

SKYCITY ENTERTAINMENT GROUP LIMITED

SUSTAINABILITY COMMITTEE CHARTER LAST REVIEWED DECEMBER 2019

The Board of directors of SkyCity Entertainment Group Limited has established a Committee of directors known as the Sustainability Committee. The objectives, composition, authorities and responsibilities of the Committee are set out in this Charter and in the Board Charter to which this Committee Charter is attached as Schedule 7.

1. Objectives

- 1.1 Having regard to sound corporate governance and the principles outlined in Appendix 1 to this Charter, the objectives of the Sustainability Committee are to assist the Board:
- to contribute to SkyCity's vision and strategic plan by ensuring that the company's sustainability strategy is best practice and supports the highest level of sustainability objectives
 - with priority given to minimising the impacts associated with problem gambling as an area of primary focus.

2. Composition

- 2.1 The Committee is appointed by the Board and comprises three directors, all of whom are non-executive and a majority of whom are independent (as defined in Schedule 2 of the Board Charter).
- 2.2 The chairperson of the Committee is appointed by the Board and will be independent. The chairperson is appointed or reappointed (as the case may be) at the company's first scheduled Board meeting after the Annual Meeting of shareholders in each year. In the absence of the chairperson at any meeting of the Committee, the attending members will elect one of themselves to chair that meeting.

3. Authorities

- 3.1 The Committee does not have the power or authority to make a decision in the Board's name or on its behalf unless specifically authorised to do so by this Charter or as directed by the Board. The Committee will make recommendations to the Board on all matters relating to sustainability requiring a decision.
- 3.2 The Committee is authorised by the Board to, at the expense of the company:
- obtain such outside information and advice, including market surveys and reports
 - consult with such management, external consultants and other outside advisors,

as it thinks necessary in carrying out its responsibilities. The Committee will agree with the Board an annual budget for such expenditure.

- 3.3 The Committee may, from time to time and on such conditions as the Committee considers appropriate, delegate any of its responsibilities to the chairperson of the Committee or a subset of its members.
- 3.4 The Committee is authorised by the Board to investigate any activity or subject matter covered by this Charter.
- 3.5 The Committee members may communicate with any company employee to seek any information they require in order for the Committee to carry out its role, taking care to recognise and avoid conflicts of interest.
- 3.6 Committee members are not full-time employees of the company. Each Committee member is entitled to rely on company executives on matters within their responsibility and on external professionals on matters within their area of expertise and may assume the accuracy of information provided by such persons, provided that that Committee member is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

4. Responsibilities

- 4.1 Subject to the limitations on the Committee's authorities (as set out in paragraph 3 above), the responsibilities of the Committee are as follows:
- to review and recommend to the Board the sustainability strategy, principles, policies and practices of the company, with priority given to responsible gaming as an area of primary focus, to ensure alignment with the company's strategic objectives and performance
 - to review and report to the Board on the company's impacts associated with five core interdependent components (as defined in Appendix 2 to this Charter):
 - Host Responsibly;
 - Develop and Contribute to Our Communities;
 - Inspire Our People;
 - Conserve the Environment; and
 - Source Ethically and Responsibly
 - to review and report on internal data and external measures of the company's corporate brand reputation as recommended by the Committee and approved by the Board from time to time and to monitor and assess the perceptions and reality of the company's performance on social responsibility
 - to oversee and monitor the company's host responsibility and responsible gambling programme and initiatives and monitor the company's licensing/regulatory compliance in respect of such matters. The Chief People and Culture Officer provides confirmation to the Committee that the company's policies with respect to prohibition from gaming and wagering at the company's properties, and those in which the company has a significant shareholding, are being complied with

- monitoring the organisational integrity of the business operations to ensure that a high standard of ethical behaviour is maintained at all times. In this respect, the Committee ensures that the Code of Conduct (Schedule 3 of the Board Charter) is well understood within the business and is complied with by all staff.
- 4.2 The Committee will report to the Board at such intervals as the chairpersons of the Board and Committee determine, but at least annually, covering inter alia:
- a summary of material changes to the company's sustainability strategy and practices in the previous 12 months
 - a summary of progress against measures and targets to be developed, set and agreed with the Board, with priority given to responsible gaming as an area of primary focus
 - the alignment of sustainability strategy and practices with the company's strategic objectives
 - how the company's sustainability strategy and practices align with corporate governance guidelines
 - trends and any material changes to the laws and regulations affecting the area of sustainability.
- 4.3 Each year, the Committee will prepare a sustainability report for inclusion in the company's annual report and ensure that the chairperson (or in his or her absence, an alternative member) of the Committee attends the company's Annual Meeting to answer questions concerning the company's sustainability policies and practices.

5. Meetings

- 5.1 The Committee will hold at least three scheduled meetings in each financial year plus such additional meetings as it decides are required in order to carry out its responsibilities.
- 5.2 The chairperson will call a meeting of the Committee if requested to do so by any Committee member or by the Chief Executive Officer.
- 5.3 The Chief Executive Officer will attend each meeting of the Committee. The Chief People and Culture Officer and Group Chief Operating Officer will attend meetings, as requested by the Committee, to report on sustainability matters.
- 5.4 The Committee may have in attendance such members of management and such other persons as it deems necessary to provide required information and explanations.
- 5.5 The Company Secretary will act as secretary to the Committee and is responsible, in conjunction with the chairperson, for drawing up and circulating the agenda, supported by explanatory papers and reports, to Committee members prior to each meeting.

- 5.6 The Company Secretary will record the minutes of the meetings of the Committee and ensure the minutes are circulated to all directors.
- 5.7 A quorum is at least two non-executive independent directors who are members of the Committee.
- 5.8 All directors have a standing invitation to attend any meeting of the Committee.
- 5.9 The chairperson of each meeting of the Committee will report back to the Board at its next scheduled meeting on the key points of discussion, the decisions taken and the recommendations of the Committee.

6. Accountability to the Board

- 6.1 The Committee will annually review this Charter and the Committee's performance in terms of its responsibilities set out in this Charter and will report the findings of that review to the Board.

7. Disclosure

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

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Appendix 1

SkyCity's Principles of Sustainability

Accountability: SkyCity is accountable for its impacts on society, the economy and the environment.

Transparency: SkyCity will be transparent in its decisions and activities that impact on society, the economy and the environment.

Ethical behaviour: SkyCity will behave ethically.

Respect for stakeholder interests: SkyCity will respect, consider and respond to the interests of its stakeholders.

Respect for the Rule of Law: SkyCity will accept that respect for the rule of law is mandatory.

Respect for international norms of behaviour: SkyCity will respect international norms of behaviour, while adhering to the principle of respect for the rule of law.

Respect for human rights: SkyCity will respect human rights and recognize both their importance and their universality.

Appendix 2

Definitions of Core Sustainability Strategic Components

As a cornerstone enterprise in our communities, SkyCity contributes positively to these communities and enables them to thrive:

OUR CUSTOMERS: Host Responsibly - Ensuring safe and enjoyable experiences for our customers, staff and our communities

OUR COMMUNITIES: Develop and Contribute to our Communities - Serving a social purpose by investing in the local economies and communities in which we operate

OUR PEOPLE: Inspire our People - A great place to work where our people are empowered to grow and achieve

OUR ENVIRONMENT: Conserve the Environment - Reducing our environmental footprint

OUR SUPPLIERS: Source Ethically and Responsibly - Sourcing responsibly and locally

1. Host Responsibly – Priority & Primary Focus

Overview

Responsible gambling as regards to sustainability is related to, among other matters, fair marketing practices, protection of health and safety, dispute resolution and redress, data and privacy protection, access to essential services, addressing the needs of vulnerable and disadvantaged consumers, and education.

Types of Issues Addressed

Host responsibility, responsible service of alcohol, protecting consumers' health and safety, fair marketing, factual and unbiased information and fair contractual practices, consumer service, support, and complaint and dispute resolution, consumer data protection and privacy, access to essential services, education and awareness.

2. Develop and Contribute to Our Communities

Overview

Community involvement goes beyond identifying and engaging stakeholders in regard to the impacts of SkyCity's activities; it also encompasses support for and building a relationship with the community. Above all, it entails acknowledging the value of the community.

SkyCity's contribution to community development can help to promote higher levels of well being in the community.

Types of Issues Addressed

Community involvement, education and culture, employment creation and skills development, technology development and access, family financial security, wealth and income creation, health, social investment.

3. Inspire Our People

Overview

The creation of jobs, as well as wages and other compensation paid for work performed, and respecting, protecting and fulfilling human rights within its sphere of responsibility are among an organisation's most important economic and social contributions.

Meaningful and productive work is an essential element in human development; standards of living are improved through full and secure employment. Its absence is a primary cause of social problems. Labour practices have a major impact on respect for the rule of law and on the sense of fairness present in society; socially responsible labour practices are essential to social justice, stability and peace.

Types of Issues Addressed

Employment and employment relationships, conditions of work, social protection, gender diversity, resolving grievances, discrimination and vulnerable groups, civil and political rights, economic, social and cultural rights, fundamental principles, social dialogue, health and safety at work, human development and training in the workplace.

4. Conserve the Environment

Overview

Environmental matters at the local, regional and global level are interconnected. Addressing them requires a comprehensive, systematic and collective approach.

Environmental responsibility is an important aspect of social responsibility.

Environmental matters are closely linked to other social responsibility core subjects and issues. Environmental education and capacity building is fundamental in promoting the development of sustainable societies and lifestyles.

Types of Issues Addressed

Prevention of pollution, waste reduction, sustainable resource use, climate change mitigation and adaptation and protection of the environment.

5. Source Ethically and Responsibly

Overview

Concerns the way SkyCity uses its relationships with other organisations to promote positive outcomes. Positive outcomes can be achieved by providing leadership and promoting the adoption of social responsibility more broadly through the organisation's sphere of influence.

Types of Issues Addressed

Anti-corruption, responsible political involvement, fair competition and promoting social responsibility in the value chain.