



**INNOVATION AND DEVELOPMENT
COMMITTEE CHARTER**

FEBRUARY 2009

INNOVATION AND DEVELOPMENT COMMITTEE CHARTER

1 CONSTITUTION

- 1.1 The Innovation and Development Committee (the Committee) has been established by resolution of the Board of Directors (the Board).

2 OBJECTIVES

- 2.1 The primary objective of the Committee is to assist the Board to fulfil its corporate governance and overseeing responsibilities in relation to the Company's technology and research and development (R&D) programs, to ensure that the strategic direction of innovation and delivery of the pipeline of products and systems align with the Company's corporate strategy.

3 MEMBERSHIP

- 3.1 The Committee will comprise no less than two (2) and no more than five members appointed by the Board, all of whom shall be independent non-executive Directors.
- 3.2 The Chair of the Committee (the Committee Chair) will be appointed by the Board from time to time. The Committee Chair will be an independent non-executive Director.
- 3.3 Members will be appointed for a three (3) year term of office or such shorter time as they remain in the office of Director.
- 3.4 Any Director may attend any Committee meeting at any time.

4 SECRETARY

- 4.1 The Company Secretary or the Assistant Company Secretary will be the secretary (the Secretary) of the Committee.

5 MEETINGS

- 5.1 The Committee will hold at least three (3) meetings per year.
- 5.2 A simple majority of Committee members will constitute a quorum.
- 5.3 The Chairman or any Committee member can request additional meetings.
- 5.4 The Committee may invite such other persons (eg. the Chief Executive Officer, Group General Managers R&D and Marketing) to its meetings, as it deems necessary.

6 AUTHORITY

- 6.1 The Committee is authorised by the Board to investigate any activity within its Charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

6.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary, but only after consultation with the Chair of the Board.

6.3 The Committee will have unlimited access to senior management of the Company.

7 REPORTING

7.1 The Secretary will circulate the minutes of the meeting of the Committee to all members of the Committee for comment and change before being signed by the Committee Chair.

7.2 The minutes of Committee meetings will be circulated to the Board with the Board papers for the next Board meeting, and will be tabled at the Board meeting along with any recommendations of the Committee.

7.3 The Committee will be responsible for reviewing and signing off on the disclosure in the Company's Annual Report of the activities of the Committee.

7.4 The Committee is authorised to make decisions on all matters within its Charter.

8 RESPONSIBILITIES

The responsibilities of the Committee are as follows:

8.1 Oversee the strategic direction of the Company's research and product development programs, to ensure alignment with the Company's overall corporate strategy;

8.2 Review the proposed development of new products, concepts and market initiatives;

8.3 Oversee the strategy and framework for intellectual property protection;

8.4 Monitor the establishment and progress of major projects, and the program and resource allocation for the delivery of the Company's innovation pipeline, to ensure projects and programs are appropriate to deliver high performance and cost effective products for the Company's target markets and competitive positioning;

8.5 Monitor external trends in technology and innovation in the gaming field;

8.6 Liaise with the Human Resources and Remuneration Committee to provide input into the frameworks for learning and recognition for R&D staff to foster a culture of continuous innovation within the Company; and

8.7 Consider any other matters referred to it by the Board on R&D, technology and innovation.

9 SELF ASSESSMENT

9.1 The Committee will review the performance of the Committee on an annual basis in accordance with the performance assessment approach determined by the Nomination and Governance Committee. This will include an annual review of the Committee's Charter.

10 ACCESS TO CHARTER

10.1 The Charter will be available, upon request, to all Directors and Committee members, management, shareholders and any other interested parties, as appropriate.