



Notice of Annual General Meeting

Crown Limited ACN 125 709 953

Notice is given that the Annual General Meeting (**AGM**) of the members of Crown Limited (the Company) will be held at the Astral Ballroom, Convention Centre, Crown Perth, Great Eastern Highway, Perth, Western Australia on Tuesday, 30 October 2012 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 meeting.

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 2012.

2. *Election of Directors*

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

- (a) That Ms Helen Coonan, who retires in accordance with clause 5.1(e) of the Company's Constitution and, being eligible, is elected as a director.
- (b) That Mr Benjamin Brazil, who retires in accordance with clause 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (c) That Mrs Rowena Danziger, who retires in accordance with clause 5.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- (d) That Professor John Horvath, who retires in accordance with clause 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 clause 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 2012 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 (Corporations Act)*, no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member, may vote in any capacity (e.g. 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 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 (see pages 3 and 4 for further information).

Notice of Annual General Meeting *continued*

Contingent Business

4. Holding a Spill Meeting

Condition for Item 4: Item 4 will be considered at the AGM only if at least 25% of the votes cast on Item 3 are against the adoption of the Remuneration Report. The Explanatory Notes further explain the circumstances in which Item 4 will be put to the meeting.

If the condition (described above) is satisfied, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

That, as required by the Corporations Act:

- (a) a meeting of the Company's members be held within 90 days of the date of the 2012 Annual General Meeting (the **spill meeting**);
- (b) each of John Alexander, Benjamin Brazil*, Helen Coonan*, Christopher Corrigan, Rowena Danziger*, Geoffrey Dixon, John Horvath*, Ashok Jacob, Michael Johnston*, Harold Mitchell and James Packer cease to hold office immediately before the end of the spill meeting; and
- (c) 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.

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

As required by the Corporations Act, no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) 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 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 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 4 (see pages 3 and 4 for further information).

By order of the Board



Michael J Neilson, Company Secretary

26 September 2012

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 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 their holder identification number (HIN) or security holder 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 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 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 meeting, 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 (Holding a Spill Meeting) by marking either "For", "Against" or "Abstain" on the proxy form for each of those items of business.

Undirected Proxies

- 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 may authorise the Chairman of the Meeting in respect of those items to exercise the proxy notwithstanding those items are 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.
- 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, other than in relation to Item 4 (Holding a Spill Meeting) where the Chairman of the Meeting intends to vote AGAINST the proposed resolution. **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.**

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 (Perth time) on Sunday, 28 October 2012.

Proxy forms or proxy voting instructions received after this time will be invalid.

The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney or the power itself must be received by the Share Registry at either of the postal addresses listed above or by fax before 10.00am (Perth time) on Sunday, 28 October 2012. If faxed, the power of attorney must be certified.

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 (Perth time) on Sunday, 28 October 2012.

The 2012 Crown Limited Annual Report

Members who completed an election form 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 did not make 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.crownlimited.com/annual_reports.

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 meeting 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; 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 Coonan retire from office at the AGM. Being eligible, Ms Coonan offers herself for election as a director.

Pursuant to rule 5.1(g) of the Company's Constitution, Mr Brazil, Mrs Danziger, Professor Horvath and Mr Johnston will each also 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 Coonan, Mr Brazil, Mrs Danziger, Professor Horvath and Mr Johnston is set out in the Company's 2012 Annual Report. Instructions on how to access a copy of that Report have been provided above.

Those of Crown's directors who are not the subject of a re-election resolution, support the election of Ms Coonan, and the re-election of Mr Brazil, Mrs Danziger, Professor Horvath and Mr Johnston.

Item 3: Remuneration Report

The Directors' Report for the year ended 30 June 2012 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 on pages 52 to 72 of the Company's 2012 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.

Item 4: Holding a Spill Meeting

The Corporations Act was amended in June 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 last year's AGM, at least 25% of the votes cast on the resolution to adopt the remuneration report were against adopting the 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 2012 AGM this will constitute a second strike and Item 4 will be put to the meeting and voted on as required by section 250V of the Corporations Act (the **spill resolution**).

If less than 25% of the votes cast on Item 3 are against adopting the remuneration report at the 2012 AGM, then there will be no second strike and Item 4 will not be put to the meeting.

If put, the spill resolution will be considered as an ordinary resolution.

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 John Alexander, Benjamin Brazil*, Helen Coonan*, Christopher Corrigan,

Rowena Danziger*, Geoffrey Dixon, John Horvath, Ashok Jacob, Michael Johnston*, Harold Mitchell* and James Packer, being the directors (other than the Chief Executive Officer and Managing Director) who approved the last 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 resolution is passed, members should note that each of the Relevant Directors intends to stand for re-election at the spill meeting.

The spill resolution has the potential that the entire board (other than the Chief Executive Officer and Managing Director) is removed from office. The Company has been informed by Consolidated Press Holdings Group, a group related to Mr James Packer that holds 48.09% of the Company's shares, that if the spill meeting is held, it will vote its shares in favour of the re-election of all directors

How to find Crown Perth

You can use the map below to find the nearest transport routes to the location of the AGM – the Astral Ballroom, Convention Centre, Crown Perth, Great Eastern Highway, Perth, Western Australia.

By Train

Crown Perth train station is located approximately 70 metres from the east end of The Dome at Crown Perth, and is situated on the Thornlie rail line.

A courtesy bus leaves from the station to the main Complex every 15 minutes and runs in both directions. The bus is not suitable for wheelchairs. For full rail services and timetables visit www.transperth.wa.gov.au or call the Transperth infoline on 13 62 13.

By Car

Plenty of undercover and monitored parking is available at the venue. Complimentary parking vouchers will be available for members. Members wishing to take advantage of the free parking offer must present their car park ticket and Shareholder Registration Card to the Convention Centre Information Desk on their way to the venue.

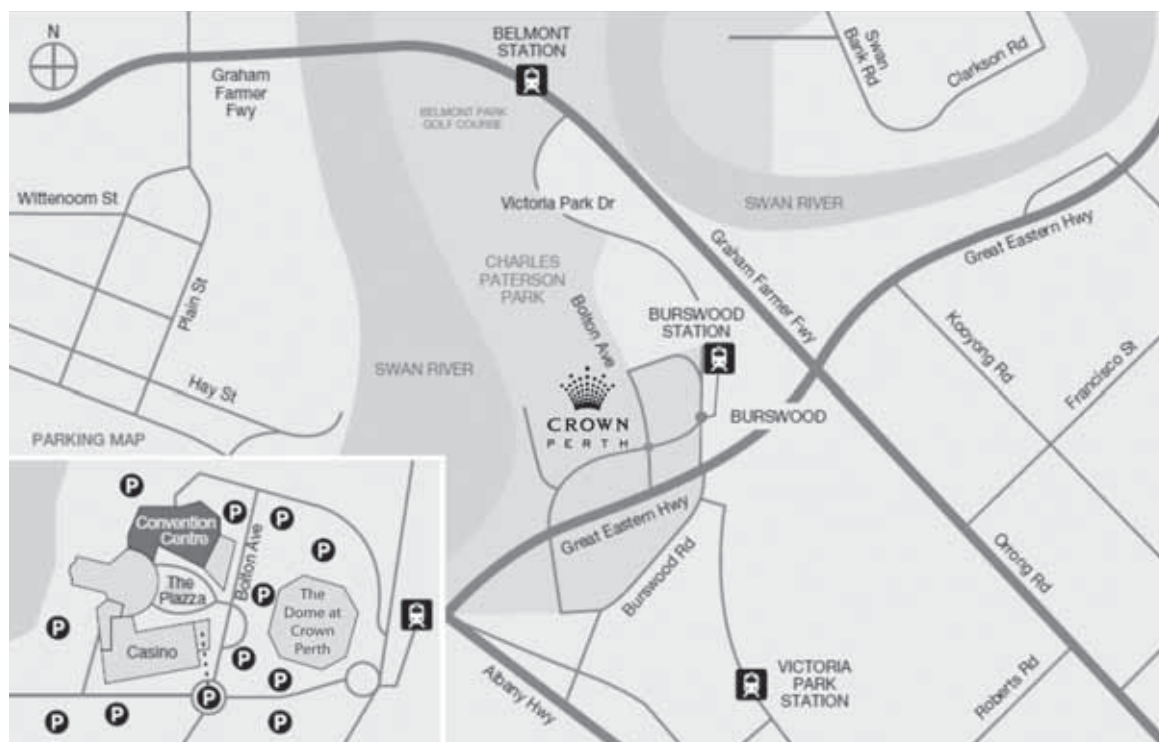
Parking for those with disabilities is provided in all parking areas.

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 or call the Transperth Infoline on 13 62 13.

By Taxi

Crown Perth is highly frequented by taxi cabs and has a taxi rank at the entrance.





ABN 39 125 709 953

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

In Person:

Share Registry - Computershare Investor Services Pty Limited
452 Johnston Street, Abbotsford, Victoria 3067
Registered Office - C/- Company Secretary, Crown Limited
Level 3, Crown Towers, 8 Whiteman Street, Southbank, Victoria 3006

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

For all enquiries call:

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



000001 000 CWN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form - 2012 Annual General Meeting



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 19999999999

PIN: 99999



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

For your proxy appointment to be effective it must be received by 10:00am (Perth time) on Sunday, 28 October 2012

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 (where permitted) may vote as they choose. 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 percentage or the securities you wish to vote must not exceed 100% or your voting entitlement.

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, otherwise the appointment will be of no effect. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. **The rules in relation to the appointment of proxies are set out more fully in the Notice of Annual General Meeting accompanying this form.**

A proxy need not be a securityholder of the Company.

Signing Instructions for Proxy 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 this form is signed on behalf of the securityholder under a Power of Attorney and 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.

Attending the Meeting

Bring this form to assist with 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.computershare.com.

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

XX

I/We being a member/s of Crown Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting as your proxy. 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 in respect of each item of business, 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, as the proxy sees fit) at the Annual General Meeting of Crown Limited to be held at the Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Highway, Perth, Western Australia on Tuesday 30 October 2012 at 10:00am (Perth time) and at any adjournment 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 as he sees fit (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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote undirected proxies against that item.

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 Items 3 and 4 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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 2a Elect Ms Helen Coonan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b Re-elect Mr Benjamin Brazil as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c Re-elect Mrs Rowena Danziger as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2d Re-elect Professor John Horvath as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2e Re-elect Mr Michael Johnston as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CONTINGENT BUSINESS

Item 4 Holding a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Note: Item 4 will only be considered at the meeting if the condition described in the Notice of Annual General Meeting is satisfied.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each item of business, with the exception of Item 4 where the Chairman of the Meeting intends to vote undirected proxies against that item.

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 / / _____