

Notice of Annual General Meeting

Crown Resorts Limited ACN 125 709 953

Notice is given that the Annual General Meeting (AGM) of the members of Crown Resorts Limited (the Company) will be held at the River Room, Level 1, Crown Towers, 8 Whiteman Street, Southbank, Victoria on Thursday, 26 October 2017 at 10.00am (Melbourne 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 2017.

2. Election of Directors

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

- (a) That Mr James Packer, 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 Andrew Demetriou, who retires in accordance with rule 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (c) That Mr Harold Mitchell, 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 2017 be adopted.

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

As required by the *Corporations Act 2001* (Cth) (Corporations Act), no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2017, or a closely related party of any such member, may vote in any capacity (eg as a shareholder, proxy or corporate representative) on the proposed resolution in Item 3 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 3; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

The prohibition in the Corporations Act on members of the Company's key management personnel voting does not apply to the Chairman of the Meeting appointed as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote in that capacity on Item 3.

Special Business

4. Approval of Termination Benefits to Mr Rowen Craigie

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

That, for the purposes of sections 200B and 200E of the Corporations Act, approval is given for the Company to provide benefits to Mr Rowen Craigie in connection with Mr Craigie's retirement from a managerial or executive office with the Company, as described in the Explanatory Statement to this Notice of AGM.

As required by the Corporations Act, Mr Craigie and any of his associates must not cast a vote on the proposed resolution in Item 4 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 4; and
- the vote is not cast on behalf of Mr Craigie or any of his associates.

By order of the Board



Mary Manos, Company Secretary

21 September 2017

Notes and Voting Instructions

How to Vote

Members can vote in one of two 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. 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 (Melbourne 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. Each proxy will have the right to vote and to speak at the AGM.
- 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:
 - the appointment is of no effect and a proxy or attorney may not vote unless each proxy or attorney, as the case may be, is appointed to represent a specified proportion of the member's voting rights;
 - 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 below.
- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 3 (Remuneration Report) and Item 4 (Approval of Termination Benefits to Mr Rowen Craigie) by marking either "For", "Against" or "Abstain" on the proxy form for each of those items 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 or Item 4, the member authorises the Chairman of the Meeting in respect of either (or both) of those items 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 OR for intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions,

so that they are received by no later than 10.00am (Melbourne Time) on Tuesday, 24 October 2017.

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, 24 October 2017.

The 2017 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 Mr Packer retire from office at the AGM. Being eligible, Mr Packer offers himself for election as a director.

Pursuant to rule 5.1(f) of the Company's Constitution, Mr Demetriou and Mr Mitchell 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 Mr Packer, Mr Demetriou and Mr Mitchell is set out in the Company's 2017 Annual Report. Instructions on how to access a copy of that Report have been provided above.

Those of the Company's directors who are not the subject of an election or re-election resolution, unanimously support the election of Mr Packer and the re-election of Mr Demetriou and Mr Mitchell.

Item 3: Remuneration Report

The Directors' Report for the year ended 30 June 2017 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 2017 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.

Item 4: Approval of Termination Benefits to Mr Rowen Craigie

On 23 February 2017, the Company announced that after more than 20 years with the Crown group, its Chief Executive Officer and Managing Director, Mr Rowen Craigie would be stepping down from his role with effect from 28 February 2017. Mr Craigie ceased to be employed by the Company from that date.

Under the terms of Mr Craigie's employment contract (the key details of which have been disclosed to members since 2007 and have been included in each of the Company's Annual Reports since 2008, with the latest amendments announced to the ASX in February 2015 and disclosed in the Company's 2016 Annual Report) and the 2014 Crown Long Term Incentive Plan (2014 Crown LTI) Rules (details of which have been included in the Company's 2014, 2015, 2016 and 2017 Annual Reports), Mr Craigie is entitled to receive certain benefits in connection with his retirement as Chief Executive Officer and Managing Director of the Company. Accordingly, Mr Craigie and the Company entered into an agreement upon his retirement under which the Company agreed to provide those benefits to Mr Craigie consistent with his employment contract, as summarised below, subject to the approval of the members of the Company.

The Corporations Act provides that a company must not give a person a benefit in connection with that person's retirement from a managerial or executive office unless the benefit is approved by members or an exception applies.

As a result of amendments to section 200B of the Corporations Act introduced in 2009, termination benefits provided in connection with a person's retirement from a managerial or executive office which are in excess of 12 months' average annual base salary must not be provided to that person without member approval.

As announced to the ASX on 19 February 2015, and as subsequently disclosed in the Company's 2016 Annual Report, Mr Craigie's employment contract was varied to **reduce** the severance payment payable to Mr Craigie should Crown terminate Mr Craigie's employment from 24 months' base salary to 12 months' base salary. Mr Craigie's post-employment restraint was also reduced at that time from 24 months to 12 months.

Member approval is being sought for the purposes of sections 200B and 200E of the Corporations Act to enable the Company to provide the following payments to

Mr Craigie in accordance with the terms of his employment contract and in connection with his retirement from the managerial and executive office held by him:

BENEFIT	DETAILS	AMOUNT
Notice Pay	A payment equal to 12 months' fixed remuneration to be paid in lieu of Mr Craigie serving his notice period of 12 months. The Notice Pay is a benefit payable to Mr Craigie in accordance with the terms of his employment contract as disclosed to members in February 2015 and in the Company's 2016 Annual Report.	\$3,136,350
Severance Pay	A payment equal to 12 months' fixed remuneration to be paid as a result of the early termination by the Company of Mr Craigie's employment. Under Mr Craigie's employment contract, Mr Craigie's 12 month post-employment restraint is tied to, and is conditional upon, the receipt of the Severance Pay. Accordingly, should the approval of Mr Craigie's termination benefits not be obtained at the AGM, Mr Craigie's post-employment restraint will cease at that time. The Severance Pay is a benefit payable to Mr Craigie in accordance with the terms of his employment contract as disclosed to members in February 2015 and in the Company's 2016 Annual Report.	\$3,136,350

Additionally, in accordance with the 2014 Crown LTI Rules, the Board has determined that, subject to the receipt of member approval at the AGM, the 254,821 Participant Shares held on trust for Mr Craigie be released to Mr Craigie prior to the end of Plan Year 4 (ie 30 June 2018). Under the 2014 Crown LTI Rules, Mr Craigie's 254,821 Participant Shares would otherwise continue to be held on trust and be released to Mr Craigie at the end of Plan Year 4. As Mr Craigie is entitled, under the 2014 Crown LTI, to any dividends payable in relation to the 254,821 Participant Shares, the value of the early release of the 254,821 Participant Shares is the ability to trade these shares prior to the end of Plan Year 4, which is not able to be quantified.

Under the 2014 Crown LTI Rules, upon the achievement by the Company of certain earnings per share hurdles at the end of each Plan Year, a Participant's entitlement to a portion of the potential maximum bonus which may be achieved under the 2014 Crown LTI will vest 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%

As previously disclosed in the Company's 2015 and 2016 Remuneration Reports, the applicable earnings per share hurdles were satisfied for each of Plan Year 1 and Plan Year 2.

The 2014 Crown LTI Rules provide that where a Participant leaves the employment of the Company, rights to any unvested portion of the bonus will cease. As Mr Craigie's employment with the Company ceased part way through Plan Year 3, Mr Craigie has no entitlement to receive a bonus for Plan Years 3 and 4 but is entitled (without the exercise of any discretion by the Board) to receive the first two vested tranches of his bonus for Plan Years 1 and 2 comprising 254,821 Participant Shares. This represents 35% (less than half) of the maximum bonus granted to Mr Craigie under the 2014 Crown LTI despite the earnings per share hurdles for the 2014 Crown LTI having been met for two of the four years (ie half of the life of the plan).

Member approval is being sought in relation to the benefit constituted by the early release of the Participant Shares in connection with Mr Craigie's retirement from the managerial and executive office held by him. As noted above, in the absence of member approval, Mr Craigie's Participant Shares will be released to Mr Craigie at the end of Plan Year 4.

A detailed description of the 2014 Crown LTI is included in the Remuneration Report which is set out in the Company's 2017 Annual Report.

The benefits noted above are in addition to statutory entitlements and accrued contractual entitlements, comprised of outstanding remuneration, annual leave and long service leave, which were provided to Mr Craigie upon cessation of his employment with the Company.

Mr Craigie will not be paid a short term incentive in relation to his employment for the financial year ended 30 June 2017. Subject to and conditional upon the receipt of member approval at the AGM, the Company has agreed to:

- pay Mr Craigie the Notice Pay and the Severance Pay; and
- procure the early release of the Participant Shares presently held on trust for Mr Craigie under the 2014 Crown LTI, within 10 Business Days after the date of receipt of member approval.

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

How to find Crown Towers Melbourne

You can use the map below to find the nearest transport routes to the location of the AGM – the River Room, Level 1, Crown Towers, 8 Whiteman Street, Southbank, Victoria.

By Train

Both Flinders Street Station and Southern Cross Station are within walking distance.

By Car

Crown Melbourne has over 5,000 car parking spaces in two very accessible car parks. A two level basement car park located under the main site provides convenient access from Kings Way (both North and South), Whiteman Street and Southbank Boulevard.

Complimentary parking will be available for members for the multi-level car park only. Entrances to the multi-level car park are from Haig Street or Clarke Street and from Kings Way, city bound. Members wishing to take advantage of the free parking offer must present their multi-level car park ticket and Shareholder Registration Card to the Cloak Room located near the River Room near the top of the escalators on Level 1 of Crown Towers for validation prior to departure.

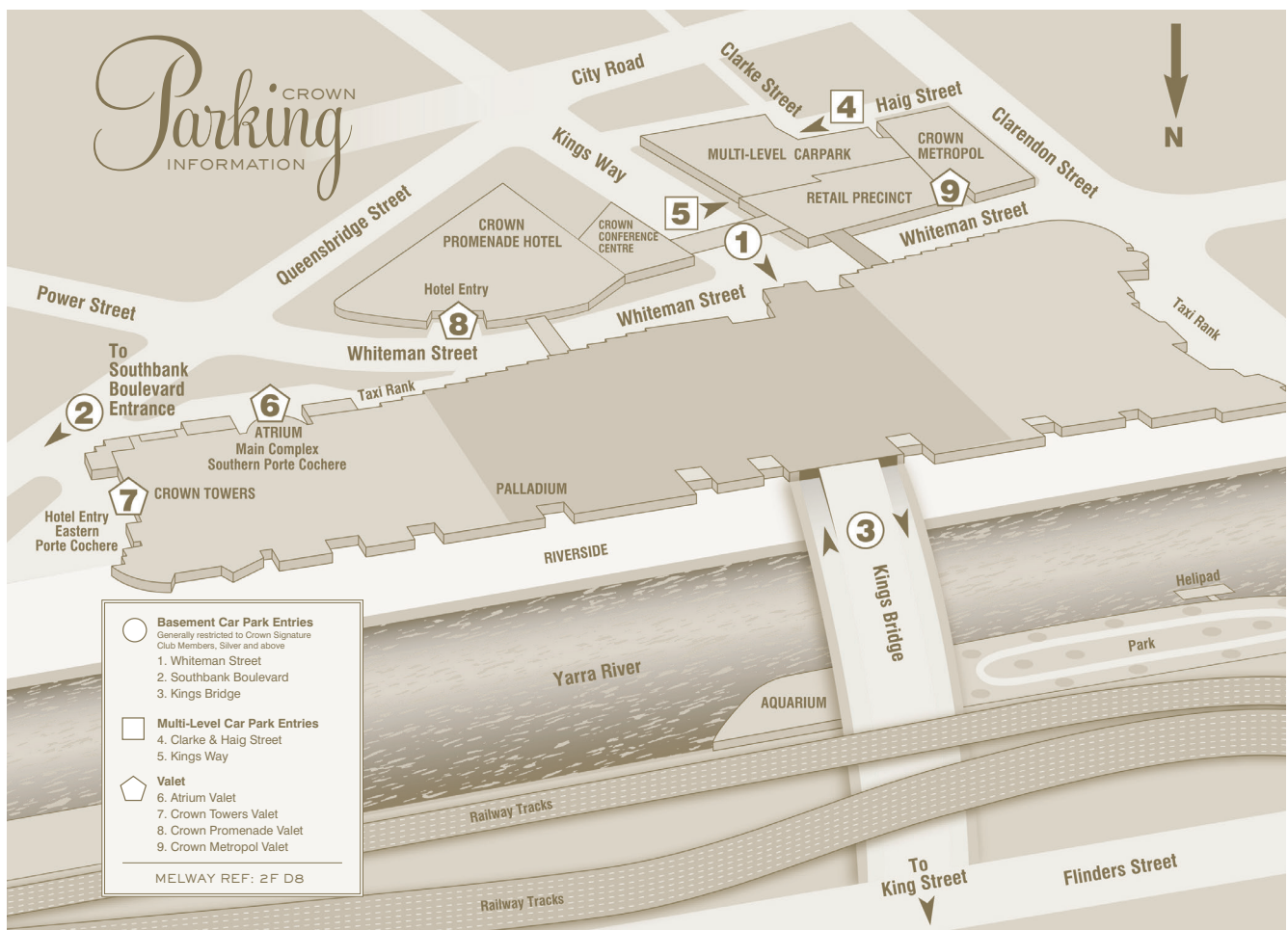
Parking for those with disabilities is provided in both the multi-level and basement car parks, in various locations adjacent to lift lobbies.

By Tram

The Queensbridge Street tram stop is closest to the AGM venue.

By Taxi

Crown Melbourne is highly frequented by taxis and has taxi ranks at both ends of the complex.





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



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

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(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form - 2017 Annual General Meeting

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Vote and view the annual report online

- Go to 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: I999999999

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 (Melbourne Time) on Tuesday, 24 October 2017

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 percentage or number of securities 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 must specify the percentage of votes or number of securities for each proxy. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

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, 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 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.



I 9999999999

IND

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 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 the River Room, Level 1, Crown Towers, 8 Whiteman Street, Southbank, Victoria on Thursday, 26 October 2017 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 and 4 (except where I/we have indicated a different voting intention below) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of 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 - Mr James Packer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	Re-election of Director - Mr Andrew Demetriou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	Re-election of Director - Mr Harold Mitchell	<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 Termination Benefits to Mr Rowen Craigie	<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. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any item, in which case an ASX announcement will be made.

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