

# Notice of Annual General Meeting

Crown Resorts Limited ACN 125 709 953



Dear Shareholders,

On behalf of the Directors of Crown Resorts, I am pleased to invite you to attend the 2021 Annual General Meeting of the Shareholders of Crown Resorts Limited (the Company) scheduled to be held online on Thursday, 21 October 2021 at 10:00am (Melbourne time) (AGM or Meeting).

Consistent with our approach in 2020, due to COVID-19 and the restrictions on travel and indoor gatherings imposed by governments as at the date of this Notice, the Board has determined to conduct this year's Meeting as a virtual meeting. There will not be a physical location for Shareholders and proxies to attend the Meeting.

Shareholders and proxyholders will be provided with the opportunity to participate virtually in the Meeting. Shareholders will be able to view the live webcast, to vote on resolutions and to ask questions during the Meeting.

The enclosed Crown AGM User Guide provides instructions on how to log in to the virtual Meeting and participate. The Crown AGM User Guide can also be found on the Company's website at <https://www.crownresorts.com.au/Investors-Media/Annual-General-Meetings>.

A recording of the AGM webcast will be subsequently available for viewing on the Company's website.

This Notice of Meeting outlines the formal business to be dealt with at the Meeting together with information on how to vote, voting eligibility, and explanatory notes.

This year stands out as one of the most challenging in our history, with unprecedented impacts on business operations from the COVID-19 pandemic and intense public and regulatory scrutiny. In regards to the former, we are little different from most other companies in having to deal with disruptions across our business portfolio. Regarding the latter, Crown is fully cooperating with each of these regulatory processes and recognises the need to demonstrate that we can deliver and sustain best practice responsible gaming, governance, compliance and culture.

As part of our response to matters raised throughout various regulatory processes, we have taken action to reform our organisation and have developed a comprehensive remediation plan which is resulting in significant changes to the way we conduct our business. Significant progress has already been made in terms of leadership renewal at the Board and senior executive level. We have implemented new operating structures, reporting lines, improved capabilities and increased resourcing across key areas of our operations including Financial Crime, Compliance and Responsible Gaming. There is also a substantial culture reform program well underway.

The Crown Board is committed and working hard on behalf of Shareholders to ensure our remediation plan is implemented, and that long-lasting culture reform is embedded in the organisation.

While this year's Meeting will again be held virtually, Shareholders will have the opportunity to ask the Board questions at the Meeting.

## Responding to the strike on the 2020 Remuneration Report

At the 2020 AGM, the Company received a 34.34% vote against the 2020 Remuneration Report and, as a result, received a 'first strike'. In accordance with the Corporations Act 2001 (Cth) (Corporations Act), if the Company receives a second strike against the 2021 Remuneration Report, a separate resolution is required to be put to Shareholders at the Meeting asking if Shareholders wish to hold an extraordinary meeting, referred to as a 'spill meeting'.

The details of this process and what this means are further explained in this Notice of Meeting.

The Board acknowledges the continued scrutiny on the Company's operations and governance through ongoing regulatory investigations and Royal Commissions during the last financial year. Following last year's Meeting, and consultation undertaken since that time, we understand the concerns expressed by Shareholders and that these concerns were the underlying contributor to receiving a 'first strike' on the FY20 Remuneration Report.

The Board's far reaching and fundamental reforms referred to above are a crucial part of our plan to respond to these concerns in FY21 and beyond. The Company has also updated its disclosures in the FY21 Remuneration Report to improve transparency on our approach to people, leadership and culture.

## Director elections

As part of the Board's commitment to improve its corporate governance and culture, we have accelerated the board renewal process and I'm pleased to present three new independent Non-executive Directors, Mr. Nigel Morrison, Mr. Bruce Carter and Dr. Ziggy Switkowski, to stand for election. The appointment of these directors is an exciting turning point for the Company and each of them bring exceptional skills, knowledge and experience to the Board.

Dr. Switkowski's appointment is subject to regulatory approval and should this approval not be granted prior to the Meeting, Dr. Switkowski's election will be put to Shareholders at the Company's next meeting in 2022.

## Increase in fee cap

Item 6 on the Notice of Meeting is seeking Shareholder approval to increase the Non-executive fee cap. The Board has not sought to increase the fee cap since 2016. Since then, the Company has undergone significant change, not only in the expansion of its operations to include Crown Sydney, but the composition of its Board and a commitment to having a full complement of independent Non-executive Directors.

The resolution to increase the Non-executive fee cap will provide the Company with adequate flexibility to facilitate the continued recruitment of quality, high-calibre independent Non-executive Directors. The resolution is not being sought to increase the current fees payable to Non-executive Directors.

On behalf of the Board, I look forward to welcoming Shareholders to the Meeting on 21 October 2021, and although we are in a virtual setting, we welcome the submission of questions either in advance or during the Meeting. We look forward to engaging and updating you on the progress we are making towards ensuring Crown is a stronger, more transparent and respected company.

**Jane Halton AO PSM**  
Interim Chairman

Crown Resorts Limited

# Business of the Annual General Meeting

## Ordinary Business

### Item 1. Financial Statements and Reports

To receive and consider the consolidated financial statements of the Company and its controlled entities and the reports of the directors and external auditor for the financial year ended 30 June 2021.

### Item 2. Election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- (a) That Mr. Nigel Morrison, who was appointed by the Board in accordance with rule 5.1(e) of the Company's Constitution and being eligible for election, is elected as an independent Non-executive Director of the Company.
- (b) That Mr. Bruce Carter, who was appointed by the Board in accordance with rule 5.1(e) of the Company's Constitution and being eligible for election, is elected as an independent Non-executive Director of the Company.
- (c) That Dr. Ziggy Switkowski, who was appointed by the Board in accordance with rule 5.1(e) of the Company's Constitution and being eligible for election, is elected as an independent Non-executive Director of the Company.

### Item 3. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2021 be adopted.

The vote on this resolution is advisory only and does not bind the directors or the Company.

### Item 4. Approval of Sign-on Performance Rights issued to Crown Resorts CEO Mr. Steve McCann

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That for all purposes, the issue of 400,000 Sign-on Performance Rights to Crown Resorts CEO Mr. Steve McCann, on the terms and conditions set out in the Explanatory Statement accompanying and forming part of this Notice of Meeting, be approved.

### Item 5. Approval of Potential Retirement Benefits for Mr. Steve McCann

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That approval be given for all purposes, including for the purposes of sections 200B, 200C and 200E of the *Corporations Act 2001* (Cth), for the grant of benefits to Mr. Steve McCann, in connection with Mr. McCann ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate, as set out in the Explanatory Statement accompanying and forming part of this Notice of Meeting.

### Item 6. Approval of increase to Non-executive Director fee cap

To consider and, if thought fit, to pass the following resolutions as an ordinary resolution:

That for the purposes of Rule 5.3(a) of the Company's Constitution and ASX Listing Rule 10.17, the maximum aggregate remuneration that may be paid to all the Non-executive Directors of the Company in any financial year commencing on or after 1 July 2021, be increased from A\$2,500,000 per annum to A\$3,000,000 per annum.

### Item 7. Contingent resolution – conditional spill resolution

**Condition for Item 7:** Item 7 will be considered at the Meeting, but will only have effect if at least 25% of the votes cast on Item 3 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2021. The Explanatory Statement provides further explanation.

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

Subject to and conditional on at least 25% of the votes cast on Item 3, being cast against the Company's Remuneration Report for the financial year ended 30 June 2021, to hold an extraordinary general meeting of the Company (spill meeting) within 90 days of this resolution passing at which:

- (a) all of the directors who were directors of the Company when the resolution to make the Directors' Report for the year ended 30 June 2021 was passed and who remain in office at the time of the spill meeting cease to hold office immediately before the end of the spill meeting; and
- (b) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.

## Voting Exclusion Statements

### Item 3. Remuneration Report

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's key management personnel (KMP) details of whose remuneration is disclosed in the Remuneration Report for the year ended 30 June 2021 and their closely related parties, regardless of the capacity in which it is cast; or
- as proxy by a person who is a member of the Company's KMP at the date of the AGM and their closely related parties (including close family members and companies the KMP controls).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 3:

- in accordance with the directions on the proxy form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act.

#### **Item 4. Approval of Sign-on Performance Rights issued to Mr. Steve McCann**

The Company will disregard any votes on Item 4:

- cast in favour of the item by or on behalf of Mr. McCann or any of his associates (regardless of the capacity in which the vote is cast); or
- cast as proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast on Item 4:

- as proxy or attorney for a person entitled to vote on the item in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the item by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company’s KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
  - the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Item 5. Approval of Potential Retirement Benefits for Mr. Steve McCann**

The Company will disregard any votes cast on Item 5:

- by or on behalf of Mr. McCann or any of his associates (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Company’s KMP at the date of the Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 5:

- in accordance with the written directions on the proxy form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company’s KMP.

#### **Item 6. Approval of increase to Non-executive Director fee cap**

The Company will disregard any votes on Item 6:

- cast in favour of the item by or on behalf of a director of the Company or any of their associates (regardless of the capacity in which the vote is cast); or
- cast as proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast on Item 6:

- as proxy or attorney for a person entitled to vote on the item in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the item by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company’s KMP; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
  - the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Item 7. Contingent resolution – conditional spill resolution**

The Company will disregard any votes cast on Item 7:

- by or on behalf of a member of the Company’s KMP whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2021 or their closely related parties, regardless of the capacity in which it is cast; or
- as proxy by a person who is a member of the Company’s KMP at the date of the Meeting and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 7:

- in accordance with the written directions on the proxy form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Company’s KMP.

By order of the Board



**Alan McGregor**  
Company Secretary  
8 September 2021

# Notes and Voting Instructions

## How to Participate in the Virtual AGM

Registration for the AGM will open at 9:30am (Melbourne time) on Thursday, 21 October 2021.

Shareholders and appointed proxies may access the virtual AGM via the online platform by visiting <https://web.lumiagm.com> on your smartphone, tablet or computer.

### The meeting ID for Crown's AGM is: 339 372 678

To log in to the online platform, Shareholders will require their holder identification number (HIN) or securityholder reference number (SRN) which is printed on the proxy form enclosed with this Notice of AGM as well as their registered address postcode (for Australian residents) or their three character country code (for overseas residents).

Appointed proxies will require a username and password from Computershare, the Company's Share Registry, (the Share Registry) to log in to the online platform. Proxies must contact the Share Registry from 9:00am on Thursday, 21 October 2021 to receive their log in details.

For more information, refer to the enclosed Crown AGM User Guide.

## Entitlement to Vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Melbourne time) on Tuesday 19 October 2021 will be entitled to vote at the AGM as a Shareholder.

## How to Vote

### Poll

Each resolution will be decided by a poll.

### Voting Methods

Shareholders entitled to vote at the AGM, may vote in the following ways:

#### **Voting Online during the AGM**

Shareholders and appointed proxies may vote during the AGM via the online platform.

The Chairman will open the poll shortly after the meeting commences and will provide Shareholders and proxies with notice before closing the poll.

For more information, refer to the enclosed Crown AGM User Guide.

#### **Appointing a Proxy before the AGM**

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy to vote on your behalf during the AGM via the online platform by:

- using the proxy form enclosed with this Notice of AGM; or
- recording their proxy voting instructions at [www.investorvote.com.au](http://www.investorvote.com.au).

A proxy need not be a Shareholder. A Shareholder can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with

section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If the Shareholder is entitled to cast two or more votes at the AGM, the Shareholder can appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the member's votes (disregarding any fractions of votes).

Each proxy will have the right to vote and to speak at the AGM.

For more information on the appointment of proxies, please refer to the proxy form enclosed with this Notice of AGM.

Completed proxy forms (and, if applicable, an original or certified copy of the authority under which it is signed) must be received **by no later than 10:00am (Melbourne Time) on Tuesday, 19 October 2021**.

Proxy forms and any authorities under which they are signed must be received before that time by one of the following methods:

- (preferred option) lodged electronically at [www.investorvote.com.au](http://www.investorvote.com.au) OR for intermediary online subscribers only (custodians) at [www.intermediaryonline.com](http://www.intermediaryonline.com).
- mailed to the Share Registry (using the envelope enclosed with this Notice of AGM);
- faxed to the Share Registry on 1800 783 447 from within Australia or +613 9473 2555 from overseas; or
- mailed to the Company's registered office at Level 3, Crown Towers, 8 Whiteman Street, Southbank, Victoria 3006 (to the attention of the Company Secretary).

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

## Corporate Representatives and Attorneys

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. An individual wishing to participate in the AGM as a corporate representative must provide satisfactory evidence of his or her appointment to attend on the body corporate's behalf to the Company or the Share Registry, unless previously lodged with the Company or the Share Registry, which should include a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's Share Registry.

An individual wishing to participate in the AGM as an attorney must provide original or certified copies of the power of attorney under which they have been authorised to attend and to vote at the AGM to the Company or the Share Registry no later than 10:00am (Melbourne time) on 19 October 2021, being 48 hours before the AGM, unless previously lodged with the Company or the Share Registry.

## Undirected Proxies

Shareholders may appoint the Chairman of the Meeting as proxy.

Shareholders who complete and return their proxy form but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not participate in the AGM, the Chairman of the Meeting will act in place of the nominated proxy.

**Where the Chairman of the Meeting is appointed as proxy for a Shareholder entitled to vote or the Chairman becomes a proxy for a Shareholder entitled to vote by default, the Chairman of the Meeting will (where authorised) vote all undirected proxies IN FAVOUR of the proposed resolutions for items 2(a), 2(b), 2(c), 3, 4, 5 and 6 and AGAINST the proposed resolution for Item 7 if considered at the AGM.**

Accordingly, if you appoint the Chairman of the Meeting as your proxy and wish to vote differently to how the Chairman of the Meeting intends to vote on any of the items, you must mark "For", "Against" or "Abstain" on the proxy form for the relevant item of business.

If a Shareholder entitled to vote appoints the Chairman of the Meeting as their proxy and the Shareholder does not direct the Chairman of the Meeting how to vote on Items 3, 4, 5, 6, and 7 the Shareholder authorises the Chairman of the Meeting in respect of that item to exercise the proxy notwithstanding that the item is connected directly or indirectly with the remuneration of a member of the Company's key management personnel. Further details are contained in the proxy form enclosed with this Notice of AGM.

## How to Submit Questions

Method	Instructions
Before the AGM	<p>Shareholders are encouraged to submit written questions prior to the AGM at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> before Friday, 15 October 2021.</p> <p>To access the InvestorVote facility, Shareholders will need the meeting control number (185484), their holder identification number (HIN) or securityholder reference number (SRN) and postcode which are printed on the proxy form enclosed with this Notice of AGM.</p> <p>The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.</p>
During the AGM	<p>Shareholders or proxies may ask questions during the AGM via the online platform.</p> <p>For more information, refer to the enclosed Crown AGM User Guide.</p>

## The 2021 Crown Resorts Limited Annual Report

Shareholders are able to access the 2021 Annual Report (including the Financial Report) on the Company's website at [www.crownresorts.com.au](http://www.crownresorts.com.au) under the Investors & Media tab.

If you have not provided your email address or have not elected to receive correspondence electronically, you can provide your details at [www.investorcentre.com](http://www.investorcentre.com). This ensures we are providing you with the information you need in the fastest, most cost-effective manner possible, while also significantly reducing our environmental impact.

## Enclosures

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on the Company's share registry's website at [www.investorvote.com.au](http://www.investorvote.com.au) to ensure the timely and cost-effective receipt of your proxy;
- the AGM User Guide; and
- a reply paid envelope for you to return the proxy form.



# Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's AGM to be held on 21 October 2021.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote **in favour** of all Items, except Item 7. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution, except Item 7.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote **against** Item 7. The Chairman of the Meeting intends to vote all available undirected proxies **against** Item 7.

Items 2(a), 2(b), 2(c), 4, 5, 6 and 7 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Item 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

## Item 1: Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM.

There is no requirement either in the Corporations Act or in the Company's Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. However, Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these Reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. Written questions to the auditor must be submitted by Friday 15 October 2021. The auditor is not obliged to provide written answers to questions it receives.

## Item 2: Election of Directors

The Company's Constitution and the ASX Listing Rules require that an election of directors must take place each year. Each year (excluding the CEO & Managing Director):

- one third of the directors (rounded down, if necessary, to the nearest whole number); and
- any other director who, if he or she does not retire, will at the conclusion of the Meeting have been in office for three or more years and for three or more annual general meetings since he or she was last elected to office, must retire as a director of the Company (retirement by rotation).

If eligible, the director may then offer themselves for re-election.

Pursuant to rule 5.1(e) of the Company's Constitution, Mr. Nigel Morrison, Mr. Bruce Carter and Dr. Ziggy Switkowski were appointed during the year to fill casual vacancies on the Board, and Dr. Ziggy Switkowski's appointment is conditional on receiving all necessary regulatory approvals. Being eligible, they offer themselves for election as Directors of the Company.

If Shareholders do not approve the election of the Directors as set out above, they will cease to be Directors of the Company at the conclusion of the AGM.

Information on the skills and experience for each of the Directors up for election is set out below.

### Item 2(a): Election of Mr. Nigel Morrison

#### Mr. Nigel Morrison B.Com, FCPA

Mr. Morrison was appointed to the Crown Resorts Board on 31 March 2021. Mr. Morrison has had an extensive career in the casino industry from 1993 to 2016. From 2008 to 2016, Mr. Morrison was the Managing Director and Chief Executive of SkyCity Entertainment Group Limited, listed on both the Australian and New Zealand stock exchanges, which owned and operated the Adelaide and Darwin casinos in Australia, and the Auckland casino in New Zealand.

Prior to joining SkyCity, Mr. Morrison served as Group Chief Financial Officer of Galaxy Entertainment Group Limited in Hong Kong, Chief Executive of The Federal Group in Tasmania and as Chief Financial Officer and Chief Operating Officer of Crown Limited in Melbourne. Mr. Morrison was a Corporate Advisory Partner of Ernst and Young in Melbourne prior to his career in the casino industry. During that time, Mr. Morrison played a key role in the formation of the Crown consortium and its successful bid to win the Melbourne casino licence. Upon winning the licence Mr. Morrison was invited to join Crown Limited as one of its first employees in 1993.

Mr. Morrison holds a Bachelor of Commerce from the University of Melbourne, is a graduate of the INSEAD Advanced Management Program, is a Fellow of CPA Australia and a graduate of the Securities Institute of Australia. Mr. Morrison was formerly an Associate of the Institute of Chartered Accountants in Australia, an Associate of the Institute of Arbitrators in Australia and formerly a Fellow of the Institute of the Australian Institute of Directors.

#### **Board and Board Committee memberships:**

- Chair of Crown Melbourne Limited
- Member of the Audit and Corporate Governance Committee
- Member of the People, Remuneration and Nomination Committee
- Member of the Responsible Gaming Committee
- Member of the Safety and Sustainability Committee

#### **Directorships of other Australian listed companies held during the past three years:**

- Nil

Mr. Morrison is considered to be an independent director based on the independence criteria set out in the Company's Board Charter.

For the reasons stated above, including Mr. Morrison's experience and valuable ongoing contribution, the Board (other than Nigel Morrison) unanimously recommends that Shareholders vote **in favour** of the resolution on Item 2(a).

#### **Item 2(b): Election of Mr. Bruce Carter**

##### **Mr. Bruce Carter B.Econ, MBA, FAICD, FICA**

Mr. Bruce Carter was appointed to the Crown Resorts Board on 25 August 2021. Mr. Carter is an experienced company director and corporate advisor, having worked across a broad range of industries in both the public and private sectors over the past 40 years.

Mr. Carter is currently chair of the Australian Submarine Corporation and Aventus Capital and holds directorships with the Bank of Queensland and AIG Australia. Mr. Carter was previously deputy chair of SkyCity Entertainment Group, where he oversaw the expansion development at SkyCity Adelaide. Mr. Carter was a director of Connecticut based global railroad operator Genesee and Wyoming Inc until its takeover by Brookfield.

During Mr. Carter's executive career, he co-founded Ferrier Hodgson in Adelaide, and was previously at Ernst & Young for 14 years, working in the United States, United Kingdom, Canada and Hong Kong. Mr. Carter has also been involved in a number of government reviews and economic advisory bodies at a federal and state level.

#### **Board and Board Committee memberships:**

- Chair of Burswood Limited (subject to regulatory approval)
- Director of Crown Melbourne Limited
- Member of the Risk Management Committee

#### **Directorships of other Australian listed companies held during the past three years:**

- Bank of Queensland Limited from February 2014 to current
- Aventus Holdings Limited from June 2015 to current
- SkyCity Entertainment Group Limited from October 2010 to March 2021

Mr. Carter is considered to be an independent director based on the independence criteria set out in the Company's Board Charter.

For the reasons stated above, including Mr. Carter's experience and valuable contribution, the Board (other than Bruce Carter)

unanimously recommends that Shareholders vote **in favour** of the resolution on Item 2(b).

#### **Item 2(c): Election of Dr. Ziggy Switkowski**

##### **Dr. Ziggy Switkowski AO PhD (Melbourne), FAA, FTSE, FAICD**

Dr. Switkowski was announced as Chairman of the Crown Resorts Board on 26 August 2021 (subject to receipt of regulatory approval).

Dr. Switkowski is currently Chancellor of RMIT University and Chairman of NBN Co. Dr. Switkowski is a former Chairman of Suncorp Group, the Australian Nuclear Science and Technology Organisation and of Opera Australia. He has also served as a Non-executive Director on the boards of Tabcorp Holdings, Healthscope, Oil Search, Lynas and Amcor.

Dr. Switkowski has previously held positions as Chief Executive Officer and Managing Director of Telstra Corporation Limited and Optus Communications Ltd.

Dr. Switkowski is a Fellow of the Australian Academy of Science, the Australian Academy of Technological Sciences and Engineering and the Australian Institute of Company Directors.

In 2014, Dr. Switkowski was made an Officer of the Order of Australia in recognition of service to tertiary education administration, scientific organisations and the telecommunications sector, to business, and to the arts.

#### **Directorships of other Australian listed companies held during the past three years:**

- Tabcorp Limited March 2006 to February 2019
- Healthscope Limited March 2013 to June 2019

Dr. Switkowski is considered to be an independent director based on the independence criteria set out in the Company's Board Charter.

For the reasons stated above, including Dr. Switkowski's experience and valuable contribution, the Board (other than Ziggy Switkowski) unanimously recommends that Shareholders vote **in favour** of the resolution on Item 2(c).

#### **Item 3: Remuneration Report**

The Directors' Report for the year ended 30 June 2021 contains a Remuneration Report which sets out the policy for the remuneration of the directors of the Company and specified executives of the Company and its consolidated group.

The Remuneration Report is set out in the Company's 2021 Annual Report.

Shareholders participating in the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Corporations Act requires that a resolution be put to a vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

The Board unanimously recommends that Shareholders vote **in favour** of the resolution.

## Item 4: Approval of Sign-on Performance Rights issued to Mr. Steve McCann

On 10 May 2021, the Company announced the appointment of Mr. Steve McCann as Chief Executive Officer and Managing Director of the Company, subject to the receipt of probity and all necessary regulatory approvals.

At the time of Mr. McCann's appointment, the Company also announced that as part of the employment arrangements for Mr. McCann, the Company would issue Mr. McCann 400,000 Sign-on Performance Rights, subject to the terms and conditions of the Crown Performance Rights Plan.

The Sign-on Performance Rights are a one-off grant to Mr. McCann as part of his sign-on arrangements.

The terms and conditions of Mr. McCann's employment arrangements, including details of his current total remuneration package, are set out in Attachment A (these terms and conditions were also announced to ASX on 10 May 2021 in accordance with ASX Listing Rule 3.16.4).

Mr. McCann joined the Company on 1 June 2021 (Commencement Date) and was issued 400,000 Sign-on Performance Rights on that date, noting that the Performance Rights would be put to Shareholders for approval at the AGM.

The Listing Rules do not require the Company to obtain Shareholder approval for Mr. McCann's Sign-on Performance Rights. However, in the interests of good governance, the Board has determined that shareholder approval will be sought.

### **Summary of Sign-on Performance Rights**

As announced on 10 May 2021, the Sign-on Performance rights will vest three years after Mr. McCann's Commencement Date (vesting date), subject to Mr. McCann being employed on the vesting date.

If Mr. McCann resigns, does not receive regulatory approvals within 6 months of the Commencement Date, or is terminated for cause, the Sign-on Performance Rights will lapse. If Mr. McCann's employment is terminated by the Company without cause or as a result of a "Fundamental Change", the Sign-on Performance Rights will vest immediately. A Fundamental Change occurs if there is a substantial diminution of Mr. McCann's role, including where he is no longer the Chief Executive Officer of an Australian publicly listed company.

In addition, if a transaction occurs which does not result in a Fundamental Change, but which the Board considers will lead to the diminution of Mr. McCann's position, the Board may in its discretion bring forward the vesting date of some or all of Mr. McCann's Sign-on Performance Rights.

If Shareholder approval is not obtained for the grant of the Sign-on Performance Rights, the Company will pay the cash equivalent of the Sign-on Performance Rights at the vesting date.

If Shareholder approval is not obtained and a Fundamental Change occurs or Mr. McCann's employment is terminated without cause before the vesting date, the Company will pay the cash equivalent as calculated at that time, with an initial payment within statutory limits at the time of the Fundamental Change or termination of employment and the balance to be paid on the original vesting date as if there had been no Fundamental Change or Mr. McCann had remained in employment with the Company.

### **Additional Information provided for the purposes of Item 4**

- The securities have been issued to Mr. McCann as he will be Crown's Chief Executive Officer and Managing Director (upon receipt of all necessary regulatory approvals).
- 400,000 Sign-on Performance Rights were issued to Mr. McCann on 1 June 2021. The value of the Sign-on Performance Rights (as at close of trading on the ASX on that date) was \$5,128,000.
- The Company used Performance Rights because they create share price alignment between Mr. McCann and Shareholders but do not provide Mr. McCann with the full benefits of share ownership (such as dividend and voting rights) unless and until the Sign-on Performance Rights vest.
- Mr. McCann has not previously been issued any securities under the Crown Performance Rights Plan.
- On vesting, each Sign-on Performance Right is an entitlement to a fully paid ordinary share in the Company (or a cash equivalent amount).
- The Sign-on Performance Rights are subject to the terms and conditions of the Crown Performance Rights Plan.
- The Sign-on Performance Rights were issued for nil consideration.
- No loan was provided for the issue.
- A summary of the material terms and conditions of the Employment Agreement of Mr. McCann is set out at Attachment A.
- A Voting Exclusion Statement accompanies Item 4 in the Notice of Meeting.
- Details of the securities issued under the Crown Performance Rights Plan have been published in the Company's FY21 Annual Report. A statement that approval for the issue was obtained at the 2021 Annual General Meeting will be included in the Company's FY22 Annual Report.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Crown Performance Rights Plan after this resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

The Board unanimously recommends that Shareholders vote **in favour** of the resolution on Item 4.



## Item 5: Approval of Potential Retirement Benefits for Mr. Steve McCann

The Corporations Act restricts companies from giving certain benefits to persons who hold a managerial or executive office in the Company without Shareholder approval. On receipt of regulatory approvals, this will include Mr. McCann.

Mr. McCann agreed to join Crown as CEO and Managing Director (subject to receipt of regulatory approvals) on 1 June 2021. Mr. McCann joined Crown at a time when the Company is and continues to face significant regulatory issues and possible corporate and legal actions. To give Mr. McCann a degree of certainty in relation to his employment as CEO and Managing Director, the Company has agreed to seek Shareholder approval for Mr. McCann's potential retirement entitlements under his employment agreement. Crown believes that Mr. McCann's leadership is instrumental to Crown's future and encourages Shareholders to vote in favour of the resolution on Item 5.

Under the termination benefits provisions of the Corporations Act, benefits cannot be provided to Mr. McCann in connection with his ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate unless approved by Shareholders, or an exception or exemption applies.

Under section 200B of the Corporations Act, the Company must not give a person a benefit in connection with the person's retirement from an office, or position of employment, in a company or related body corporate if:

- the office or position is a managerial or executive office; or
- the person has, at any time during the last three years before his or her retirement, held a managerial or executive office in the company or related body corporate, unless shareholder approval is obtained under section 200E of the Corporations Act for the giving of the benefit (or unless a specified exception applies).

'Termination benefits' are defined broadly and include termination payments (such as a payment in lieu of notice), the acceleration or automatic vesting of a share-based payment, and entitlements at or due to retirement. There are exceptions under the Corporations Act for the provision of certain kinds of benefits, such as statutory entitlements to accrued annual and long service leave and certain benefits within a monetary cap. This monetary cap is, in broad terms, equivalent to one year's annual average base salary of the relevant person over the period during which that person held a managerial or executive office (averaged over a period of up to three years). If a termination benefit is given in excess of what is permitted under the Corporations Act, a breach of the Corporations Act can occur even if the person receiving the benefit is entitled to the benefit under his or her contractual arrangements.

Section 200C of the Corporations Act requires Shareholder approval (under section 200E) where a benefit is made "in connection with the transfer of the whole or part of the undertaking or property of the company".

Crown is seeking Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act for benefits that may be provided to Mr. McCann in accordance with his contract of employment (which is summarised in Attachment A), in addition to any benefits that the Company is required to give to Mr. McCann under statute law, such as accrued annual and long service leave entitlements. The Company and Mr. McCann reserve the right to agree not to rely on this approval and to instead rely solely on the 12-month average base salary cap in the Corporations Act.

The amount and value of the benefits for which approval is being sought in accordance with Mr McCann's employment contract are described below.

	Reason for termination			
	For cause	Resignation	Fundamental change of CEO's role	Without cause
Accrued entitlements	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)
Payments	Nil	Up to 12 months' pay in lieu of notice	12 months' separation payment (including any payment in lieu of notice)	Up to 12 months' pay in lieu of notice
Sign-on Performance Rights	Nil	Nil	Vest Immediately	Vest Immediately
STI	Nil	STI forfeited	STI paid based on performance	STI paid based on performance

In addition, if a transaction occurs which does not result in a Fundamental Change, but which the Board considers will lead to the diminution of Mr. McCann's position, the Board may in its discretion bring forward the vesting date of some or all of Mr. McCann's Sign-on Performance Rights. For example, if there is a sale of assets that has the effect of materially reducing Mr. McCann's role, this discretion may be exercised.

The terms of Mr. McCann's Sign-on Performance Rights are described in Item 4. The terms of Mr. McCann's FY22 STI will be set out in Crown's 2022 remuneration report. It can reasonably be anticipated that aspects of Mr. McCann's contract and the Company's STI will be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's remuneration report.

Item 5 does not relate to Mr. McCann's future LTI grants. Mr. McCann will not receive an LTI in FY22. From FY23 onwards, the Board will grant Mr. McCann a LTI opportunity on an annual basis.

The amount of any payment or value of any other benefit that may be given to Mr. McCann in connection with the termination of his employment or retirement from office depends on a number of factors, not all of which are within the Company's control.

The Board unanimously recommends that Shareholders vote **in favour** of the resolution on Item 5.

## Item 6: Approval of increase to Non-executive Director fee cap

Rule 5.3 of the Company's Constitution provides that the aggregate remuneration payable to Non-executive Directors may not exceed in any year the Initial Remuneration Pool or such higher amount as is fixed from time to time by ordinary resolution passed by the Company's Shareholders.

The current aggregate Non-executive fee pool of \$2,500,000 per annum was set at the Company's Annual General Meeting in 2016 and the Board has not sought to increase the fee pool since that time.

The Company continues to undergo substantial change and a full complement of independent Non-executive Directors on the Board is critical to the success of Crown's transformation and remediation program.

During the year, the Board has appointed three new independent Non-executive Directors, Mr. Nigel Morrison, Mr. Bruce Carter and Dr. Ziggy Switkowski. It is the intention of the current Board that it comprise solely of independent Non-executive Directors, save for the Managing Director and Chief Executive Officer, Mr. Steve McCann. The resolution to increase the fee pool will provide the Company with adequate flexibility to facilitate the continued recruitment of high quality independent Non-executive Directors, reaching an optimal Board size of between seven to eight Non-executive Directors. The resolution is not being sought to increase the current fees payable to Non-executive Directors.

Resolution 6 seeks Shareholder approval to increase the Non-executive Director fee pool by \$500,000 to \$3,000,000 per annum.

The reasons for the proposed increase are as follows:

- the Company is committed to Board renewal and an increase in the fee pool will provide sufficient headroom and flexibility to increase the number of independent Non-executive Directors expected to be serving on the Board in the future;
- the workload and responsibilities of the Board have increased due to the expansion of the Company's operations to include Crown Sydney, the enhancements made to the Company's corporate governance framework, and the ongoing requirement to respond to the various regulatory processes;
- the current fee pool was set at a time when the Board consisted of Executive and Nominee Directors; new independent Non-executive Directors are replacing these Directors who were not remunerated as part of the fee pool; and
- to ensure the Company is able to attract and retain quality, high-calibre independent Non-executive Directors, with a broad range of skills, experience and expertise to help drive the Company's transformation and remediation program.

The Board also intends to undertake a review of its Board committees and Crown's subsidiary entities with respect to their structure, composition and remuneration. This is in addition to considering any recommendations arising from regulatory processes as they relate to Crown's governance practices and structures.

Whilst no changes to either the fixed fee payable to Non-executive Directors or to the committee fee structure is proposed for FY22, the additional headroom in the fee pool will provide the Company with flexibility to implement any changes from this review and, if and when appropriate, assist in the management of Board succession planning.

No securities have been issued to Non-executive Directors under ASX Listing Rules 10.11 and 10.14 in the last three years. If Shareholders approve this resolution, the total aggregate amount of Non-executive Directors' fees payable each financial year will be up to \$3,000,000. If Shareholders do not approve this resolution, the total aggregate amount will remain up to \$2,500,000.

Additional information regarding the remuneration paid to each Non-executive Director for the financial year ended 30 June 2021, is set out in the Remuneration Report.

Given the interest in this matter of each Non-executive Director, the Board does not consider it appropriate to make a recommendation on this resolution.

## Item 7: Contingent resolution – conditional spill resolution

The Corporations Act was amended on 1 July 2011 to introduce the “two-strikes” rule. The two strikes rule provides that if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGMs are against adopting the remuneration report, members will have the opportunity to vote on a “spill resolution” (as described below).

At the 2020 AGM, at least 25% of the votes cast on the resolution to adopt the remuneration report were ‘against’ adopting the remuneration report. This constitutes a “first strike”.

If at least 25% of the votes cast on Item 3 are ‘against’ adopting the remuneration report at the 2021 AGM, this will constitute a second strike and the Company will be required to put Item 7 to the Meeting under section 250V of the Corporations Act (the spill resolution).

At the 2021 AGM, all items of business will be voted on by poll. The poll on all Items will remain open throughout the Meeting and, accordingly, the definitive outcome of voting on the remuneration report (Item 3) will not be known until after the Meeting closes. Therefore, the Company will put the spill resolution to the Meeting on a contingent and conditional basis.

If more than 75% of the votes cast on Item 3 are in favour of adopting the remuneration report at the 2021 AGM, then there will be no second strike and the voting outcome on Item 7 will have no effect.

The spill resolution will be considered as an ordinary resolution, meaning that no spill will occur unless more than 50% of the votes validly cast on the resolution are in favour of it.

If the spill resolution is passed, a further meeting of members must be held within 90 days (the spill meeting). Immediately before the end of the spill meeting, each of Jane Halton AO, Nigel Morrison\* and Bruce Carter\*, being the directors who approved the FY2021 Directors’ Report, cease to hold office (the Relevant Directors).

\* This assumes the director is elected or re-elected at the AGM.

Each Relevant Director is eligible to seek re-election as a director of the Company at the spill meeting.

If the spill meeting resolution is passed, members should note that each of the Relevant Directors intends to stand for re-election at the spill meeting.

In deciding how to vote on Item 7, the Board suggests that Shareholders take the following factors into account:

- substantial additional costs would be incurred if the Company is required to call and hold a spill meeting;
- the time and risk associated with new directors receiving probity and regulatory approvals (approximately 3 - 4 months);
- the potential disruption to the Company and the Board; and
- the current board has the skills and experience required to provide effective oversight of the Company.

The Board unanimously recommends that Shareholders vote **against** Item 7.

# Attachment A

## Summary of Material Terms and Conditions of Employment of Steve McCann

Commencement	1 June 2021
Conditional Offer	Mr. McCann's employment is subject to him obtaining and retaining all the necessary regulatory and probity approvals to undertake the position of Chief Executive Officer and Managing Director of Crown.
Term	No fixed term, ongoing until terminated by either party in accordance with the employment contract.
Fixed Remuneration	\$2,500,000 per annum (subject to annual review).
Sign-on Performance Rights	<p>Subject to Shareholder approval and other conditions including receiving and maintaining all regulatory and probity approvals, the Company will grant Mr. McCann 400,000 performance rights (Sign-on Performance Rights) as a one-off grant. The Sign-on Performance Rights will vest three years after commencement, subject to Mr. McCann being employed on the vesting date or if terminated by the Company without cause within the three-year period.</p> <p>The Sign-on Performance Rights will also vest if a "Fundamental Change" occurs pursuant to a transaction that results in a substantial diminution to Mr. McCann's role, including where he is no longer the Chief Executive Officer of an Australian publicly listed company.</p> <p>If vested each Sign-on Performance Right is an entitlement to a fully paid ordinary share in the Company.</p> <p>The Sign-on Performance Rights will be subject to the terms and conditions of a new Performance Rights Plan to be determined by the Board of the Company.</p> <p>If approval of the Company's Shareholders has not been obtained for the grant of the performance rights, the Company will pay the cash equivalent of the performance rights at the vesting date. Where Shareholder approval has not been obtained and a Fundamental Change occurs or Mr. McCann's employment is terminated without cause before the vesting date, the Company will pay the cash equivalent as calculated at that time, with an initial payment within statutory limits at the time of the Fundamental Change or termination of employment and the balance on the original vesting date had there been no Fundamental Change or had Mr. McCann remained in employment with the Company.</p>
Short-Term Incentive (STI)	The Company will provide Mr. McCann with an STI opportunity (commencing FY22) of \$1,500,000 at target and \$2,500,000 at maximum. Eligibility to earn an STI will be subject to Mr. McCann meeting the Company's gatekeeper provisions regarding behaviours and values. If eligible, an STI will be determined subject to achievement of non-financial and financial hurdles and other conditions set for each financial year. The Company Board may at its sole discretion determine that up to 50 per cent of any STI may be deferred for a period of up to 12 months from the date that the remainder of the STI is paid.
Long-Term Incentive (LTI)	<p>Subject to Shareholder approval and other conditions, the Company will grant Mr. McCann performance rights to the value of \$2,500,000 each financial year (LTI Performance Rights). Given the grant of Sign-on Performance Rights, no LTI Performance Rights will be granted until the commencement of the FY23 year.</p> <p>The LTI Performance Rights will be subject to a new Performance Rights Plan to be determined by the Board of the Company. Vesting of the LTI Performance Rights will be subject to an absolute and a relative test based on Crown Resorts total Shareholder return (TSR) compared to comparable ASX Listed companies, or one or more ASX indices (the Comparator Group).</p> <p>No LTI Performance Rights will vest unless the Company's TSR meets the 50th percentile of the Comparator Group at the relevant vesting date. If, at the relevant vesting date the Company's TSR performance is equal to or above the 50th percentile of the Comparator Group, then half of the LTI Performance Rights will vest, increasing on a straight-line basis, such that all LTI Performance Rights will vest if the Company's TSR is at or above the 75th percentile of the TSR of the Comparator Group.</p>
Notice Period	Either party may terminate the employment contract by providing 12 months' notice.
Post-employment	Mr. McCann is subject to post-employment non-solicit and non-compete restraints for 12 months commencing from the end of his employment.

Mr. McCann's Contract of Employment otherwise includes provisions customary to a role of this nature.



ABN 39 125 709 953

CWN

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 659 795 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Melbourne time) Tuesday, 19 October 2021**.

# Proxy Form - 2021 Annual General Meeting

## How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the proportion or number of votes you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you may specify the proportion or number of votes each proxy is appointed to exercise. When appointing a second proxy, write both names and the proportion or number of votes each proxy is appointed to exercise in Step 1 overleaf. If two proxies are appointed and you do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes (disregarding any fractions of votes).

**A proxy need not be a shareholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the shareholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Share Registry or the Company, please attach a certified copy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Virtual Meeting

The 2021 Annual General Meeting will be held as a virtual meeting. Shareholders and proxies may participate in the meeting by logging in to the online platform. For more information, refer to the Crown AGM User Guide enclosed.

#### Corporate Representative

If a representative of a corporate shareholder or proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers only (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia

**Comments & Questions:** If you have any comments or questions for the Company, please submit them at [www.investorvote.com.au](http://www.investorvote.com.au).



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a shareholder/s of Crown Resorts Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Crown Resorts Limited to be held virtually on Thursday, 21 October 2021 at 10:00am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2 below) even though Items 3, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on the items below by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2(a) Election of Director - Mr. Nigel Morrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b) Election of Director - Mr. Bruce Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(c) Election of Director - Dr. Ziggy Switkowski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of Sign-on Performance Rights issued to Mr. Steve McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of Potential Retirement Benefits for Mr. Steve McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval of increase to Non-Executive Director fee cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Contingent resolution</b>			
Item 7 Conditional spill resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in FAVOUR of the proposed resolutions for Items 2(a), 2(b), 2(c), 3, 4, 5, 6 and AGAINST the proposed resolution for Item 7. In exceptional circumstances, the Chairman of the Meeting may change her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Shareholder(s)

*This section must be completed.*

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receiving future Notices of Meeting & Proxy communications electronically

CWN

2 7 8 8 1 6 A



Computershare

