



# CHARTER OF THE REGULATORY AND COMPLIANCE COMMITTEE

The Regulatory and Compliance Committee (Committee) is established as a committee of the Board of Aristocrat Leisure Limited (Aristocrat). This charter sets out the responsibilities delegated by the Board to the Committee and the Committee's composition, role, responsibilities and operation.

## Role of Committee

---

The role of the Committee is to assist the Board in discharging its duties in relation to oversight of:

- compliance with gaming laws and regulations by Aristocrat and its subsidiaries (the **Group**);
- effectiveness of the Group's systems designed to ensure compliance with all aspects of the Approved Nevada Gaming Control Board Compliance Plan;
- the suitability of all Key Associates;
- compliance training and education programs; and
- other matters as determined by the Board.

## Size and Composition

---

The Committee must consist of at least 3 non-executive directors and 1 member of management who is primarily responsible for Group compliance; the majority of members of the Committee must be independent.

The Committee membership and Chair of the Committee will be as determined from time to time by the Board.

The Chief Compliance Officer will be the secretary of the Committee (**Secretary**) and must attend Committee meetings.

A non-executive director (elect) may be appointed as a member of the Committee, however will be unable to vote until he/she becomes a director.

It is intended that all members of the Committee should have a working familiarity with regulatory compliance and the members between them must have the expertise and a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively.

## Authority

---

The Committee is authorised to perform activities within the scope set out in this charter and to make appropriate recommendations to the Board.

The Compliance function has a direct reporting line to the Committee and, therefore, to the Board.

The Committee has unrestricted access to information it considers relevant to its responsibilities. This includes the right to access management and external and internal advisors, and to conduct or authorise investigations.

The Committee is authorised to obtain any independent legal or other professional advice that it considers necessary to execute its functions. As appropriate, the Committee will inform the Chair of the Board, the CEO, and the CFO of its decision to authorise such an investigation or obtain such external advice.

## Role and Responsibilities

---

The duties and responsibilities of the Committee (and their scope) are as follows:

### Gaming Compliance

- 1) Evaluate and monitor the Group's compliance program, policies and processes to ensure integrity in the Group's operations and protection of the Group's gaming licenses.
- 2) Review and make recommendations to the Board in relation to reports of non-compliance with laws, Group policies and codes and gaming license conditions where there may be a material impact on the Group's gaming licenses.

### Probity

- 3) Ensure an appropriate framework is in place to for probity investigations to be conducted on all Key Associates.
- 4) Review and make recommendations to the Board in relation to probity investigation that

identify material derogatory information where an ongoing relationship is desirable.

#### **Audits**

- 5) Review the findings of reports from internal auditors and gaming regulatory authorities regarding significant findings in the conduct of its compliance program and the adequacy of management's response and monitor whether issues are being managed in an appropriate manner.

#### **Training**

- 6) Oversee the framework for gaming compliance education programs and the continuing development of a compliance culture.

#### **General**

- 7) Perform any other activities consistent with this charter, and the Company's Constitution, as the Committee may deem necessary or appropriate for the fulfillment of its responsibilities under this charter or as required by applicable law or regulation, or as may be determined by the Board.

#### **Other responsibilities**

- 8) Review the approve changes to the Approved Nevada Gaming Control Board Compliance Plan.
- 9) Review and approve changes to the Suitability of Key Associates Policy and the Conflicts of Interest Policy.
- 10) Monitor the ongoing effectiveness of the Group's gaming compliance function.
- 11) Review and if appropriate, recommend for board approval new jurisdictions that the company wishes to operate in.
- 12) Review and approve proposed new distributors.
- 13) Review the charter at least every two years and recommend any proposed changes to the Board for approval.
- 14) Conduct a periodic, but at least biennial, evaluation of the Committee's performance and report findings to the Board.
- 15) Any other matter delegated by the Board to the Committee from time to time.

## **Administrative Matters**

---

#### **Meetings**

The Committee will meet at least 4 times annually, or more frequently as necessary. At least 1 meeting must be held in Las Vegas, Nevada. .

Committee meetings may be held or participated in by conference call or similar means, and decisions or recommendations may be made by circular or written resolution. A circular or written resolution signed by all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes fax or other electronic means.

#### **Quorum**

A quorum will consist of three Committee members eligible to vote on a matter.

Should the Chair of the Committee be absent from any meeting of the Committee, the members of the Committee present at that meeting shall appoint one of their number to be Chair of that meeting.

#### **Attendance**

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-Committee members, including members of management and gaming regulatory authorities may attend meetings of the Committee at the invitation of the Committee chair.

Any member may, and the Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every Committee meeting. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

#### **Agenda**

The Secretary will prepare an agenda for each Committee meeting for review by the Chair of the Committee. Any member may require business to be included on the agenda provided that the Chair of the Committee and Secretary have been given prior notice.

#### **Minutes**

Minutes of meetings of the Committee must be prepared by the Secretary, approved by the Committee Chair in draft and circulated to all members.

The minutes of a Committee meeting will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

A copy of the minutes of the Committee will also be provided to directors of Aristocrat with Board papers.

**Reporting by the Committee**

The Committee, through its Chair, must report to the Board at the earliest possible Board meeting after each meeting of the Committee. Such report may be either written or oral and should include (i) any matters that, in the opinion of the Committee, should be brought to the attention of the Board, (ii)

any recommendations requiring the approval of the Board, and (iii) all matters relevant to the Committee's role and responsibilities.

Approved by the Board	16 May 2020
Accountable	Secretary of the Committee
Contact	Secretary of the Committee