



**ASX / MEDIA RELEASE
FOR IMMEDIATE RELEASE
17 March 2015**

CROWN TO OFFER \$400 MILLION OF ASX-LISTED SUBORDINATED NOTES II

MELBOURNE: Crown Resorts Limited (ASX: CWN) announced today that it has lodged a prospectus with the Australian Securities and Investments Commission ("ASIC") for an offer of Crown Subordinated Notes II (or "Notes II") to be listed on ASX to raise approximately \$400 million, with the ability to raise more or less (the "Offer").

The Chief Financial Officer of Crown, Mr Ken Barton said:

"Crown Subordinated Notes II represent the second issuance of subordinated notes by Crown, following the successful issue of Crown Subordinated Notes in September 2012."

"The Offer forms part of Crown's ongoing capital management strategy and the proceeds will be used for general corporate purposes including financing Crown Sydney, Crown Towers Perth and other anticipated growth projects."

"Crown is one of Australia's largest entertainment and gaming groups and operates two of Australia's leading integrated resorts, Crown Melbourne and Crown Perth. Crown has an exciting pipeline of future development projects that will enhance Crown's position as one of the leading operators of integrated resorts globally."

Notes II are subordinated notes due for repayment in April 2075, subject to Crown's right to redeem the notes at any time from July 2021 (or earlier in certain circumstances). Holders will be entitled to receive quarterly interest payments at a rate equal to the Bank Bill Rate plus a margin (subject to payments being deferred in certain circumstances).

Notes II will rank equally with the existing Crown Subordinated Notes issued in September 2012 ("Notes I"). Notes I and Notes II will have substantially the same terms, however they are different securities, and among other things, will have different interest rates and different maturity dates.

At the time of issue, Crown expects that Notes II will provide an amount of equity credit from ratings agencies in their assessment of Crown's credit profile.

UBS and Deutsche Bank have been appointed as Joint Structuring Advisers and Joint Lead Managers for the Offer. ANZ Securities, Commonwealth Bank, NAB and Westpac have also been appointed as Joint Lead Managers.

Key features of Notes II

- Notes II are subordinated notes due for repayment in April 2075, subject to Crown's right to redeem the notes at any time from July 2021 (or earlier in certain circumstances). Holders will be entitled to receive quarterly interest payments at a rate equal to the Bank Bill Rate plus a margin (subject to payments being deferred in certain circumstances)
- Notes II will rank equally with Notes I, however, Notes II will mature after Notes I
- Notes II have a first call date on 23 July 2021 and a final maturity on 23 April 2075
- Notes II entitle holders to receive floating rate, cumulative interest payments quarterly in arrears, subject to deferral
- Interest payments will be calculated on a quarterly basis as the sum of the 3 month Bank Bill Rate plus a margin (the "Margin")
- The initial Margin is to be determined under the Bookbuild and is expected to be in the range of 4.00% to 4.20% per annum
- If Notes II are not redeemed by 23 July 2041, the Margin will increase by 1.00%
- Notes II are intended to be quoted on the Australian Securities Exchange ("ASX") under the ASX code "CWNHB"
- Notes II are not convertible into ordinary shares or any other securities
- The minimum investment in Notes II is \$5,000 (50 Notes II)

The Offer comprises:

- Institutional Offer—an offer to Institutional Investors who have been invited to bid for Notes II in the Bookbuild;
- Broker Firm Offer—an offer to eligible clients of Syndicate Brokers;
- Securityholder Offer—an offer to Eligible Securityholders¹ with a registered address in Australia or New Zealand; and
- General Offer—an offer to members of the general public who are resident in Australia or New Zealand.

Crown's major shareholder, Consolidated Press Holdings Pty Limited, has indicated to Crown its intention to participate in the Securityholder Offer in respect of \$50 million of Notes II, subject to the successful completion of the Bookbuild and the Margin being set within the indicative Bookbuild range of 4.00% to 4.20%.

¹ Eligible Securityholders are eligible registered holders of Ordinary Shares or Notes I with a registered address in Australia or New Zealand as at 7:00pm (Sydney time) on 13 March 2015.

Key dates for the Offer

	Date
Lodgement of the Original Prospectus with ASIC	17 March 2015
Bookbuild to determine the Margin	24 March 2015
Announcement of the Margin	24 March 2015
Lodgement of Replacement Prospectus with ASIC	25 March 2015
Opening Date for the Offer	25 March 2015
Closing Date for the Securityholder Offer and General Offer	5:00pm (Sydney time) on 14 April 2015
Closing Date for the Broker Firm Offer	5:00pm (Sydney time) on 21 April 2015
Issue Date	23 April 2015
Notes II begin trading on ASX (on a deferred settlement basis)	24 April 2015
Holding Statements despatched by Registry	28 April 2015
Notes II begin trading on ASX (on a normal settlement basis)	29 April 2015

The key dates and times for the Offer are indicative only and may change without notice.

How to apply for Notes II

Full details of Notes II and the terms are set out in the Prospectus lodged today with ASIC and ASX. The Prospectus is available for download within Australia at www.crownresorts.com.au/notes or by calling the Crown Offer Information Line on 1300 659 795 (Australia) or +61 3 9415 4000 (international) Monday to Friday – 8:30am to 5:30pm (Sydney time). It will not be available to persons in New Zealand (other than under the Institutional Offer) until after the expiry of the Exposure Period (expected to be 25 March 2015).

A Replacement Prospectus, containing the Margin and Application Forms, will be made available from the Opening Date of the Offer, expected to be on Wednesday 25 March 2015.

Investors should consider the Prospectus before deciding whether to apply for Notes II. Applications may be made using the Application Form attached to or accompanying the Replacement Prospectus, or online through the offer website at www.crownresorts.com.au/notes.

Capitalised terms in this release have the meaning given to them in the Prospectus.

Further information

Crown Offer Information Line on 1300 659 795 (Australia) or +61 3 9415 4000 (international) Monday to Friday – 8:30am to 5:30pm (Sydney time).

ENDS

Enquiries – Ken Barton, Chief Financial Officer, 03 9292 8824.

COPIES OF RELEASES

Copies of previous media and ASX announcements issued by Crown are available at Crown's website at www.crownresorts.com.au

Not for distribution in the United States

This release does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States (as defined in Regulation S of the U.S. Securities Act of 1933, as amended ("U.S. Securities Act")). Notes II have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable laws.