

Remuneration Report

This Remuneration Report for the year ended 30 June 2013, outlines the Director and executive remuneration arrangements of Crown in accordance with the requirements of the Corporations Act 2001 and its regulations. For the purposes of this report, key management personnel (KMP) of the Crown group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Crown group, directly or indirectly, including any Director (whether executive or otherwise) of the parent company. For further details of KMP, refer to note 29 of the Financial Report. The disclosures in the Remuneration Report have been audited. The Remuneration Report is presented under the following sections:

1. Introduction
2. Overview of Remuneration Policy
3. Details of Senior Executive Remuneration Structure
 - Fixed Remuneration
 - Performance Based Remuneration
 - *Short Term Incentives*
 - *Long Term Incentive: 2010 Crown LTI*
 - Relationship between Remuneration Policy and Company Performance
 - Policy on entering into transactions in associated products which limit economic risk
4. Remuneration details for Non-Executive Directors (including statutory remuneration disclosures)
5. Remuneration details for Senior Executives
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Introduction

Persons to whom Report applies

The remuneration disclosures in this Report cover the following persons:

Non-Executive Directors

- Benjamin A Brazil
- Helen A Coonan
- Christopher D Corrigan
- Rowena Danziger
- Geoffrey J Dixon
- John S Horvath
- Ashok Jacob
- Michael R Johnston
- Harold C Mitchell

Executive Directors

- James D Packer (Chairman)
- John H Alexander (Executive Deputy Chairman)
- Rowen B Craigie (Managing Director and Chief Executive Officer)

Other company executives and key management personnel

- Kenneth M Barton (Chief Financial Officer)
- Barry J Felstead (Chief Executive Officer, Crown Resorts, from 1 August 2013 and Chief Executive Officer, Crown Perth, until 1 August 2013)
- Greg F Hawkins (Chief Executive Officer, Crown Melbourne, until 1 August 2013)
- W Todd Nisbet (Executive Vice President – Strategy and Development)

In this Report the group of persons comprised of the Executive Directors and the other company executives and key management personnel (listed above) are referred to as “Senior Executives”.

This Remuneration Report contains a similar level of disclosure to the 2012 Remuneration Report. As there has been no material change to the Company’s remuneration policy during the period, much of the description of the Company’s remuneration policy in this report is unchanged from last year.

Overview of Remuneration Policy**Philosophy**

Crown is a company that provides outstanding customer service and to remain competitive Crown must continue to enhance the experience of all customers who visit Crown’s properties. As a result, the performance of the Crown group is highly dependent upon the quality of its Directors, senior executives and employees.

Crown seeks to attract, retain and motivate skilled Directors and senior executives in leadership positions of the highest calibre.

Crown’s remuneration philosophy is to ensure that remuneration packages properly reflect a person’s duties and responsibilities, that remuneration is appropriate and competitive both internally and as against comparable companies and that there is a direct link between remuneration and performance.

Crown has differing remuneration structures in place for Non-Executive Directors and senior executives.

Non-Executive Directors

The process for determining remuneration of the Non-Executive Directors has the objective of ensuring maximum benefit for Crown by the retention of a high quality Board.

The Nomination and Remuneration Committee bears the responsibility of determining the appropriate remuneration for Non-Executive Directors. Non-Executive Directors’ fees are reviewed periodically by the Nomination and Remuneration Committee with reference taken to the fees paid to the Non-Executive Directors of comparable companies. The Nomination and Remuneration Committee is subject to the direction and control of the Board.

In forming a view of the appropriate level of Board fees to be paid to Non-Executive Directors, the Nomination and Remuneration Committee may also elect to receive advice from independent remuneration consultants, if necessary. Details regarding the composition of the Nomination and Remuneration Committee and its main objectives are outlined in the Corporate Governance Statement. The Nomination and Remuneration Committee is comprised solely of Non-Executive independent Directors.

No performance based fees are paid to Non-Executive Directors. Non-Executive Directors are not entitled to participate in Crown’s long term incentive plan (described more fully below).

Non-Executive Directors are not provided with retirement benefits other than statutory superannuation at the rate prescribed under the Superannuation Guarantee legislation.

Senior Executives

The remuneration structure incorporates a mix of fixed and performance based remuneration. The following section provides an overview of the fixed and performance based elements of executive remuneration. The summary tables provided later in this Report indicate which elements apply to each Senior Executive.

Crown's key strategies and business focuses are to:

- continue to maximise the performance of Crown Melbourne and Crown Perth and to manage the significant capital expenditure programs currently underway to deliver value for shareholders;
- progress the Crown Sydney Hotel Resort project;
- assist MCE with the Studio City and Philippines projects;
- improve the profitability of Crown's other international joint ventures; and
- assess other relevant growth opportunities.

Senior Executive remuneration structure is tied to these strategies and focuses.

Details of Senior Executive Remuneration Structure

Fixed remuneration

The objective of fixed remuneration is to provide a base level of remuneration which is appropriate to the Senior Executive's responsibilities, the geographic location of the Senior Executive and competitive standing in the appropriate market.

Fixed remuneration is therefore determined with reference to available market data, the scope and any unique aspects of an individual's role and having regard to the qualifications and experience of the individual. From time to time, Crown seeks a range of specialist advice to establish the competitive remuneration for its Senior Executives.

Fixed remuneration typically includes base salary and superannuation at the rate prescribed under the Superannuation Guarantee legislation, mobile telephone costs, complimentary privileges at Crown Melbourne and Crown Perth and may include, at the election of the Senior Executive, other benefits such as a motor vehicle, additional contribution to superannuation, car parking and staff gym membership, aggregated with associated fringe benefits tax to represent the total employment cost (TEC) of the relevant Senior Executive to Crown.

Fixed remuneration for the Senior Executives (except the Chief Executive Officer and Managing Director) is reviewed annually by the Chief Executive Officer and Managing Director and the Chairman of Crown and is approved by the Nomination and Remuneration Committee.

The review process measures the achievement by the Senior Executives of their Key Performance Objectives (KPOs) established at the beginning of the financial year (see further below), the performance of Crown and the business in which the Senior Executive is employed, relevant comparative remuneration in the market and relevant external advice.

Fixed remuneration for the Chief Executive Officer and Managing Director is reviewed by the Chairman and approved annually following consideration by the Nomination and Remuneration Committee of his or her performance against his or her annual KPOs.

The fixed remuneration for Crown's Chief Executive Officer and Managing Director, Mr Rowen Craigie, was determined in 2007 as part of the de-merger of the gaming businesses of Publishing and Broadcasting Limited and listing of Crown Limited in December 2007. Details of Mr Craigie's remuneration, including his fixed remuneration, were included in the Demerger Scheme Booklet issued by Publishing and Broadcasting Limited and considered by Publishing and Broadcasting Limited shareholders at the Scheme meeting on 30 November 2007. Mr Craigie's fixed remuneration has not changed since that date.

Mr Craigie's fixed remuneration is in the top quartile of ASX top 50 listed companies. Mr Craigie's awarded short term incentive, however, is below the 25th percentile for the same group and his total cash remuneration is at the median of that group. In addition, Mr Craigie's fixed remuneration is comparable to the Chief Executive Officers of global gaming companies with operations across several jurisdictions. When taken together with his potential STI payment, Mr Craigie's remuneration is commensurate with his peers in the global gaming industry.

The global gaming industry is highly competitive and the Board believes Mr Craigie's skills and experience in developing and operating major integrated resorts are in high demand in this industry. The Board believes that these capabilities, together with Mr Craigie's longstanding association with Crown's Australian businesses, are valuable to the Group. As a result, giving consideration to the fact that Mr Craigie has not received an increase to his fixed remuneration since 2007 and the Board believes his fixed remuneration remains appropriate.

Any payments relating to redundancy or retirement are as specified in each relevant Senior Executive's contract of employment.

For summaries of Senior Executive contracts of employment, see page 72.

Performance based remuneration

The performance based components of remuneration for Senior Executives seek to align the rewards attainable by Senior Executives with the achievement of particular annual and long term objectives of Crown and the creation of shareholder value over the short and long term. The performance based components which applied to the Senior Executives during the year were as follows:

- Short Term Incentives (STI); and
- Long Term Incentives (the Crown LTI).

A key focus of the Crown Board is the achievement of the Crown group's annual business plan and budget and the long term financial plan. In order to provide incentives to executives, each of the STI and the Crown LTI link back to elements of the business plan and budget and long term financial plan. It is therefore important to understand how that business plan and budget and long term financial plan are developed.

Development of Long Term Financial Plan (Four Year Financial Plan)

Each year, the Crown Board approves a financial plan which contains the key assumptions and forecasts for each Crown group business and for the Crown group as a whole for the four year period commencing in the following financial year (Four Year Financial Plan).

The process for developing, reviewing and approving each Four Year Financial Plan is rigorous. Each department in each Crown business must prepare a four year financial plan. Key inputs into this process include current operating performance and the previously approved Four Year Financial Plan, having regard to:

- performance relative to targets set in the previous Four Year Financial Plan;
- any changes in the business;
- any changes in factors affecting performance over the four year period; and
- any new strategic initiatives and changes in the market in which those businesses are operating.

The targets in each department's four year financial plan incorporate an underlying target growth in operating profit with additional operating profit increases arising from capital expenditure programs, performance improvement initiatives and other strategic impacts.

Each department's four year forecast is consolidated into the relevant business's four year forecast which is then reviewed by the Chief Executive Officer and Chief Financial Officer of the relevant business.

In turn, each business's four year forecast is then incorporated into the Four Year Financial Plan and reviewed by the Crown Limited Chief Executive Officer and Chief Financial Officer. The Four Year Financial Plan is then reviewed by the Chairman before it is submitted to the Crown Board for review and approval.

Development of Annual Business Plan and Budget

Crown's annual business plan and budget (Annual Business Plan and Budget) is prepared having regard to the Crown Four Year Financial Plan.

The Annual Business Plan and Budget is based on the first year of the Four Year Financial Plan and details key operational strategic initiatives and the risks to be addressed. It is developed on a departmental basis, which is then incorporated into each business's annual budget and business plan and, finally, into the Crown group Annual Business Plan and Budget, which then must be approved by the Crown Board.

Short Term Incentives (STI)

The remuneration of the Senior Executives is linked to Crown's short term annual performance through a cash-based STI.

Individuals may be paid an STI following an assessment of the performance of the Crown group in the previous year and the performance of the individual against agreed annual KPOs. Senior Executives have a potential or target STI, which is subject to the Crown group's performance and the achievement of the Senior Executive's KPOs established at the beginning of each financial year. In summary, the typical KPO structure might comprise the following elements:

Financial Performance Objectives	Performance against budgeted normalised EBITDA ¹ and/or net profit after tax.
Typical Non-financial Objectives	<ul style="list-style-type: none"> • Management of major capital expenditure programs to ensure projects are delivered on time and on budget, while minimising disruption at relevant Australian properties as well as the subsequent delivery of anticipated benefits from those capital programs. • Reinforcement and delivery of outstanding customer experiences through continuous improvement in Crown's service culture. • Successful management of Crown stakeholders, including government, media, trade unions, community organisations, to achieve targeted outcomes. • Achievement of successful expansion of customer base for Crown properties through marketing or other relevant activities. • Growth in engagement levels of employees across Crown. • Achievement of margin improvement targets through the implementation of approved programs aimed at reducing costs and increasing asset yield. • Achievement (or maintenance) of improvements in key occupational health and safety statistics. • Achievement of VIP turnover growth and market share.

¹ In this Report, the term "normalised EBITDA" represents EBITDA which has been adjusted to exclude the impact of any variance from theoretical win rate on VIP program play and the impact of significant items (where applicable).

Financial performance objectives are derived from Crown's Annual Business Plan and Budget as the Crown Board considers this is the best way to ensure that Crown meets that Annual Business Plan and Budget, aligning performance outcomes with shareholder value.

A failure to achieve relevant financial performance objectives will result in Senior Executives receiving either, no STI bonus or, where relevant financial performance objectives are only partially met, a reduced STI bonus. The Crown Board retains discretion, however, to pay an STI bonus where financial performance objectives have not been met, but other objectives have been achieved.

Appropriate non-financial performance objectives (such as those set out above) are also included in a Senior Executive's KPOs where they are within that Senior Executive's sphere of influence and are relevant to the Senior Executive's area of work. These metrics are aligned with the achievement of Crown's Annual Business Plan and Budget.

The performance of each Senior Executive against financial and non-financial KPOs is reviewed on an annual basis. Whether KPOs have been achieved is determined by the Chief Executive Officer and Managing Director, having regard to the operational performance of the business or function in which the Senior Executive is involved and the Chief Executive Officer and Managing Director's assessment of the attainment of the individual's KPOs.

The Chief Executive Officer and Managing Director and the Chairman review performance based remuneration entitlements and recommend the STI payments, subject to final approval by the Nomination and Remuneration Committee and the Board.

The Chief Executive Officer and Managing Director's eligibility for an STI is reviewed by the Chairman and determined by the Nomination and Remuneration Committee on behalf of the Board.

In financial year 2013, the Group's financial performance objectives were only met in part. Crown Perth met its financial performance objectives for its non-VIP businesses. Although Crown Melbourne's financial performance objectives were not met, Crown Melbourne achieved 7% year on year normalised EBITDA growth on the back of significant margin improvement. Crown Limited achieved its normalised NPAT budget, largely as a result of the performance of MCE's businesses in Macau and some important non-financial objectives were also achieved. Accordingly, STI bonuses were reduced by 20% at Crown Perth, by 80% at Crown Melbourne and by 20% at Crown Limited. The Chief Executive Officer received 80% of his target STI bonus of \$1 million and did not receive any part of his further "discretionary bonus" of \$1 million for exceptional performance.

For a more detailed commentary on financial year 2013 STI bonuses see page 77.

2010 Crown LTI (Crown LTI)

The Crown LTI has been made available to selected senior executives with effect from 1 July 2010. All Senior Executives together with approximately 15 other senior executives in the Crown group participate in the Crown LTI. Most participants commenced participating in the Crown LTI with effect from 1 July 2010, but some executives who joined the Crown group after this date are participating on a pro rata basis.

Operation of the Crown LTI

The award of a long term incentive bonus under the Crown LTI is dependent on Crown achieving certain earnings per share hurdles (EPS Hurdles) in respect of, or in relation to, the four financial years ending 30 June 2011, 30 June 2012, 30 June 2013 and 30 June 2014 (each a Plan Year).

For the purposes of the Crown LTI, earnings per share (EPS) excludes contribution from Melco Crown Entertainment Limited (MCE) and is calculated in accordance with the following formula:

$$\frac{\text{Crown Profit}}{\text{Total Crown Shares}}$$

where:

Crown Profit means, in respect of a Plan Year, the normalised net profit after tax of the group for that Plan Year (excluding the contribution made by MCE and significant items); and

Total Crown Shares means the average of the largest number of Crown shares on issue during each day during the relevant Plan Year.

How EPS Hurdles are derived

The EPS Hurdles adopted in the Crown LTI were derived directly from EPS forecasts put in place in respect of the 2011 Four Year Financial Plan (each an EPS Target). Accordingly, the Crown LTI is specifically designed to provide an incentive to senior executives participating in the Crown LTI (Participants) to ensure the Four Year Financial Plan from financial year 2011 to financial year 2014 is met. The way in which Crown's Four Year Financial Plans are developed has been described in detail above.

The EPS Hurdles in financial year 2011, financial year 2012 and financial year 2013 are 98% of the EPS Target for the relevant year in the Four Year Financial Plan. The EPS Hurdle in financial year 2014 is 100% of the EPS Target for the relevant year in the Four Year Financial Plan.

The Four Year Financial Plan upon which EPS Hurdles are based has not been varied and remains the basis for determining the Crown LTI bonus payments.

Why EPS has been used as the single measure for Crown LTI

Crown has elected to use earnings per share as the single measure for its Crown LTI.

Earnings per share targets represent the product of individual business unit future performance projections (as determined by relevant executives based on their business unit's four year financial plan targets). These individual future performance projections are aggregated with group costs, interest and taxes to arrive at a Crown group earnings per share target.

As a result, each executive knows with certainty what performance hurdles need to be met from their respective business operations over an extended period in order to meet the EPS Targets. In addition, as the executive group collectively needs to achieve the consolidated EPS Target, it fosters a cooperative approach across businesses to ensure the Crown group as well as individual business unit outcomes are optimised.

In developing the Crown LTI, consideration was given by the Crown Board to a range of measures as well as multiple measures, however, ultimately, it was determined that a single clear, unambiguous target in the form of an earnings per share hurdle was best suited to Crown. For example, consideration was given to the use of a relative measure, such as relative total shareholder return (TSR), however, it was decided such measures were not appropriate for Crown. This is because there are a limited number of comparable companies within any sizeable ASX comparator group and many of the larger companies listed on ASX bear little resemblance to Crown (e.g. financial institutions and resource companies). As the results and share prices of such companies can be expected to move in line with different economic factors (such as credit conditions and global resource market conditions) the Crown Board considered it to be inappropriate to base Crown executives' long term rewards on factors over which Crown executives have little influence.

In addition, the complexity of TSR and other relative measures (to accommodate changes in the comparator group, restructurings and capital management initiatives) can, in some cases, cause them to be of limited value in motivating executives to individually and collectively deliver outstanding performance. It is difficult for executives to equate their individual performance and efforts to the performance of Crown's share price relative to unrelated and incomparable companies.

Crown acknowledges that its EPS Targets are, to a large degree, an internal measure. However, Crown has disclosed in this Report its historical EPS Targets and EPS Hurdles as well as actual EPS, so that shareholders are able to see the "stretch" nature of these targets.

How bonuses accrue

If an EPS Hurdle is achieved in respect of a Plan Year, a Participant will become entitled to a portion of the potential maximum bonus (Maximum Bonus) which may be achieved under the Crown LTI in accordance with the following table:

Plan Year	Percentage
Plan Year 1	15%
Plan Year 2	20%
Plan Year 3	25%
Plan Year 4	40%

Bonuses are only ultimately paid at the end of financial year 2014 either by way of the transfer of shares acquired under the Crown LTI or the payment of cash. See further below.

Effect of achieving an EPS Hurdle

If an EPS Hurdle is met in respect of a Plan Year, the Crown LTI provides that Crown will calculate the dollar value of the bonus in respect of the relevant Plan Year (Plan Year Bonus) by multiplying the Maximum Bonus for the Participant by the relevant percentage applicable to that Plan Year (as set out in the table above).

If the Plan Year is Plan Year 1, Plan Year 2 or Plan Year 3, Crown will pay the Plan Year Bonus earned by the Participant to the nominated Trustee and instruct the Trustee to apply that Plan Year Bonus to acquire Crown shares on market (Participant Shares), to be held on trust for the benefit of the Participant until the end of Plan Year 4 at which time the shares will be transferred to the Participant.

If the Plan Year is Plan Year 4, Crown will pay the Plan Year 4 Plan Year Bonus to the Participant in cash. Crown will also advise the Trustee, who will arrange for any shares held in trust to be transferred to the relevant Participant. The Plan Year 4 Plan Year Bonus is paid in cash because the Participant will be required to pay tax on the Bonus at this time.

Effect of not achieving one or more EPS Hurdles

If an EPS Hurdle is not met, the Crown LTI provides as follows:

- if an EPS Hurdle in respect of Plan Year 1, Plan Year 2 or Plan Year 3 is not met, Crown will calculate the Plan Year Bonus which would have been applied to the purchase of Participant Shares had the relevant EPS Hurdle been met (Carried Over Plan Year Bonus);
- if the EPS Hurdle in respect of Plan Year 4 is met:
 - the Plan Year 4 Bonus will be paid by Crown to the relevant Participant in cash;
 - the Trustee will arrange for any shares held in trust to be transferred to the relevant Participant; and
 - if the sum of the EPS Targets for financial year 2011, financial year 2012, financial year 2013 and financial year 2014 (Cumulative EPS Hurdle) has also been met, any Carried Over Plan Year Bonuses will also be paid to the relevant Participant in cash. The Carried Over Plan Year Bonuses (if any) are paid in cash because the Participant will be required to pay tax on these Bonuses at this time.
- if the EPS Hurdle in respect of Plan Year 4 is not met but both the Fallback Plan Year 4 EPS Hurdle (i.e. 98% of the Plan Year 4 EPS Target) and the Cumulative EPS Hurdle are met:
 - the Plan Year Bonus in respect of Plan Year 4 will be paid by Crown to the relevant Participant in cash;
 - any Carried Over Plan Year Bonuses will be paid to the relevant Participant in cash; and
 - the Trustee will arrange for any shares held in trust to be transferred to the relevant Participant.
- if neither the EPS Hurdle in respect of Plan Year 4 nor the Fallback Plan Year 4 EPS Hurdle are met but the Cumulative EPS Hurdle is met:
 - the Plan Year Bonus in respect of Plan Year 4 will not be paid by Crown to the relevant Participant;
 - any Carried Over Plan Year Bonuses will be paid to the relevant Participant in cash; and
 - the Trustee will arrange for any shares held in trust to be transferred to the relevant Participant.
- if neither the EPS Hurdle in respect of Plan Year 4 nor the Cumulative EPS Hurdle are met (whether or not the Fallback Plan Year 4 EPS Hurdle is met):
 - the Plan Year Bonus in respect of Plan Year 4 will not be paid by Crown to the relevant Participant;
 - any Carried Over Plan Year Bonuses will lapse and will not be paid by Crown to the relevant Participant; and
 - the Trustee will arrange for any shares held in trust to be transferred to the relevant Participant.

Illustration

The following is an illustration of a range of outcomes which might have been achieved by a Participant under the Crown LTI. It does not include every permutation or combination of outcomes which the Crown LTI was designed to achieve.

Key: ✓ = Achieved ✗ = Not achieved.

Year 1 EPS Hurdle Met? 15%	Year 2 EPS Hurdle Met? 20%	Year 3 EPS Hurdle Met? 25%	Year 4 EPS Hurdle Met? 40%	Fallback Year 4 EPS Hurdle Met? 40%	Cumulative EPS Hurdle Met?	
✓	✓	✓	✓		✓ 60% shares 40% cash	
✓	✓	✓	✗	✓	✓ 60% shares 40% cash	✗ 60% shares No cash
				✗	✓ 60% shares No cash	✗ 60% shares No cash
✓	✓	✗	✗	✓	✓ 35% shares 65% cash	✗ 35% shares No cash
				✗	✓ 35% shares 25% cash	✗ 35% shares No cash
✓	✗	✗	✗	✓	✓ 15% shares 85% cash	✗ 15% shares No cash
				✗	✓ 15% shares 45% cash	✗ 15% shares No cash
✗	✗	✗	✗	✗		✗ No shares No cash

Note: the percentage allocations between cash and shares are based on the Maximum Bonus, with the share component being valued based on the value of Crown shares at the time of acquisition. Subsequent movements in the price of Crown shares may result in changes to the cash and share proportions.

What happens to dividends earned on Crown shares acquired under the Crown LTI

All dividends received on shares held in trust are passed through to the Participant. All bonuses earned in the final year of the Crown LTI (including any Carried Over Plan Year Bonuses) will be paid in cash and so no dividends are earned or passed through to executives in respect of these bonuses.

What happens if an executive's employment with Crown ceases

If a Participant's employment with Crown ceases, then the Participant would not be entitled to any part of his or her Crown LTI bonus, except for where the Participant's employment has been terminated by Crown without cause, in which case the Participant will be entitled to any tranche (in the form of shares held on trust) which has vested prior to the date of termination.

The shares will only be transferred to the Participant after the end of financial year 2014, in accordance with the terms of the Crown LTI.

How EPS Hurdles can be amended

In the event that corporate control events or capital reconstruction events impact the achievement of EPS Hurdles, then the Crown Board has discretion to amend the EPS Hurdles in such a way that does not materially disadvantage Participants.

The Crown Board retains general power to amend the rules of the Crown LTI from time to time.

How the Crown LTI ameliorates issues with “cliff’s edge” vesting

The key features of the Crown LTI are that:

- the EPS Hurdles for Plan Years 1, 2 and 3 are set at 98% of the EPS Targets in the 2011 Four Year Financial Plan; and
- if at the end of financial year 2014, on a cumulative basis, the EPS Hurdles over all four years are met, then any Carried Over Plan Year Bonuses will vest and be paid to the relevant senior executive in cash.

Accordingly, when viewed as a whole, the Maximum Bonus under the Crown LTI consists of four separate and individually achievable targets, as well as a cumulative target. As a result, there are a range of potential outcomes depending on performance against target in each year of the Crown LTI as well as the cumulative result.

This is designed to ameliorate issues with “cliff’s edge” vesting, by giving participants a “second chance” to have a tranche paid when an individual EPS Hurdle is not met.

Disclosure of prospective EPS Targets and historical EPS Targets

The disclosure of prospective EPS Targets would have the consequence of providing the market and Crown’s competitors with Crown’s forecasted financial targets. It has been Crown’s longstanding practice not to disclose prospective financial information and financial forecasts. Accordingly, Crown will not publicly disclose prospective EPS Targets.

Such concerns, however, are not as significant in relation to historical EPS Targets and EPS Hurdles and performance against those historical EPS Hurdles.

Set out below are the EPS Targets and EPS Hurdles which applied for financial years 2011, 2012 and 2013 together with Crown’s actual EPS for financial years 2011, 2012 and 2013.

	EPS Target (2011 Four Year Financial Plan)	EPS Target Growth (2011 Four Year Financial Plan)	EPS Hurdle (Crown LTI)*	Actual EPS (excludes MCE and significant items)	Growth (from previous year)	Tranche Vested?
FY11	44.1 cents	N/A	43.2 cents	42.3 cents	(3.0%)	No
FY12	48.7 cents	10.4%	47.7 cents	43.9 cents	3.7%	No
FY13	58.9 cents	20.9%	57.7 cents	44.0 cents	0.2%	No

* In financial year 2011, financial year 2012 and financial year 2013, the EPS Hurdle is 98% of the 2011 Four Year Financial Plan EPS Target.

All references in the above table to “EPS” exclude the contribution made by MCE.

In addition, under the Plan Rules for the Crown LTI, EPS for the purposes of measuring performance against EPS Hurdles excludes significant items. Accordingly, the mark-to-market loss on the sale of Crown’s investment in Echo Entertainment Group Limited (which was accounted for as a significant item) did not impact the calculation of Crown’s performance against the 2013 EPS Hurdles. The Crown Nomination and Remuneration Committee conducts an annual review of EPS Hurdles to consider whether the Board should exercise its discretion to adjust the EPS Hurdles. In financial year 2013, the Committee determined that the exercise of its discretion was not warranted. A final assessment will be conducted by the Nomination and Remuneration Committee at the conclusion of the term of the Crown LTI in financial year 2014.

Given that the financial year 2011, 2012 and 2013 EPS Hurdles were not met, participants have lost the opportunity to acquire shares under the Crown LTI.

The range of outcomes available to a Participant are now reduced.

Set out below is an illustration of future outcomes (recognising that the financial year 2011, 2012 and 2013 EPS Hurdles were not met).

Year 1 EPS Hurdle Met? 15%	Year 2 EPS Hurdle Met? 20%	Year 3 EPS Hurdle Met? 25%	Year 4 EPS Hurdle Met? 40%	Fallback Year 4 EPS Hurdle Met? 40%	Cumulative EPS Hurdle Met?	
x	x	x	✓		✓ No shares 100% cash	x No shares 40% cash
x	x	x	x	✓		x No shares No cash

Note: the percentage allocations between cash and shares are based on the Maximum Bonus, with the share component being valued based on the value of Crown shares at the time of acquisition. Subsequent movements in the price of Crown shares may result in changes to the cash and share proportions.

MCE Contribution Bonus

At the commencement of the Crown LTI, the Crown Board considered it of high importance to the Crown group that MCE achieve the MCE "Contribution" targets in Crown's Four Year Financial Plan and that certain executives who played a key role in Crown's relationship with MCE be provided with an extra incentive to ensure this goal was achieved. Mr Craigie and Mr Nisbet are Crown nominees on the MCE Board and Mr Barton works with the MCE Chief Financial Officer in providing assistance on MCE financial matters.

Accordingly, in the case of Mr Craigie, Mr Barton and Mr Nisbet, part of the Maximum Bonus to which they are eligible (the MCE Contribution Bonus) is dependent on MCE achieving certain MCE Contribution hurdles (MCE Contribution Hurdles).

Mr Craigie's maximum potential MCE Contribution Bonus is approximately 15% of his Maximum Bonus. For Mr Barton, it is approximately 11% and for Mr Nisbet it is approximately 17%.

The MCE Contribution Hurdles are derived from the MCE Contribution targets in Crown's 2011 Four Year Financial Plan (MCE Contribution Targets). MCE Contribution is defined as Crown's percentage interest in MCE from time to time, multiplied by the normalised net profit after tax of MCE.

If an MCE Contribution Hurdle is achieved in respect of a Plan Year, a Participant will become entitled to a portion of their potential Maximum Bonus. The rules on the effect of achieving or not achieving MCE Contribution Hurdles are the same as for the EPS Bonus.

The MCE Contribution Bonus is independent of the portion of the bonus which is referable to meeting the EPS Hurdles (EPS Bonus). Accordingly, Mr Craigie, Mr Barton and Mr Nisbet may achieve some or all of their entitlement to the MCE Contribution Bonus without achieving any part of the EPS Bonus and the converse also applies.

Disclosure of MCE Contribution Targets

For the same reasons set out above, Crown elects not to publicly disclose prospective MCE Contribution Targets.

Such concerns, however, are not as significant in relation to historical MCE Contribution Targets and MCE Contribution Hurdles and performance against those historical MCE Contribution Hurdles.

Set out below are the MCE Contribution Targets and MCE Contribution Hurdles for financial years 2011, 2012 and 2013 and MCE's actual Contribution for financial years 2011, 2012 and 2013.

	MCE Contribution Target (2011 Four Year Financial Plan)	MCE Contribution Target Growth (2011 Four Year Financial Plan)	MCE Contribution Hurdle*	Actual MCE Contribution	Actual MCE Contribution Growth	Tranche Vested?
FY11	(US\$30.9 million)	N/A	(US\$31.5 million)	US\$20.4 million	154.7%	Yes
FY12	US\$37.2 million	220.4%	US\$36.5 million	US\$95.0 million	365.7%	Yes
FY13	US\$86.3 million	132.0%	US\$84.6 million	US\$156.0 million	64.2%	Yes

* In financial year 2011, financial year 2012 and financial year 2013, the MCE Contribution Hurdle is 98% of the 2011 Four Year Financial Plan MCE Contribution Target.

Given that the financial year 2011, financial year 2012 and financial year 2013 MCE Contribution Hurdles were met, participants will become entitled to the maximum proportion of shares as part of the MCE Contribution Bonus portion of the Crown LTI.

Details of Participation of Senior Executives in Crown LTI

Of the Senior Executives named in this Report, five participate in the Crown LTI. Details of potential Crown LTI cash bonuses are as follows:

Senior Executive	Maximum Value over four year period	30 June 2011 (15%)	30 June 2012 (20%)	30 June 2013 (25%)	30 June 2014 (40%)
Ken Barton	\$4,500,000	\$675,000	\$900,000	\$1,125,000	\$1,800,000
Rowen Craigie	\$12,300,000	\$1,845,000	\$2,460,000	\$3,075,000	\$4,920,000
Barry Felstead	\$3,600,000	\$540,000	\$720,000	\$900,000	\$1,440,000
Greg Hawkins*	\$3,000,000	\$271,500	\$642,000	\$802,500	N/A
Todd Nisbet	\$5,250,000	\$787,500	\$1,050,000	\$1,312,500	\$2,100,000

* As a result of a senior management restructure, Mr Hawkins' position was made redundant effective 1 August 2013 and Mr Hawkins has agreed to leave the group. As no tranche of Mr Hawkins' Crown LTI Bonus has been paid, with no shares held in trust, Mr Hawkins is not entitled to any part of his Crown LTI Bonus.

Mr Hawkins' commencement date with Crown Melbourne Limited was 6 December 2010. Accordingly, his first year entitlement to an EPS Bonus has been reduced on a pro rata basis to approximately seven months of participation in the Crown LTI. Had Mr Hawkins been a participant from 1 July 2010, his Maximum Value over the four year period would have been \$3,210,000. The entitlements for 30 June 2012, 30 June 2013 and 30 June 2014 have been determined by reference to that Maximum Value. On account of the pro rata reduction, the total possible EPS Bonus which Mr Hawkins would have been able to achieve was \$3,000,000.

As noted in the tables above:

- in financial year 2011, Crown did not meet the relevant EPS Hurdle and accordingly, EPS Bonuses for financial year 2011 have not vested. The MCE Contribution Hurdle for financial year 2011 was, however, achieved. Accordingly, an entitlement to 15% of their potential MCE Contribution Bonus for each of Mr Craigie, Mr Barton and Mr Nisbet has vested;
- in financial year 2012, Crown did not meet the relevant EPS Hurdle and accordingly, EPS Bonuses for financial year 2012 have not vested. The MCE Contribution Hurdle for financial year 2012 was, however, achieved. Accordingly, an entitlement to 20% of their potential MCE Contribution Bonus for each of Mr Craigie, Mr Barton and Mr Nisbet has vested; and
- in financial year 2013, Crown did not meet the relevant EPS Hurdle and accordingly, EPS Bonuses for financial year 2013 have not vested. The MCE Contribution Hurdle for financial year 2013 was, however, achieved. Accordingly, an entitlement to 25% of their potential MCE Contribution Bonus for each of Mr Craigie, Mr Barton and Mr Nisbet has vested.

Set out below are the vested bonus amounts for the above participants in respect of financial years 2011, 2012 and 2013 associated with the MCE Contribution Hurdle:

Senior Executive	Maximum Bonus over four year period	Vested in relation to the financial year ended 30 June 2011	Vested in relation to the financial year ended 30 June 2012	Vested in relation to the financial year ended 30 June 2013
Ken Barton	\$4,500,000	\$75,000	\$100,000	\$125,000
Rowen Craigie	\$12,300,000	\$270,000	\$360,000	\$450,000
Barry Felstead	\$3,600,000	Nil	Nil	Nil
Greg Hawkins	\$3,000,000	Nil	Nil	Nil
Todd Nisbet	\$5,250,000	\$135,000	\$180,000	\$225,000

In accordance with the rules of the Crown LTI, the vested component of the cash bonus for financial years 2011 and 2012 has been (and in the case of financial year 2013 will be) applied by Crown to fund the purchase of Crown shares on market, which are to be held on trust for each of Mr Craigie, Mr Barton and Mr Nisbet until the end of financial year 2014.

Details of shares held on trust for Mr Craigie, Mr Barton and Mr Nisbet are set out below:

Senior Executive	Shares Acquired with FY11 Bonus ¹	Shares Acquired with FY12 Bonus ²
Ken Barton	9,782	10,799
Rowen Craigie	35,217	38,875
Todd Nisbet	17,608	19,438

1. Shares acquired for an average price of \$7.65 per share.

2. Shares acquired for an average price of \$9.24 per share.

As at the date of this report, no shares had yet been acquired with the Bonus for financial year 2013.

Relationship between policy and company performance

As detailed above in the sections on Fixed Remuneration, STI and the Crown LTI, various elements of Crown's remuneration policy are linked to company performance, in particular, the achievement of Crown's Board approved Annual Budget and Business Plan (in the case of STI) and Crown's Board approved Four Year Financial Plan (in the case of the Crown LTI).

The Crown Board has sought to achieve this link by requiring the achievement of an annual level of normalised EBITDA and net profit after tax (in the case of STI) or predetermined EPS Targets and the achievement of MCE Contribution Targets (in the case of the Crown LTI).

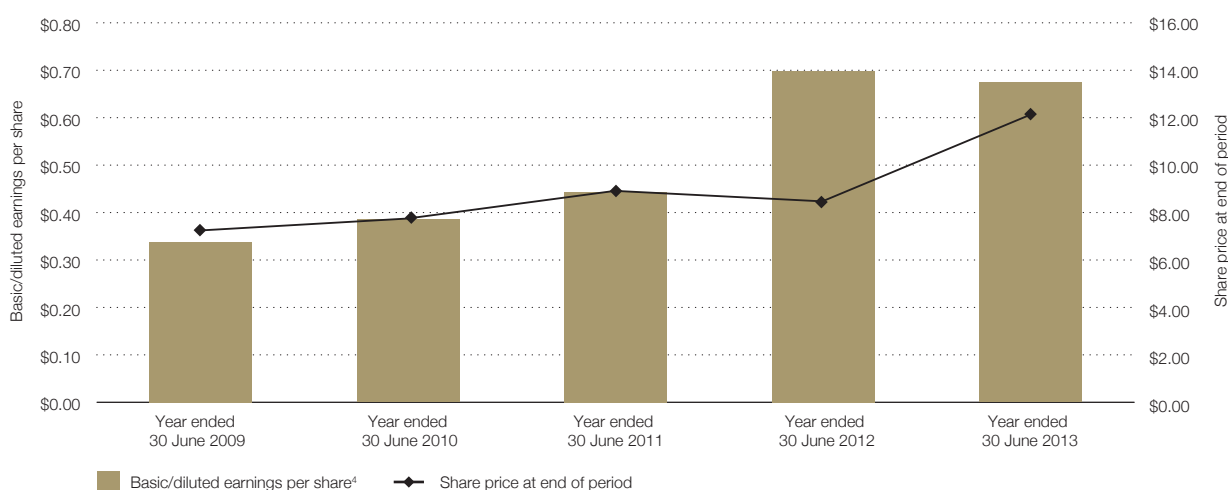
Full details of how these links have been achieved are set out in the sections of the Report above, but, in summary:

- An STI may be payable if Crown achieves its budgeted financial objectives and where an individual achieves his or her annual KPOs, assessed using a combination of financial and non-financial measures;
- The Crown LTI may be payable where Crown achieves predetermined EPS Hurdles in financial year 2011, financial year 2012, financial year 2013 and financial year 2014; and
- A component of the Crown LTI may be payable to key senior executives involved in managing the performance of MCE, where MCE has achieved predetermined MCE Contribution Targets.

This year, normalised EBITDA generated by Crown Melbourne and Crown Perth, Crown's wholly owned Australian casinos, grew by 6.9%. The compound average normalised EBITDA growth for Crown Melbourne and Crown Perth for the five year period commencing from financial year 2008 through to financial year 2013 was 4.6%. Normalised Crown group NPAT grew by 14.0% in financial year 2013. The compound average normalised NPAT growth for the Crown group for the five year period commencing from financial year 2008 through to financial year 2013 was 5.0%.

The table and graph below set out information about movements in shareholder wealth for the years ended 30 June 2009 to 30 June 2013.

	Year ended 30 June 2009	Year ended 30 June 2010	Year Ended 30 June 2011	Year Ended 30 June 2012	Year Ended 30 June 2013
Share price at start of period	\$9.29	\$7.27	\$7.77	\$8.93	\$8.49
Share price at end of period	\$7.27	\$7.77	\$8.93	\$8.49	\$12.11
Full year dividend	37 cents ¹	37 cents ¹	37 cents ²	37 cents ³	37 cents ³
Basic/diluted earnings per share ⁴	33.74 cps	38.54 cps	44.29 cps	69.78 cps	67.40 cps



Notes:

1. Franked to 60% with none of the unfranked component comprising conduit foreign income.
2. Interim dividend franked to 60% and final dividend franked to 50% with none of the unfranked components comprising conduit foreign income.
3. Franked to 50% with none of the unfranked component comprising conduit foreign income.
4. Excluding the effect of discontinued operations and significant items.

Policy on entering into transactions in associated products which limit economic risk

Directors and Senior Executives are prohibited from entering into transactions in associated products which limit economic risk. This policy is further described in the Corporate Governance Statement.

Remuneration Details for Non-Executive Directors

Non-Executive Directors

Non-Executive Directors are entitled to a base fee of \$100,000 per annum for acting as a Director of Crown.

Non-Executive Directors acting on the Board of Crown Melbourne Limited are entitled to receive a further fee of \$60,000 per annum.

Non-Executive Directors of Crown are entitled to additional fees if they act as either chair or a member of an active Committee (the Audit & Corporate Governance Committee, the Occupational Health, Safety & Environment Committee, the Nomination and Remuneration Committee or the Risk Management Committee):

- \$20,000 per annum for acting as Chair of an active Board Committee; or
- \$10,000 per annum for acting as a member of an active Board Committee.

All Directors are entitled to complimentary privileges at Crown Melbourne and Crown Perth facilities.

In accordance with Crown’s constitution, Non-Executive Directors’ fees are currently determined within an aggregate Non-Executive Directors’ fee cap of \$1,300,000 per annum.

Set out below is a table showing Non Executive Director remuneration for financial years 2013 and 2012.

Remuneration Table – Non-Executive Directors

	Financial Year	Short Term Benefits			Post-employment Benefit – Superannuation	Long Term Incentives		Termination Benefits	Total
		Salary & Fees	Non Monetary	Other		Cash Based	Equity Based		
Ben Brazil	2013	120,000	–	–	10,800	–	–	–	130,800
Non-Executive Director	2012	120,000	–	–	10,800	–	–	–	130,800
Helen Coonan¹	2013	100,000	–	–	9,000	–	–	–	109,000
Non-Executive Director	2012	58,333	–	–	5,250	–	–	–	63,583
Christopher Corrigan	2013	110,000	–	–	9,900	–	–	–	119,900
Non-Executive Director	2012	110,000	–	–	9,900	–	–	–	119,900
Rowena Danziger²	2013	210,000	–	–	–	–	–	–	210,000
Non-Executive Director	2012	210,000	–	–	–	–	–	–	210,000
Geoffrey Dixon	2013	140,000	–	–	–	–	–	–	140,000
Non-Executive Director	2012	140,000	–	–	–	–	–	–	140,000
John Horvath²	2013	190,000	–	–	16,470	–	–	–	206,470
Non-Executive Director	2012	190,000	–	–	15,775	–	–	–	205,775
Ashok Jacob³	2013	–	–	–	–	–	–	–	–
Non-Executive Director	2012	–	–	–	–	–	–	–	–
Michael Johnston³	2013	–	–	–	–	–	–	–	–
Non-Executive Director	2012	–	–	–	–	–	–	–	–
Harold Mitchell	2013	101,750	–	–	8,250	–	–	–	110,000
Non-Executive Director	2012	77,000	–	–	42,900	–	–	–	119,900
2013 TOTALS		971,750	–	–	54,420	–	–	–	1,026,170
2012 TOTALS		905,333	–	–	84,625	–	–	–	989,958

Notes:

- Ms Coonan was appointed on 2 December 2011.
- Mrs Danziger and Professor Horvath each received Directors' fees at a rate of \$60,000 per annum for their participation on the Crown Melbourne Limited Board.
- Neither Mr Jacob nor Mr Johnston receives remuneration for their services to Crown.

Remuneration details for Senior Executives

Senior Executives

Senior Executives are employed under service agreements with Crown or a subsidiary of Crown. Common features to these service agreements include (unless noted otherwise):

- an annual review of the executive's fixed remuneration, with any increases requiring approval of the Chief Executive Officer and Managing Director and the Nomination and Remuneration Committee and dependent on Crown's financial performance, the individual's KPO performance and market changes;
- competitive performance based incentive payments annually and in the long term, dependent upon Crown achieving its objectives and the Senior Executive achieving his or her KPOs;
- a provision that Crown may ask the executive to act as a Director of a member or associate of the Crown group for no additional remuneration;
- a prohibition from gambling at any property within the Crown group during the term of employment and for three months following termination and a requirement that the executive maintains licences required and issued by relevant regulatory authorities (such as the Victorian Commission for Gambling and Liquor Regulation and the Western Australian Gaming and Wagering Commission);

- where post-employment restraints apply, a restraint covering, amongst other things, competitive activities to those of the Crown group. Restraint periods vary and have been noted in each instance;
- where an employment agreement is terminated by Crown, a provision that notice may be given in writing or payment may be made (wholly or partly) in lieu of notice;
- a provision that all contracts may be terminated without notice by Crown for serious misconduct; and
- all Senior Executives are entitled to complimentary privileges at Crown Melbourne and Crown Perth facilities.

Specific details of each Senior Executive’s contract of employment which applied during the financial year ending 30 June 2013 are summarised in the tables on the following pages. Where a Senior Executive has had more than one contract of employment during the year, or where a new contract of employment has been entered into post year end, this has been noted in those tables.

Summary of New or Amended Contracts of Employment

Senior Executive	Date of new or amended employment agreement	Key features/changes from previous contract
John H Alexander	Extension and variation of employment agreement entered into on 13 September 2013.	<p>Mr Alexander’s extended and varied contract of employment has no fixed term and may be terminated by Mr Alexander on 12 months’ notice or by Crown on 12 months’ notice.</p> <p>Mr Alexander is no longer entitled to an annual increase in remuneration based on CPI.</p> <p>Mr Alexander’s post-employment restraint will apply for periods of up to 12 months.</p>
Barry J Felstead	New employment agreement entered into on 1 August 2013.	<p>Mr Felstead is now employed by Crown Limited in the role of Chief Executive Officer – Australian Resorts and Chief Executive Officer – VIP International.</p> <p>Commensurate with his new role, Mr Felstead’s total fixed remuneration per annum has been increased to \$2,100,000, with an annual review at the discretion of Crown.</p> <p>A travel allowance of up to \$50,000 per annum applies.</p> <p>Mr Felstead’s employment agreement has no fixed term and may be terminated by Mr Felstead on 12 months’ notice or by Crown on 12 months’ notice.</p> <p>Mr Felstead’s post-employment restraint will apply for periods of up to 12 months.</p> <p>Mr Felstead’s short term incentive target percentage remains at 40%.</p>

Summary of Contracts of Employment Applicable During the Year Ended 30 June 2013

	James D Packer	John H Alexander
Current Position	Chairman	Executive Deputy Chairman (commenced 1 December 2007): Mr Alexander's employment with Crown Limited continued on the terms set out in his employment agreement. That employment agreement was extended and amended by agreement dated 13 September 2013. The following summarises the terms of Mr Alexander's employment agreement, with key changes between that employment agreement and his amended and restated employment agreement summarised above.
Fixed Remuneration		
Base salary:	Nil. The Chairman, Mr Packer does not receive any remuneration for his services to Crown. Mr Packer acts as a Director of Melco Crown Entertainment Ltd, a company in which Crown has a significant investment. Mr Packer does not receive a fee from Crown for these services.	\$1,483,530 per annum
Superannuation	Nil	Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$16,470 per annum.
Non-monetary benefits and other:	Complimentary privileges at Crown Melbourne and Crown Perth facilities.	Complimentary privileges at Crown Melbourne and Crown Perth facilities and superannuation.
Performance based remuneration	Not applicable	Not applicable
2013 Percentage breakdown of remuneration	Not applicable	Fixed remuneration ¹ 100% STI 0% LTI 0%
Post-employment benefits	Not applicable	Nil
Post-employment restraint	Not applicable	Crown was entitled to impose a restraint for the five year term of Mr Alexander's employment agreement up to 30 November 2012.
Termination		
By Senior Executive:	Not applicable	12 months' notice.
By Crown:	Not applicable	12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity.
Termination benefits	Not applicable	Nil
Payments made prior to commencement	Not applicable	Nil
Directors' Fees	Nil	Nil

1. Includes voluntary and compulsory superannuation.

	Rowen B Craigie	Kenneth M Barton
Current Position	Chief Executive Officer and Managing Director (commenced 1 December 2007): Mr Craigie's five year employment agreement with Crown Limited will expire on 15 September 2015.	Chief Financial Officer (commenced 9 March 2010): Mr Barton's employment agreement with Crown Limited commenced on 9 March 2010 and expires in March 2015.
Fixed Remuneration		
Base salary:	\$2,983,530 per annum.	\$1,333,530 per annum.
Superannuation	Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$16,470 per annum.	Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$16,470 per annum.
Non-monetary benefits and other:	Complimentary privileges at Crown Melbourne and Crown Perth facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation.	Complimentary privileges at Crown Melbourne and Crown Perth facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation. Until Mr Barton relocates to Melbourne, Crown will meet the weekly travel costs of his Melbourne/Sydney commuting and will provide hotel accommodation while in Melbourne.
Performance based remuneration		
STI:	A maximum of \$1,000,000, assessed by the Chairman based on the achievement of personal KPOs. A further \$1,000,000 may be paid at the discretion of the Crown Board if Crown's performance substantially exceeds that set out in Crown's business plan and represents an exemplary outcome.	Mr Barton's annual target STI is \$500,000 and payment depends on meeting agreed personal KPOs. The STI may, at the discretion of the Nomination and Remuneration Committee, be increased to a maximum of \$750,000 if Mr Barton exceeds his KPOs and Crown also achieves its performance objectives.
LTI:	Mr Craigie participates in the Crown LTI. See further page 62.	Mr Barton participates in the Crown LTI. See further page 62.
2013 Percentage breakdown of remuneration	Fixed remuneration¹ 60% STI 16% LTI 24%	Fixed remuneration¹ 64% STI 18% LTI 18%
Post-employment benefits	Nil	Nil
Post-employment restraint	Crown may impose a restraint for various periods up to 24 months.	Nil
Termination		
By Senior Executive:	12 months' notice.	6 months' notice.
By Crown:	12 months' notice without cause; one month's notice for performance issues (following least three months' notice to improve); three months' notice for incapacity.	6 months' notice without cause; one month's notice for performance issues (following least 3 months' notice to improve); 3 months' notice for incapacity.
Termination benefits	Subject to the receipt of shareholder approval, Mr Craigie will be entitled to receive a severance payment equal to 24 months' fixed remuneration in the event of early termination of his employment by Crown. The imposition of Mr Craigie's post-employment restraint is conditional upon receipt of his severance payment.	Nil
Payments made prior to commencement	Nil	A \$400,000 sign on payment in 2010 less applicable taxes in order to compensate Mr Barton for unvested incentives forfeited on cessation of employment with his previous employer.
Directors' Fees	Nil	Nil

1. Includes voluntary and compulsory superannuation.

	Greg F Hawkins	Barry J Felstead
Current Position	Chief Executive Officer, Crown Melbourne (from 5 December 2011): Mr Hawkins commenced the role of Chief Executive Officer of Crown Melbourne on 5 December 2011. As a result of a senior management restructure, Mr Hawkins' position was made redundant effective 1 August 2013 and Mr Hawkins has agreed to leave the group.	Chief Executive Officer, Crown Perth (from 6 March 2007): During FY13, Mr Felstead's employment arrangements were governed by an employment agreement entered into on 24 June 2011 which was to expire in accordance with its terms. Mr Felstead entered into a new employment agreement on 1 August 2013. The key changes between the employment agreement which applied during FY13 and Mr Felstead's new employment agreement are summarised above.
Fixed Remuneration		
Base salary:	\$1,065,030 per annum.	\$1,193,530 per annum.
Superannuation	Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$16,470 per annum.	Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$16,470 per annum.
Non-monetary benefits and other:	Complimentary privileges at Crown Melbourne and Crown Perth facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation.	Complimentary privileges at Crown Melbourne and Crown Perth facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation. Mr Felstead is entitled to one annual economy airfare between Perth and Melbourne for himself and his family.
Performance based remuneration		
STI:	Discretionary STI based on the performance of Crown Limited and the achievement of personal KPOs. Mr Hawkins' annual target STI is 40% of his TEC.	Discretionary STI based on the performance of Crown and the achievement of personal KPOs. Mr Felstead's annual target STI is 40% of his TEC.
LTI:	Mr Hawkins participates in the Crown LTI. See further page 62.	Mr Felstead participates in the Crown LTI. See further page 62.
2013 Percentage breakdown of remuneration	Fixed remuneration¹ 79% STI 6% LTI 15%	Fixed remuneration¹ 65% STI 21% LTI 14%
Post-employment benefits	Nil	Nil
Post-employment restraint	Crown may impose various restraint periods up to a period of up to 12 months post-employment.	Crown may impose various restraint periods up to a period of 12 months post-employment.
Termination		
By Senior Executive:	6 months' notice.	6 months' notice.
By Crown:	12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity.	12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity.
Termination benefits	Nil	Nil
Payments made prior to commencement	Nil	Nil
Directors' Fees	Nil	Nil

1. Includes voluntary and compulsory superannuation.

W. Todd Nisbet							
Current Position	Executive Vice President – Strategy and Development (from 9 August 2010): Mr Nisbet's employment agreement with Crown Limited is due to expire in November 2014.						
Fixed Remuneration							
Base salary:	\$1,933,530 per annum.						
Superannuation	Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$16,470 per annum.						
Non-monetary benefits and other:	<p>Complimentary privileges at Crown Melbourne and Crown Perth facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation.</p> <p>Mr Nisbet is entitled to Relocation Benefits to assist with the relocation of him and his family from Nevada, USA to Melbourne.</p> <p>During Mr Nisbet's employment with Crown, he will also be entitled to additional customary expatriate benefits for himself and his family.</p> <p>Upon cessation of employment Mr Nisbet will be entitled to relocation benefits for him and his family to Las Vegas.</p>						
Performance based remuneration							
STI:	Discretionary STI based on the performance of Crown and the achievement of personal KPOs. Mr Nisbet's annual target STI is 50% of his base salary.						
LTI:	Mr Nisbet participates in the Crown LTI. See further page 62.						
2013 Percentage breakdown of remuneration	<table border="1"> <thead> <tr> <th>Fixed remuneration¹</th> <th>STI</th> <th>LTI</th> </tr> </thead> <tbody> <tr> <td>60%</td> <td>26%</td> <td>14%</td> </tr> </tbody> </table>	Fixed remuneration ¹	STI	LTI	60%	26%	14%
Fixed remuneration ¹	STI	LTI					
60%	26%	14%					
Post-employment benefits	Nil						
Post-employment restraint	Crown may impose various restraint periods up to a period of up to 12 months post-employment.						
Termination							
By Senior Executive:	6 months' notice.						
By Crown:	12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity.						
Termination benefits	Nil						
Payments made prior to commencement	Nil						
Directors' Fees	Nil						

1. Includes voluntary and compulsory superannuation.

Remuneration table for Senior Executives

The structure of senior executive remuneration has been described in detail in this Report, both generically and specifically in relation to each named Senior Executive. In addition, a table summarising all remuneration to be attributed to each Senior Executive for the financial years ending 30 June 2013 and 30 June 2012 is set out below. Accounting Standards are prescriptive in relation to the required presentation of remuneration tables. Accordingly, as an aid to understanding, the following additional information should be read in conjunction with the table set out below.

Fixed Remuneration

Neither of Mr Alexander nor Mr Craigie received an increase to their fixed remuneration in financial year 2013 as compared with financial year 2012.

Mr Barton and Mr Hawkins received increases to their fixed remuneration of 3.8% and 3.0% respectively in financial year 2013 as compared with financial year 2012. Mr Nisbet and Mr Felstead received increases to their fixed remuneration of 24% and 18% respectively, reflecting the increased scope of their responsibilities.

Short Term Incentives (STI)

In financial year 2013, the Group's financial performance objectives were only met in part. Crown Perth met its financial performance objectives for its non-VIP businesses. Although Crown Melbourne's financial performance objectives were not met, Crown Melbourne achieved 7% year on year normalised EBITDA growth on the back of significant margin improvement. Crown Limited achieved its normalised NPAT budget, largely as a result of the performance of MCE's businesses in Macau. However, some important non-financial objectives were achieved, including successfully moving to Stage Three of the New South Wales Unsolicited Proposal process for the proposed Crown Sydney Hotel Resort, solid performance in the Group's international businesses and successful bank refinancing and debt capital market projects. Accordingly, STI bonuses were reduced by 20% at Crown Perth, by 80% at Crown Melbourne and by 20% at Crown Limited. Mr Craigie, Mr Barton, Mr Felstead and Mr Hawkins received STI bonuses in accordance with the above. Mr Craigie received 80% of his target STI bonus of \$1 million and did not receive any part of his further "discretionary bonus" of \$1 million for exceptional performance.

In the case of Mr Nisbet, he received a discretionary STI bonus based on the achievement of additional significant non-financial performance objectives including the successful completion of major capital expenditure projects, design of the proposed Crown Sydney Hotel Resort and supporting MCE with the Philippines project.

Long Term Incentives (LTI)

As summarised earlier, Senior Executives participate in the Crown LTI.

In accordance with relevant accounting standards, the Crown LTI is included in the remuneration for each Senior Executive on the basis that it is considered more likely than not at the date of this financial report that the performance condition and service condition will occur evenly over the life of the Crown LTI, notwithstanding that the benefits will vest for the Senior Executives at a different rate. During the 2013 financial year, Crown reassessed the total potential LTI payments and amended its provisioning accordingly. The total expected LTI payments will continue to be expensed on a straight line basis over the period of the Plan. Accordingly, 25% of the total expected Crown LTI bonus for which each Senior Executive is potentially eligible will be included in the remuneration table for each of the four active years of the plan, regardless of whether a bonus has vested or not.

As explained earlier, the first, second and third tranches of the Crown LTI represents 15%, 20% and 25% (respectively) of the total Crown LTI bonus for which each Senior Executive is eligible. The EPS Hurdle of the Crown LTI for financial years 2011, and 2012 and 2013 were not met, but the MCE Contribution Hurdles were met, resulting in 15%, 20% and 25% (respectively) of the MCE Contribution Bonus of the Crown LTI for eligible Senior Executives vesting. Detail of the actual sums vested to relevant Senior Executives has been provided earlier.

	Financial Year	Short Term Benefits					Post-employment Benefits – Super-annuation ⁴	Long Term Incentives			Total
		Salary & Fees	Non Monetary	Other	STI	% of max STI		Cash Based	Equity Based – Crown LTI ⁵	Termination Benefits	
James Packer Chairman	2013	–	–	–	–	–	–	–	–	–	–
	2012	–	–	–	–	–	–	–	–	–	–
John Alexander Executive Deputy Chairman	2013	1,483,530	–	–	–	–	16,470	–	–	–	1,500,000
	2012	1,484,225	–	–	–	–	15,775	–	–	–	1,500,000
Ken Barton Chief Financial Officer	2013	1,333,530	45,522	–	400,000	80%	16,470	–	405,000	–	2,200,522
	2012	1,284,225	56,753	–	550,000	110%	15,775	–	1,125,000	–	3,031,753
Rowen Craigie Chief Executive Officer & Managing Director	2013	2,983,530	–	–	800,000	80%	16,470	–	1,185,000	–	4,985,000
	2012	2,984,225	–	–	800,000	80%	15,775	–	3,075,000	–	6,875,000
Barry Felstead⁴ Chief Executive Officer Crown Perth	2013	1,193,530	–	–	390,000	80%	16,470	–	252,000	–	1,852,000
	2012	1,014,225	–	–	650,000	158%	15,775	–	900,000	–	2,580,000
Greg Hawkins⁴ Chief Executive Officer Crown Melbourne Limited	2013	1,065,030	–	–	86,500	20%	16,470	–	210,000	–	1,378,000
	2012	970,588	–	–	84,000	20%	15,775	–	750,000	–	1,820,363
Todd Nisbet¹ Executive Vice President – Strategy & Development	2013	1,933,530	–	248,675	975,000	100%	16,470	–	529,500	–	3,703,175
	2012	1,560,025	–	240,876	985,000	125%	15,775	–	1,312,500	–	4,114,176
2013 TOTALS		9,992,680	45,522	248,675	2,651,500		98,820	–	2,581,500	–	15,618,697
2012 TOTALS		9,297,513	56,753	240,876	3,069,000		94,650	–	7,162,500	–	19,921,292

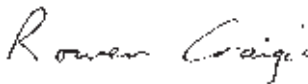
Notes:

1. Refer to the summary of Mr Nisbet's contract of employment for a description of the short term benefits to which Mr Nisbet is entitled.
2. Long service leave accrued balances have increased during the financial year ended 30 June 2013 for the following Senior Executives: Mr Alexander \$25,000, Mr Barton \$24,430, Mr Craigie \$50,000, Mr Felstead \$75,010, Mr Hawkins \$22,426, Mr Nisbet \$44,325.
3. The Crown LTI has been included in total remuneration on the basis that it is considered more likely than not at the date of this financial report that the performance condition and service condition will occur evenly over the life of the Crown LTI, notwithstanding that the benefits will vest for the Senior Executives at a different rate. During the 2013 financial year, Crown reassessed the total potential LTI payments and amended its provisioning accordingly. Detail of the actual sums vested to relevant Senior Executives has been provided earlier.
4. As a result of a senior management restructure, Mr Hawkins' position was made redundant effective 1 August 2013 and Mr Hawkins has agreed to leave the group. As no tranche of Mr Hawkins' Crown LTI Bonus has been paid, with no shares held in trust, Mr Hawkins is not entitled to any part of his Crown LTI Bonus. With effect from 1 August 2013, Mr Felstead is now employed by Crown Limited in the role of Chief Executive Officer – Australian Resorts and Chief Executive Officer – VIP International.

Signed in accordance with a resolution of the Directors.



 J D Packer
Director



 R B Craigie
Director

Melbourne, 18th day of September, 2013