



PROCEDURES FOR HANDLING COMPLAINTS AND WHISTLEBLOWING

I. Purpose

The following procedures (these “**procedures**”) have been adopted by Melco Resorts & Entertainment Limited (“**Melco**”) to govern the receipt, retention and treatment of complaints (“**Complaints**”) regarding (i) the Company’s accounting, internal accounting controls, auditing, and U.S. federal securities law matters and (ii) breaches of the Company’s policies, including without limitation the Policy for the Prevention of Insider Trading, Code of Business Conduct and Ethics, Disclosure Controls and Procedures, Guidelines for Corporate Communications and Continuous Disclosures, Document Retention Policy and any fraud risk mitigation strategy (collectively, the “**Company Policies**”), and to protect the confidential, anonymous reporting of such concerns. These procedures apply to all of the directors, officers and employees (collectively, the “**employees**”) of Melco and its subsidiaries (which, unless the context otherwise requires, are collectively referred to as the “**Company**” in these procedures), as well as third parties. All references to “**you**” shall be references to the employees.

To the extent that a subsidiary of Melco is separately listed on a stock exchange (a “**Listed Sub**”) and has Procedures for Handling Complaints and Whistleblowing in effect as approved by its board of directors, the procedures for handling complaints and whistleblowing for the Listed Sub shall be as set forth in the Listed Sub’s Procedures for Handling Complaints and Whistleblowing in lieu of this Policy, unless otherwise required by Melco, the Listed Sub or applicable law.

II. Policy

It is the policy of the Company to treat Complaints seriously and expeditiously.

Employees and other persons, including but not limited to customers, suppliers and other business partners, may submit for review by the Company or relevant governmental authority confidential and anonymous Complaints, including without limitation, the following:

- suspected fraud against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to the U.S. Securities and Exchange Commission (the “**SEC**”) or members of the investing public;
- suspected violations of SEC rules and regulations applicable to the Company and related to accounting, internal accounting controls and auditing matters;
- intentional error or suspected fraud in the preparation, review or audit of any financial statement of the Company;
- significant deficiencies in or intentional non-compliance with the Company’s internal accounting controls;
- inaccuracies, omissions or misstatements (whether or not material) in the Company’s financial statements or SEC filings;

- any suspected theft or fraudulent activities conducted by any person to whom these procedures apply;
- any other suspected violations of applicable laws, rules or regulations;
- misconduct involving senior management;
- matters related to the independence of the Company’s auditors;
- matters that could create a conflict of interest if investigated by management; and
- any other suspected breaches of the Company Policies.

The Company will, upon request, protect the confidentiality and anonymity of employees, suppliers, customers, business partners and other parties external to the Company to the fullest extent possible, consistent with the need to conduct an adequate review. The anonymity of a person making an anonymous Complaint shall be maintained, to the extent legally permitted, until such person indicates that he/she no longer wishes to remain anonymous.

Complaints will be reviewed by the Chief of Staff to the Chairman/CEO (the “**Chief of Staff**”), Chief Legal Officer (“**CLO**”) and Vice President, Internal Audit and Internal Control Compliance (“**VPIA**”) (collectively, the “**Complaint Reviewers**”), and the Complaints will be directed to the appropriate department within the Company in accordance with III.C of these procedures.¹

The Company will abide by all laws that prohibit retaliation against employees who lawfully (1) submit Complaints under these procedures, or (2) provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which such employees reasonably believe constitutes a violation of any law, rule or regulation, or (3) file, cause to be filed, testify, participate in or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

III. Procedures

A. *Receipt of Complaints*

1. Telephone Hotline: Any person with a Complaint can call our hotline to submit his or her Complaint. The Company via the Human Resources Department (the “**HR Department**”) will provide the hotline number to you separately. Persons who call this number need not leave their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from any call in a manner that protects the confidentiality and anonymity of the person who made the call. The intake phone call will be received by a third-party contractor specifically engaged to provide the hotline services, or an internal person specifically designated to receive hotline calls.

¹ In case of a Listed Sub, the “Complaint Reviewers” will be as specified in the Listed Sub’s Procedures for Handling Complaints and Whistleblowing, as applicable.

2. Written Complaints: Any person may submit a written Complaint to the offices of the Chief of Staff, at the Company’s principal business address at 37th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong. The Complaints will be reviewed by the Complaint Reviewers who will direct the Complaints to the appropriate department within the Company in accordance with III.C of these procedures. In addition, written Complaints also may be submitted via email to an address set up for the purpose of receiving Complaints via email. The HR Department will provide the email address to you separately. Persons submitting this information need not provide their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from a Complaint in a manner that protects the confidentiality and anonymity of the person who submitted the Complaint.
3. Complainants should take care to report Complaints to a person who they believe is not involved in the matter giving rise to the Complaints.
4. Additional mechanisms for submitting Complaints are included in the Company’s Code of Business Conduct and Ethics.

B. Contents of Complaints

1. Complaints should include the following details:
 - if the complainant is an employee, the subsidiary or department of the Company in which the complainant works; and if the complainant is not an employee, where such person is employed or such person’s relationship to the Company;
 - the name of the complainant (unless the complainant decides to remain anonymous);
 - the time period that the alleged wrongdoing occurred;
 - the identities of the persons involved;
 - the factual basis for the Complaint, including any belief or conclusion relating to possible violations of any laws, rules, regulations, or policies; and
 - any substantiating materials.

C. Treatment of Complaints

1. All Complaints will be handled and investigated by persons or employees of the Company who were not directly involved in the matter which is the subject of the Complaint.
2. Unless otherwise directed by the Audit and Risk Committee, a significant Complaint relating to accounting, internal accounting controls, auditing, and U.S. federal securities law matters (an “**Accounting Complaint**”) made under these procedures shall be

directed by the Complaint Reviewers to the CLO and VPIA, the VPIA shall report directly to the Audit and Risk Committee on such matters.²

3. Unless otherwise directed by the Nominating and Corporate Governance Committee (the “**NCGC**”), a significant Complaint relating to breaches of the Company Policies (“**CG Complaint**”) made under these procedures shall be directed by the Complaint Reviewers to the CLO who shall report directly to the NCGC on such matters.³
4. Other Complaints shall be directed to the appropriate department of the Company.
5. When a Complaint is directed to the CLO, the CLO or other Company legal counsel designated by the CLO (in either case, “**Company Counsel**”) shall promptly review the Complaint, and may investigate it himself or herself or may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate, or assist in investigating the Complaint. Company Counsel may direct that any individual assigned to investigate a Complaint to work at the direction of or in conjunction with Company Counsel or any other attorney in the course of the investigation.
6. Unless otherwise directed by Company Counsel, the person assigned to investigate a Complaint will conduct an investigation of the Complaint and report his or her findings or recommendations to the Company Counsel, including recommended disciplinary or corrective action. If legally required, the violation shall be immediately reported to the relevant governmental authority.
7. If determined to be necessary by Company Counsel, the Company shall provide for appropriate funding, as determined by Company Counsel, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses; provided that funding in excess of US\$100,000 with respect to the investigation of any single Accounting Complaint or CG Complaint must be approved by the Audit and Risk Committee or the NCGC, as the case may be.
8. At least once per calendar quarter and whenever else as deemed necessary by Company Counsel or Vice President, Chief Risk Officer (VP - CRO), the VP - CRO or the CLO shall submit a report to the Audit and Risk Committee (in respect of Accounting Complaints) and the Company Counsel shall submit a report to the NCGC (in respect of CG Complaints) and any other member of Company management that the Audit and Risk Committee or the NCGC, as the case may be, directs to

² In case of a Listed Sub, please refer to the Listed Sub’s Procedures for Handling Complaints and Whistleblowing, as applicable, for the procedures applicable to reporting Accounting Complaints to Melco’s Audit and Risk Committee.

³ In case of a Listed Sub, please refer to the Listed Sub’s Procedures for Handling Complaints and Whistleblowing, as applicable, for the procedures applicable to reporting CG Complaints to Melco’s Nominating and Corporate Governance Committee.

receive such report, that summarizes each Accounting Complaint or CG Complaint, as the case may be, made within the last calendar quarter and shows specifically: (a) the complainant (unless anonymous, in which case the report will so indicate), (b) a description of the substance of the Complaint, (c) the status of the investigation, (d) any conclusions reached by the investigator, and (e) findings, recommendations and action taken.⁴

9. At any time with regard to any Accounting Complaint or CG Complaint, as the case may be, Company Counsel, after obtaining approval from the Audit and Risk Committee or the NCGC, as the case may be, may specify a different procedure for investigating and treating such a Complaint, such as when the Complaint concerns pending litigation.

D. Access to Reports and Records and Disclosure of Investigation Results

All reports and records associated with Complaints are considered confidential information and access will be restricted to members of the Human Resources department, Internal Audit department, Audit and Risk Committee or the NCGC, as the case may be, the Company's Legal department, employees of the Company or outside counsel or other advisors involved in investigating a Complaint as contemplated by these procedures. Information on Complaints may also be provided to VP – CRO for the purpose of risk management review and reporting to the Audit and Risk Committee. Access to reports and records may be granted to other parties at the discretion of the Human Resources department, Internal Audit department, the Legal department, the Audit and Risk Committee or the NCGC, as the case may be.

Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

E. Retention of Records

All Complaints and documents relating to such Complaints made through these procedures, including the disposition of such Complaints, shall be retained in accordance with the Company's document retention policies.

F. No Retaliation and Restrictions

In no event will there be any retaliation against someone for reporting an activity that he or she in good faith believes to be a violation of any law, rule or regulation. Any supervisor or other employee intimidating or imposing sanctions on an employee for reporting a Complaint will be disciplined, which may include termination of employment.

Employees should know that it is a crime to retaliate against a person, including with respect to their employment, for providing truthful information to a law enforcement officer relating to the possible commission of any violation of law.

⁴ In case of a Listed Sub, please refer to the Listed Sub's Procedures for Handling Complaints and Whistleblowing, as applicable, for the procedures applicable to the submission of Accounting Complaints and CG Complaints reports to Melco's Audit and Risk Committee and Melco's Nominating and Corporate Governance Committee, respectively.

Employees who believe that they have been retaliated against by the Company, its employees, contractors, subcontractors or agents, for providing information to or assisting in an investigation or proceeding conducted by a governmental authority or a person with supervisory authority over the employee (or another employee who has the authority to investigate or terminate misconduct) in connection with conduct that the employee reasonably believes constitutes a violation of rule or law, may seek redress through governmental agencies. Please consult the Human Resources department regarding your rights if you believe that you are the subject of retaliatory action.

Nothing in these procedures restricts or prohibits you from reporting possible violations of US federal law or regulation to any US governmental agency or entity, including but not limited to the Department of Justice, the SEC, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of US federal law or regulation. You do not need the prior authorization of the Company or any of its departments to make any such reports or disclosures, and you are not required to notify the Company that such reports or disclosures have been made.

IV. Procedures Review

After the initial approval of these procedures by the Company's Board of Directors (the "**Board**"), including members of the Audit and Risk Committee (the "**ARC**"), the NCGC has been delegated authority and responsibility from the Board to review and amend the procedures, when and where appropriate, in order to ensure their effectiveness provided that if the amendments are related to the Company's accounting, internal accounting controls or auditing matters, such amendments will be submitted to the ARC for approval. The Chief Executive Officer or his designates, in turn, have been delegated with such authority and responsibility by the NCGC.

