

# Notice of Annual General Meeting

Crown Resorts Limited ACN 125 709 953

Notice is given that the Annual General Meeting (AGM or Meeting) of the members of Crown Resorts Limited (the Company) will be held at Crown Ballroom 1, Lobby Level, Crown Towers Perth, Great Eastern Highway, Burswood, Western Australia on Thursday, 1 November 2018 at 10.00am (Perth time).

Members unable to attend the AGM are invited to vote by proxy on the resolutions to be considered at the AGM.

An Explanatory Statement and instructions on how to vote (including how to vote by proxy) are set out in this Notice of AGM.

## Business of the Annual General Meeting

### Ordinary Business

#### 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 auditor for the financial year ended 30 June 2018.

#### 2. Election of Directors

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

- (a) That Ms Jane Halton AO PSM, who retires in accordance with rule 5.1(e) of the Company's Constitution and, being eligible, is elected as a director.
- (b) That Mr Guy Jalland, who retires in accordance with rule 5.1(e) of the Company's Constitution and, being eligible, is elected as a director.
- (c) That Mrs Antonia Korsanos, who retires in accordance with rule 5.1(e) of the Company's Constitution and, being eligible, is elected as a director.
- (d) That Professor John Horvath AO, who retires in accordance with rule 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (e) That Mr Michael Johnston, who retires in accordance with rule 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.

#### 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 2018 be adopted.

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

### Voting Exclusion Statement (Item 3 – Remuneration Report)

As required by the *Corporations Act 2001* (Cth) (Corporations Act), the Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's key management personnel details of whose remuneration is disclosed in the Remuneration Report for the year ended 30 June 2018 and their closely related parties, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a member of the Company's key management personnel at the date of the AGM and their closely related parties.

However, the Company need not disregard a vote cast on Item 3 if it is 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 key management personnel.

By order of the Board



**Mary Manos**, Company Secretary

21 September 2018

# Notes and Voting Instructions

## How to Vote

### Voting methods

Members can vote in one of the following ways:

1. By attending the AGM and voting in person or by attorney or, in the case of corporate members, by corporate representative; or
2. By appointing a proxy to attend the AGM and to vote on their behalf by:
  - using the proxy form enclosed with this Notice of AGM; or
  - recording their proxy voting instructions on the internet at [www.investorvote.com.au](http://www.investorvote.com.au). To access this facility, members will need the meeting control number, 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.

### Voting in Person or by Attorney

Members are asked to arrive at the venue from 9.00am (Perth time) to allow for registration for the AGM. To help facilitate registration, please bring the proxy form enclosed with this Notice of AGM.

An individual attending the AGM as corporate representative must present satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company or Computershare, the Company's Share Registry, (the Share Registry). Attorneys should bring with them original or certified copies of the power of attorney under which they have been authorised to attend and to vote at the AGM, unless previously lodged with the Company or the Share Registry.

### Voting by Proxy

- A member entitled to attend and vote is entitled to appoint a proxy or, if the member is entitled to cast two or more votes at the AGM, appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member 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 speak at the AGM and to join in a demand for a poll.
- Where a member appoints two proxies or attorneys to vote at the AGM and the authority of one is not conditional on the other failing to attend or vote, the following rules apply:
  - on a show of hands, neither proxy or attorney may vote; and
  - on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
- A proxy, attorney or representative may be a member of the Company but does not have to be a member.
- A proxy form appointing a proxy or a document appointing an attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where the form or document so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the form or document.
- Members 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 attend the AGM, the Chairman of the Meeting will act in place of the nominated proxy. In each case, the Chairman of the Meeting will vote in accordance with any voting directions specified by the member in the proxy form or, where the member does not specify any voting instruction in the proxy form for an item of business, in accordance with the voting intentions of the Chairman of the Meeting in respect of undirected proxies set out on page 3.
- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 3 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form for that item of business.

## Undirected Proxies

Where the Chairman of the Meeting is appointed as proxy for a member entitled to vote, the Chairman of the Meeting will (where authorised) vote all undirected proxies IN FAVOUR of all of the proposed resolutions to be 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 member entitled to vote appoints the Chairman of the Meeting as their proxy and the member does not direct the Chairman of the Meeting how to vote on Item 3, the member 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 on the proxy form distributed with the Notice of AGM.

## Lodgement of Proxy Forms

To be effective, completed proxy forms must be returned by:

- Mail, to the Share Registry (using the envelope enclosed with this Notice of AGM) or hand delivered to 452 Johnston Street, Abbotsford, Victoria 3067; or
- Fax, to the Share Registry on 1800 783 447 from within Australia or +613 9473 2555 from overseas; or
- Mail, to the Company's registered office at Level 3, Crown Towers, 8 Whiteman Street, Southbank, Victoria 3006 (to the attention of the Company Secretary); or
- Electronically, via the electronic proxy voting instructions, which can be recorded on the internet at [www.investorvote.com.au](http://www.investorvote.com.au) OR for intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

so that they are received by no later than 10.00am (Perth Time) on Tuesday, 30 October 2018.

## Entitlement to Vote

The Board has determined that, for the purposes of the AGM (including voting at the AGM), members are those persons who are the registered holders of shares at 7.00pm (Melbourne time) on Tuesday, 30 October 2018.

## The 2018 Crown Resorts Limited Annual Report

Members who have elected to receive the Company's Annual Report (including the Financial Report) will find a copy of the Report (depending upon the election made) enclosed with this Notice of AGM.

Members who have not made an election to receive a hard copy of the Annual Report (including the Financial Report) are able to access the Report on the Company's website at <http://www.crownresorts.com.au> under the Investors & Media tab.

Election forms to receive a free hard copy of the Company's Annual Report (including the Financial Report) are available from the Share Registry.

# Explanatory Statement

## 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 members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Members 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. Members will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

## Item 2: Election of Directors

The Company's Constitution requires that an election of directors must take place each year. Each year (excluding the managing director and directors appointed to fill casual vacancies):

- 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.

Rule 5.1(e) of the Company's Constitution requires that Ms Halton AO PSM, Mr Jalland and Mrs Korsanos each retire from office at the AGM. Being eligible, each of them offers themselves for election as a director.

Pursuant to rule 5.1(f) of the Company's Constitution, Professor Horvath AO and Mr Johnston will each retire as a director of the Company at the AGM. Being eligible, each of them offers themselves for re-election as a director.

Information on the skills and experience for each of Ms Halton AO PSM, Mr Jalland, Mrs Korsanos, Professor Horvath AO and Mr Johnston is set out in the Company's 2018 Annual Report. Instructions on how to access a copy of that Report have been provided on page 3.

Those of the Company's directors who are not the subject of an election or re-election resolution, unanimously support the election of Ms Halton AO PSM, Mr Jalland and Mrs Korsanos and the re-election of Professor Horvath AO and Mr Johnston.

## Item 3: Remuneration Report

The Directors' Report for the year ended 30 June 2018 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 2018 Annual Report.

Members attending 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 the 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 members vote in favour of the resolution.

# How to find Crown Perth

You can use the map below to find the nearest transport routes to the location of the AGM – Crown Ballroom 1, Lobby Level, Crown Towers Perth, Great Eastern Highway, Burswood, Western Australia.

Members who require access support may contact +613 9292 8824 for assistance.

## By Train

Burswood train station is situated on the Thornlie rail line.

A courtesy bus leaves from the station to the main Crown Perth complex every 15 minutes and runs in both directions. For full rail services and timetables visit [www.transperth.wa.gov.au](http://www.transperth.wa.gov.au) or call the Transperth infoline on 13 62 13.

## By Car

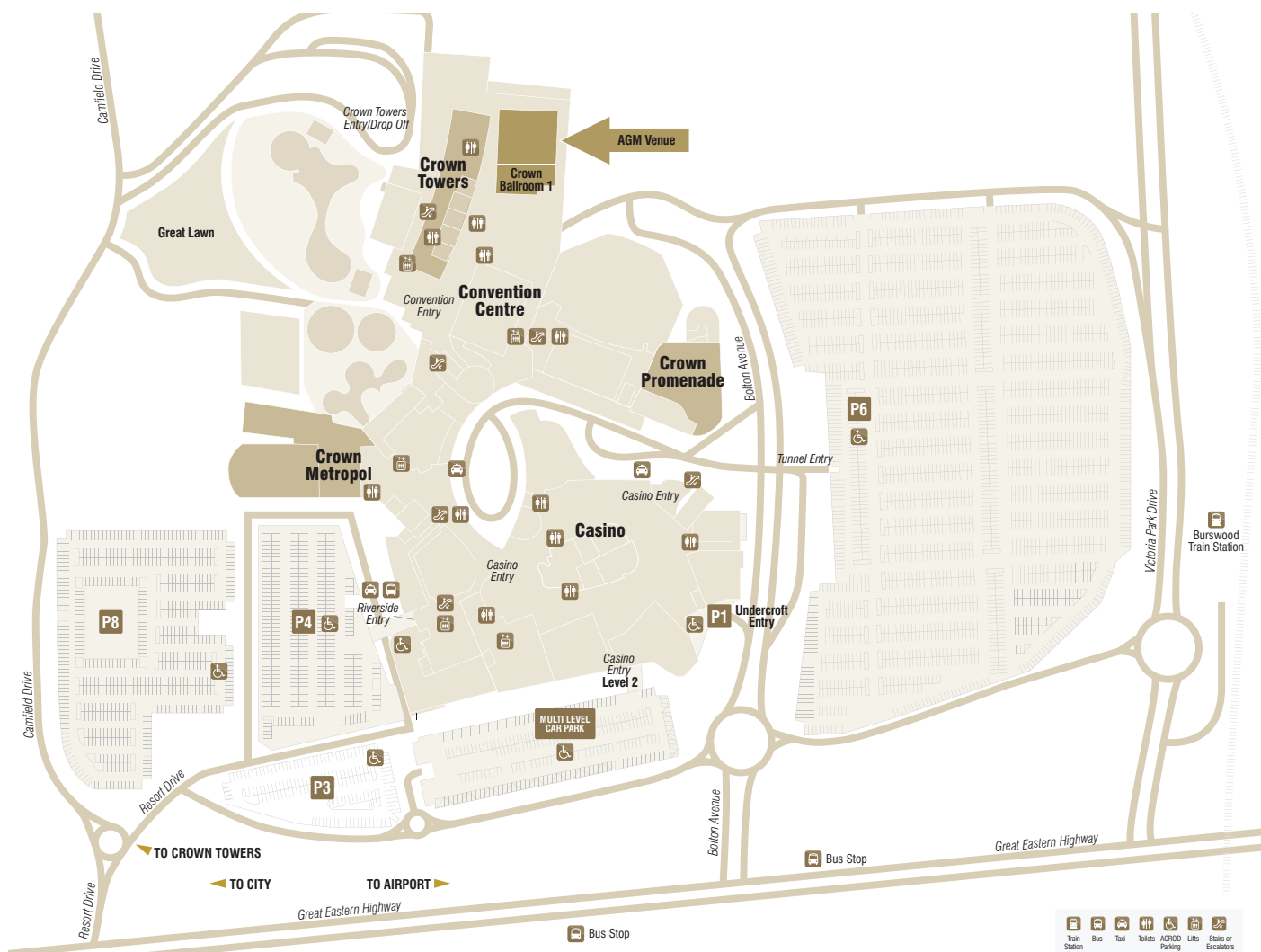
Crown Perth has complimentary car parking spaces in five accessible car parks as indicated on the map below (P3, P4, P6, P8 and Multi Level Car Park). Parking is available for people with disabilities.

## By Bus

Crown Perth is located close to a crossroad that provides bus services from around the Metro area. For full bus services and timetables visit [www.transperth.wa.gov.au](http://www.transperth.wa.gov.au) or call the Transperth Infoline on 13 62 13.

## By Taxi

Crown Perth is highly frequented by taxis and has taxi ranks at various entrances.







ABN 39 125 709 953

CWN

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

## Lodge your vote:

**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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

**For all enquiries call:**  
(within Australia) 1300 659 795  
(outside Australia) +61 3 9415 4000

## Proxy Form - 2018 Annual General Meeting

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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

**For your vote to be effective it must be received by 10:00am (Perth Time) on Tuesday, 30 October 2018**

### How to Vote on Items of Business

All your securities 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 securityholder of the Company.**

### Signing Instructions for Postal Forms

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy 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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

# Proxy Form

Please mark  to indicate your directions

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

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I/We being a member/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 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 at Crown Ballroom 1, Lobby Level, Crown Towers Perth, Great Eastern Highway, Burswood, Western Australia on Thursday, 1 November 2018 at 10.00am (Perth 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 Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is 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 below.

## 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 show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2a	Election of Director - Ms Jane Halton AO PSM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	Election of Director - Mr Guy Jalland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	Election of Director - Mrs Antonia Korsanos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2d	Re-election of Director - Professor John Horvath AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2e	Re-election of Director - Mr Michael Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote available undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /