



**ENVIRONMENTAL SUSTAINABILITY AND CORPORATE SOCIAL
RESPONSIBILITY COMMITTEE CHARTER**
of the Environmental Sustainability and Corporate Social Responsibility Committee

This Environmental Sustainability and Corporate Social Responsibility Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Melco Resorts & Entertainment Limited (the “**Company**”).

I. Purpose

The purpose of the Environmental Sustainability and Corporate Social Responsibility Committee (the “**Committee**”) of the Board is to assist and advise the Board on providing oversight of the environmental sustainability and corporate social responsibility (“**ESCSR**”) risks, strategies, performance and opportunities identified by management, and the suitability of the policies, programs and disclosures issued by the Company to address such matters.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board, in relation to matters that the Board believes are appropriate for consideration by the Committee and consistent with this Charter, as amended from time to time, and the Company’s Memorandum and Articles of Association, as amended from time to time (the “**Articles**”).

II. Membership

The Committee shall be comprised of three or more directors, each of whom, as determined by the Board, (a) satisfies the independence requirements of Nasdaq, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The Committee shall be chaired by a chair of the Committee (the “**Chair**”) or an independent non-executive director.

The initial members of the Committee, including the Chair, shall be appointed by the Board and thereafter the members of the Committee, including the Chair, shall be appointed by the Board after consideration of the recommendation of the Nominating and Corporate Governance Committee. Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Structure and Operations

The Chair (or in his or her absence, a member designated by the Chair or nominated by the other members of the Committee) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Chair shall provide notice of any Committee meetings to each member at least three (3) days prior to the scheduled date of such meeting and set forth the date, place, and agenda of the meeting. The notice requirements may be waived with the written or oral consents thereon of all of the

members. The presence of more than 50% of all members shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution or other Committee action.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Articles or this Charter.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Chair deems necessary or desirable. A meeting of the Committee may be conducted in person or via telephone conference or similar communications equipment where all meeting participants can hear one another. Minutes of the meetings shall be kept by a person designated by the Chair. Draft and final versions of the minutes of meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after each Committee meeting.

All non-employee directors who are not members of the Committee may attend and observe meetings of the Committee but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person who is not a Committee member, including but not limited to, any non-employee director who is not a member of the Committee.

The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

IV. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section IV and such other matters as may from time to time be delegated to the Committee by the Board.

- (1) To oversee and review the Company's ESCSR policies and programs.
- (2) To oversee, review and evaluate actions taken by the Company in furtherance of the ESCSR priorities and goals.
- (3) To propose and recommend to the Board on the Company's ESCSR objectives, strategies, priorities, initiatives and goals.
- (4) To oversee and review reports to the Board on ESCSR risks, strategies, performance and opportunities.
- (5) To monitor and review emerging ESCSR issues, trends and developments that could impact the Company's business operations.
- (6) To consider the impact of the Company's ESCSR policies and programs on its stakeholders, shareholders, local communities and the environment.

- (7) To review the Company's ESCSR policies, programs and public and other disclosures and assess the adequacy of the governance and delegated duties and responsibilities set up by the Company to implement its ESCSR policies and programs. This review includes the Sustainability Report to be issued by the Company annually, which shall be presented to the Committee for review and endorsement following review and approval by the Chairman and CEO before the report as endorsed by the Committee is to be presented to the Board for final approval.
- (8) The Committee shall report to the Board periodically on all matters for which the Committee has responsibility.
- (9) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. Such evaluation shall include an assessment of whether the Committee members have sufficient time and resources to properly discharge their duties and responsibilities as members of the Committee. The Committee shall conduct such performance evaluation in such manner as the Committee and the Board deem appropriate and may report the results of its performance evaluation through an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.
- (10) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.
- (11) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.
- (12) In the event of any overlap between the duties and responsibilities of the Committee (which is concerned with environmental sustainability and corporate social responsibility matters), those of the Company's Audit and Risk Committee (which is concerned with the legal and regulatory oversight of the financial statements of the Company, including the oversight of the independent auditor, the review of the financial statements and related material, the internal audit process and the procedure for receiving complaints regarding accounting, internal accounting controls or auditing matters), those of the Company's Compensation Committee (which is concerned with compensation matters), and those of the Company's Nominating and Corporate Governance Committee Charter (which is concerned with matters outside the purview of the three other committees), all four committees shall use their respective best efforts to cooperate in the performance of such duties and responsibilities.
- (13) The Committee should make available its Charter explaining its role and the authority delegated to it by the Board by including it on the Company's website.

V. Authority and Resources

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or other advisor and approve any compensation payable by the Company to such consultant or other advisor, including the fees, terms and other conditions for the performance of such services, as the Committee deems necessary to fulfill its duties and responsibilities under this Charter. In addition, the Committee may, without further approval by the Board, obtain such independent professional advice and assistance from outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by the Committee may, but need not be, in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements, or in the case of outside counsel or other advisor, otherwise engaged by the Company for any other purpose.

The Company shall pay to any consultant or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.

Issue No. 1

Approved by: Board of Directors
Approval Date: September 1, 2025

Certified to be a true copy by Senior Vice President, Group Corporate General Counsel

Signature : _____ [Signed by Tim Sung]

REVISION HISTORY

ISSUE	DATE APPROVED	APPROVED BY	PAGES REVISED	WORD	EXECUTED PDF
1	September 1, 2025	Board	N/A	3456-0715-3457, v. 7	3474-4565-5869, v.2