and operation of compliance management and controls frameworks and key compliance and controls policies.</p> <p>b. Monitoring the adequacy and effectiveness of the compliance management and controls frameworks across The Star Group, including each Property (covering topics such as financial crime, harm minimisation/safer gambling, and patron due diligence and exclusions).</p> <p>c. Monitoring the management of material legal and regulatory compliance matters at The Star Group level and across the Properties, including material litigation, claims and regulatory proceedings.</p> <p>d. Receiving reports from each Property Board about how legal and regulatory changes may affect The Star Group’s operations and the proposed approaches to address changes by management of the relevant Property.</p>

Area	Details
	<ul style="list-style-type: none"> <li>e. Receiving reports from each Property Board about compliance with obligations under the casino control regimes in New South Wales and Queensland, and the terms of the casino licences for each property (as applicable).</li> <li>f. Considering the social, ethical, and environmental impact of The Star Group's activities, setting standards and monitoring compliance with The Star Group's sustainability policies and practices.</li> </ul>
<b>3.2.5. Safer gambling</b>	<ul style="list-style-type: none"> <li>a. Overseeing the delivery of the safer gambling strategy for The Star Group.</li> <li>b. Overseeing and monitoring implementation by management at the TSEG and property level of recommendations from external reviews under applicable casino laws and remediation initiatives relating to safer gambling and harm minimisation by management of TSEG and management of each property.</li> <li>c. In consultation with the Risk &amp; Compliance Committee and each Property Board, monitoring compliance of The Star Group's safer gambling policies, practices and controls with regulatory requirements.</li> <li>d. Monitoring The Star Group's response to international trends, industry developments and evidence-based research on contemporary approaches to gambling harm minimisation.</li> <li>e. Establish, when considered appropriate, an independent advisory panel (<b>IAP</b>) to assist TSEG in monitoring industry developments and evidence-based research on contemporary approaches to gambling harm minimisation.</li> <li>f. If an IAP is established, receiving information, reports and recommendations from the IAP.</li> <li>g. Monitoring compliance across The Star Group, including each property, with relevant codes of conduct relating to safer gambling and harm minimisation.</li> <li>h. Confirming appropriate setting of The Star's appetite for risk in relation to harm caused by The Star Group's gambling offerings.</li> <li>i. Receiving reports from each Property Board about safer gambling-related exclusions and incidents.</li> <li>j. Receiving reports from management of TSEG about harm minimisation initiatives developed or undertaken in collaboration with external (including community) organisations and the progress against and outcomes of each initiative.</li> </ul>

Area	Details
<b>3.2.6. Financial Crime</b>	<ul style="list-style-type: none"> <li>a. Approving the Anti-Money Laundering and Counter-Terrorism Financing (<b>AML/CTF</b>) Program, ensuring it is maintained as current and accurate.</li> <li>b. Ensuring accountabilities are clearly established for specific group-level AML/CTF regulatory obligations of The Star Group, including clarity between different business areas that are responsible for relevant group-level AML/CTF controls of The Star Group.</li> <li>c. Reviewing and assessing the adequacy and effectiveness of the AML/CTF Program, including the arrangement of independent reviews of the AML/CTF Program at regular intervals.</li> <li>d. Reviewing the outcome of Group-level risk assessments in addition to AML/TF risks faced by The Star Group across customer, channel, product and jurisdictional landscape and any specific risk assessments conducted by the Properties that are referred to the Board.</li> <li>e. Reviewing significant or potentially significant AML/CTF related policy, people, process or system concerns, escalations or breaches along with corrective action(s), progress, results and residual risk (both group-wide matters and property matters reported to the Board). To also consider recommendations for any further actions to operate within The Star Group’s risk appetite and whether adjustments to the risk appetite are required.</li> <li>f. Monitoring and considering emerging risks for The Star Group and considering modifications to relevant systems and controls to minimise and manage these risks.</li> <li>g. Ensuring the AML/CTF function is structured appropriately for The Star Group and that the AML/CTF compliance function is adequately resourced to fulfil its purpose and obligations.</li> <li>h. Receiving and reviewing reports from the Financial Crime Oversight Committee in relation to financial crime matters that relate to The Star Group.</li> </ul>

Area	Details
3.2.7. <b>CEO and management</b>	<ul style="list-style-type: none"> <li>a. Appointing, replacing and assessing the performance of the Group CEO &amp; MD.</li> <li>b. Appointing, replacing and assessing the performance of the Chief Executive Officers of the Properties (<b>Property CEOs</b>).</li> <li>c. Appointing and replacing Group Senior Executives (including direct reports to the Group CEO &amp; MD) and other key personnel (as determined by the Board).</li> <li>d. Reviewing the Group CEO &amp; MD's assessment of the performance of Group Senior Executives and key personnel.</li> <li>e. Overseeing succession plans for the Group CEO &amp; MD, the Property CEOs, Group Senior Executives and other key personnel.</li> <li>f. Approving the appointment, removal and remuneration of TSEG's external auditor.</li> <li>g. Approving the appointment and removal of The TSEG's internal auditor.</li> </ul>
3.2.8. <b>Remediation and suitability</b>	<ul style="list-style-type: none"> <li>a. Monitoring TSEG management's initiatives to embed cultural reform at The Star Group.</li> <li>b. Monitoring TSEG management's initiatives to transform The Star Group's culture and to foster a safe environment.</li> <li>c. Overseeing implementation of The Star Group's Remediation Plan to support the return to, and maintenance of, suitability to hold casino licences.</li> <li>d. Engaging external and/or independent advisers to support The Star Group to deliver (and assess delivery of) Remediation Plan initiatives.</li> <li>e. Reviewing reports from TSEG management and each Property Board relating to the progress of implementation of Remediation Plan initiatives.</li> <li>f. Receiving independent assessment reports about implementation of Remediation Plan initiatives.</li> <li>g. Reviewing the implementation of initiatives, and reviewing reports from TSEG management and each Property Board relating to the progress of implementation of initiatives.</li> </ul>
3.2.9 <b>Occupational health and safety</b>	<ul style="list-style-type: none"> <li>a. Reviewing group-wide occupational health and safety (<b>OHS</b>) performance metrics and key performance indicators to assess the effectiveness of OHS programs and initiatives. This includes monitoring group-wide incident and accident reports, near-miss data, and employee health statistics.</li> <li>b. Receiving regular updates and reports from each Property Board on the status of OHS initiatives, compliance with relevant OHS legislation, regulations, and standards, and OHS policies, strategies, and programs for the relevant</li> </ul>

Area	Details
	<p>property, performance, and any significant issues or developments.</p> <p>c. Overseeing the development of OHS training and education programs for employees and management of The Star Group to ensure they are aware of their roles and responsibilities and have the necessary skills to work safely.</p>
<b>3.2.10. Policies, reporting and shareholders' meetings</b>	<p>a. Approving policies requiring Board approval.</p> <p>b. Approving disclosure of material information to the ASX in discharge of TSEG's continuous disclosure obligations.</p> <p>c. Approving TSEG's annual reports and audited financial statements.</p> <p>d. Overseeing the integrity of TSEG's financial and corporate reporting systems including the external audit.</p> <p>e. Approving corporate governance disclosures and reporting, including the corporate governance statement, sustainability and corporate social responsibility reporting, and payment times reporting.</p> <p>f. All related corporate governance disclosures.</p> <p>g. Calling meetings of shareholders.</p>
<b>3.2.11. People and Remuneration governance</b>	<p>a. Reviewing reports from management relating to general personnel issues relating to the Star Group, and vacancies in relation to key personnel.</p> <p>b. Approving The Star Group's remuneration strategy, including remuneration principles and objectives, and consequence management frameworks.</p> <p>c. Approving remuneration outcomes (including determining any applicable consequence management outcomes) and proposed remuneration arrangements for the Group CEO &amp; MD, the Property CEOs &amp; MDs, Group Senior Executives and other key personnel.</p> <p>d. Determining directors' and committee fees within the shareholder approved non-executive directors (<b>NEDs</b>) fee pool for TSEG and directors' and committee fees for the non-executive directors on the Property Boards and committee members.</p> <p>e. Determining any fees payable for services rendered to TSEG by non-employees such as independent committee members.</p> <p>f. Determining the minimum shareholding levels for NEDs and the Group CEO &amp; MD, Group Senior Executives and key personnel, and approving minimum shareholding policies.</p> <p>g. Assessing compliance by NEDs and each of the Group CEO &amp; MD, Group Senior Executives and other key personnel with</p>

Area	Details
	the applicable minimum shareholding policies has been satisfied.
<b>3.2.12. Subsidiaries and JVs</b>	<ul style="list-style-type: none"> <li>a. Approving any changes to the corporate structure of TSEG, including incorporating new subsidiaries, winding up subsidiaries, entering into or providing guarantees, establishing arrangements for financial reporting relief, establishing tax consolidated groups, injecting additional capital into subsidiaries, loaning money to a subsidiary and related party transactions that require shareholder approval.</li> <li>b. Approving policies relating to the establishment, operation and management of subsidiaries within The Star Group, unless otherwise reserved for a Property.</li> <li>c. Appointing and removing directors of subsidiaries within The Star Group, including in respect of the Properties.</li> </ul>
<b>3.2.13. Governance (corporate governance)</b>	<ul style="list-style-type: none"> <li>a. Monitoring The Star Group's corporate governance culture and assessing its effectiveness in supporting robust and effective ethical and informed practices at TSEG, including the effectiveness of corporate governance and ethics frameworks and key policies.</li> <li>b. Receiving reports from management about material corporate governance breaches.</li> <li>c. 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.</li> <li>d. Reviewing and assessing the Board skills matrix and the mix of skills, experience, expertise and diversity on the Board.</li> <li>e. Reviewing and assessing the Board continuing education program and the Board induction and onboarding program.</li> <li>f. Assessing the performance of the Board, each of the Board's standing Committees, each Property Board, and individual directors of the Board and each Property Board each year.</li> <li>g. When considered appropriate, engaging external subject matter experts to undertake the performance of the Board, each of the Board's standing Committees, and individual directors as required.</li> </ul>

Area	Details
<b>3.2.13. Governance (environment, sustainability and social responsibility)</b>	<ul style="list-style-type: none"> <li>a. Approving strategies, objectives, initiatives and policies for environment, sustainability and corporate social responsibility matters for The Star Group.</li> <li>b. Reviewing reports from management about progress against goals, initiatives and strategies relating to environmental issues, sustainability and corporate social responsibility matters.</li> <li>c. Monitoring TSEG’s environmental and sustainability performance against approved objectives.</li> <li>d. Monitoring management's initiatives for the responsible service of alcohol, including training, delivery and assessment for frontline personnel.</li> <li>e. Approving strategic partnerships and financial support policies, including charitable and community support and political donations.</li> <li>f. 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.</li> <li>g. Monitoring key governance and operational matters that may affect TSEG’s brand, image or reputation.</li> </ul>

- 3.3. In performing its role and fulfilling its responsibilities, the Board will have regard to:
- 3.3.1. The Star Group’s culture and suitability to hold licences to operate casinos in New South Wales and Queensland;
  - 3.3.2. the terms of its casino licences;
  - 3.3.3. the statutory functions and requirements of regulators; and
  - 3.3.4. the interests of The Star Group’s employees, patrons, shareholders, and regulators.
- 3.4. The Board may, and has, delegated authority for certain matters, including as set out in this Charter and The Star Group frameworks and policies.

## 4. Role of Chair

- 4.1. The Chair is responsible for leading the Board and ensuring the Board performs its role and discharges its responsibilities, including as set out in this Charter.
- 4.2. The Chair is specifically responsible for:
  - 4.2.1. effectively chairing Board meetings and shareholders’ meetings and fostering open, respectful, inclusive and constructive discussions at Board meetings;
  - 4.2.2. developing an effective working relationship with the Group CEO & MD and with the Chairs of each Property;

- 4.2.3. representing the Board and TSEG to stakeholders, including shareholders and regulators; and
- 4.2.4. developing meaningful agendas with support from the Secretary with a view to ensuring that the Board receives the appropriate level of information from management and has sufficient time to discuss and appropriately prioritise meeting business to facilitate informed decision making.

## 5. Role of the Group CEO & MD

- 5.1. The Group CEO & MD and their senior management team (**management**) are responsible for implementing The Star's strategic objectives and instilling and reinforcing its values and principles while operating within the values, code of conduct, budget and risk appetite set by the Board.
- 5.2. The Group CEO & MD and management are responsible for providing the Board and the Committees with accurate, timely and clear information on The Star Group's operations (including risks, incidents and issues) to enable the Board and Committees to perform their responsibilities. This is not just limited to information about TSEG's financial performance, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with TSEG's purpose, values and principles.
- 5.3. The Board has delegated responsibility for the day-to-day management of TSEG to the Group CEO & MD and the responsibilities of the Group CEO & MD include:
  - 5.3.1. day-to-day management and performance of The Star (including implementing TSEG's purpose, values and principles and instilling and role modelling the desired culture (including risk culture) across The Star Group);
  - 5.3.2. developing and implementing approved strategic and operational plans with appropriate regard to the Board-approved risk appetite statement, approved financial budgets and expenditures, the terms of the casino licences held by The Star Group, and the impact of operations on stakeholders;
  - 5.3.3. assessing consequences (including reputational consequences) of decisions made by management;
  - 5.3.4. fostering a culture of compliance and harm minimisation across The Star Group; and
  - 5.3.5. developing and implementing systems, policies, controls and processes to facilitate compliance and manage the operations and risks of The Star Group.
- 5.4. The Group CEO & MD is accountable to the Board for the exercise of the delegated authority. The Group CEO & MD must report to the Board on the exercise of the delegated authority through the provision of reports, briefings and presentations to the Board on a regular basis.
- 5.5. The Board will regularly monitor the performance of the Group MD & CEO and management and where required, provide feedback to and challenge the Group MD & CEO and management (including in relation to the Board reporting framework).

## 6. Secretary

- 6.1. The Group Company Secretary of TSEG (or their delegate) will act as secretary for the Board (**Secretary**).
- 6.2. The Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- 6.3. All directors will have direct access to the Secretary and the Secretary will have access to each director.
- 6.4. The Board is responsible for approving the appointment and removal of the Secretary.
- 6.5. The Secretary is responsible for:
  - 6.5.1. preparing an agenda for each Board meeting for review by the Chair. Any director may request an item of business to be included on the agenda provided the Chair and the Secretary have been given prior notice;
  - 6.5.2. retaining and maintaining all records of the Board and Committees, including meeting papers and minutes;
  - 6.5.3. advising the Board and Committees on governance matters;
  - 6.5.4. monitoring whether Board and Committee policies and procedures are followed;
  - 6.5.5. coordinating all Board business including meetings, agendas, the timely completion and despatch of Board and Committee papers, and monitoring the completion of actions arising from Board and Committee meetings;
  - 6.5.6. ensuring that the business at Board and Committee meetings is accurately captured in the minutes; and
  - 6.5.7. organising and facilitating the Board's professional development and induction programs.

## 7. Composition

- 7.1. It is the Board's intention that the Group CEO & MD is the only executive director.
- 7.2. The size and composition of the Board is determined in accordance with TSEG's Constitution and any applicable laws and regulations.
- 7.3. NEDs are engaged through a letter of appointment.
- 7.4. The Chair will be appointed by the Board.
- 7.5. Directors are close associates under the statutory casino regimes in both New South Wales and Queensland and, accordingly, must undertake all required probity checks and receive all required regulatory approvals prior to appointment to the Board.
- 7.6. Persons proposed for appointment to the Board may be invited to be Board observers, at the discretion of the Board, until such time as all required probity checks have been undertaken and all required regulatory approvals have been received.

- 7.7. The Board will periodically assess the mix of skills, experience, expertise and diversity on the Board to consider whether the composition of the Board remains appropriate to discharge its responsibilities.
- 7.8. Whilst the TSEG Board comprises a majority of non-independent directors, or the TSEG Chair is non-independent, the Board may appoint a lead independent director.

## 8. Meetings

- 8.1. The Board will meet as frequently as required to effectively discharge its responsibilities.
- 8.2. A quorum will constitute three directors.
- 8.3. Meetings may be held in person, by electronic means, or by a combination of both methods, as determined by the Chair.
- 8.4. Except in circumstances where there is an urgent need for the Board to meet, directors will be given reasonable notice of scheduled meetings.
- 8.5. Each Board 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.
- 8.6. The Board may invite any person (including employees and contractors of TSEG, members of the Property Boards and any advisers to TSEG) to attend meetings at its discretion.
- 8.7. The draft minutes of each Board meeting that have been approved by the Chair will be circulated to the Board for approval at the Board meeting immediately following each Board meeting.
- 8.8. NEDs will meet without management present, as and when required.

## 9. Board Committees

- 9.1. The Board may establish and delegate authority to committees comprising of directors to support the Board to discharge its responsibilities (**Committees**).
- 9.2. The Board has established the following standing Committees to support it to discharge its responsibilities:
  - 9.2.1. Audit Committee;
  - 9.2.2. Culture, People & Remuneration Committee; and
  - 9.2.3. Risk & Compliance Committee.
- 9.3. The Board is responsible for appointing the chairs and members of each Committee and approving the mandates of and (where required) the charters for each Committee.
- 9.4. All directors will have a standing invitation to, and may (subject to any conflict of interest with any matter being considered by a Committee) attend, all Committee meetings.
- 9.5. All directors will receive Committee papers (subject to any conflict of interest with any matter being considered by a Committee).

- 9.6. Formal minutes of each Committee meeting will be prepared and circulated to the directors. In addition:
- 9.6.1. the chair of each Committee will provide a verbal briefing about material matters considered by the Committee to the Board at the Board meeting that is scheduled immediately following each Committee meeting; and
  - 9.6.2. information and papers considered by a Committee will be provided to other Committees and the Board as relevant (subject to any conflict of interest with any matter being considered by a Committee).
- 9.7. Each formally constituted Committee must have a written Charter, approved by the Board, which is reviewed annually.
- 9.8. The Board may also delegate specific functions to ad hoc Committees on an “as needs” basis.

## **10. Induction and education**

- 10.1. All NEDs must undertake an onboarding and induction program to support them to discharge their obligations as members of the Board.
- 10.2. The Board has an ongoing professional education program for directors and all directors are expected to participate in the education program. This may include matters relating to new and emerging business and governance issues, and material developments in laws, regulations and accounting standards relevant to TSEG. The Secretary will assist directors in this regard.

## **11. Access to information, personnel and resources**

- 11.1. The Board will have access to any information (including company records), personnel and resources of The Star Group that it requires to discharge its responsibilities.
- 11.2. The Board will have direct access to TSEG’s internal auditor and external auditor without management present.
- 11.3. The Board has the right to seek information and ask any questions of management to enable the Board to discharge its responsibilities.
- 11.4. Provided directors are not aware of any reasons not to do so, the Board is entitled to rely on:
- 11.4.1. any advice, information, and assurances provided by management about matters within their respective areas of expertise; and
  - 11.4.2. the expertise of external / independent advisers and experts.

## **12. Independent advice**

- 12.1. The Board may seek independent professional advice at TSEG’s expense.
- 12.2. Individual directors may, with the prior approval of the Chair (or the Audit Committee Chair if the Chair is making such a request), seek independent professional advice at TSEG’s expense.

### **13. Ethics and conflicts of interests**

- 13.1. Directors will act at all times with honesty and integrity and will observe the highest standards of ethical behaviour. Directors must act in accordance with The Star's Code of Conduct and applicable policies and procedures.
- 13.2. Directors must take all reasonable steps to avoid any actual, potential or perceived conflicts of interest.
- 13.3. Directors must disclose any and all interests which may give rise to any actual, potential or perceived conflict of interest to the Chair or the Secretary as soon as practicable after they become aware of the conflict.

### **14. Performance review**

- 14.1. The Board will review and undertake an assessment of the performance of the Board, each of the Board's standing Committees each year.
- 14.2. The Board will arrange for an external review of the performance of the Board, each of the Board's standing Committees, and individual directors every three years or more often as required.
- 14.3. The Board will also arrange to review and undertake an annual assessment of:
  - 14.3.1. the performance of each Property Board; and
  - 14.3.2. the operating effectiveness of the Compliance Committees of each Property.

### **15. Review of Charter**

- 15.1. The Board will review this Charter every year, and more often if required.

Approved on: 17 February 2026

Approved by: The Star Entertainment Group Limited Board

Effective date: 17 February 2026

Version number: 2