

Remuneration Report

INTRODUCTION

Content of the Report

This Remuneration Report for the year ended 30 June 2011, outlines the Director and executive remuneration arrangements of Crown in accordance with the requirements of the Corporations Act (Cth) 2001 and its Regulations. For the purposes of this report, key management personnel (KMP) of the Crown group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Crown group, directly or indirectly, including any Director (whether executive or otherwise) of the parent company. For further details of KMP, refer to note 30 of the Financial Report.

The disclosures in the Remuneration Report have been audited.

Persons to whom Report applies

The remuneration disclosures in this Report cover the following persons:

Non-Executive Directors

- Benjamin A Brazil
- Christopher D Corrigan
- Rowena Danziger
- Geoffrey J Dixon
- David L Gyngell (appointed 13 September 2010 and resigned 25 November 2010)
- John S Horvath (appointed 9 September 2010)
- Ashok Jacob
- Michael R Johnston
- Harold C Mitchell (appointed 10 February 2011)
- Richard W Turner (resigned 1 May 2011)

Executive Directors

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

Other company executives and key management personnel

- Kenneth M Barton (Chief Financial Officer)
- David G Courtney (Chief Executive Officer, Crown Melbourne Limited until 8 October 2010)
- Barry J Felstead (Chief Executive Officer, Burswood Limited)
- Greg F Hawkins (Deputy Chief Executive Officer, Crown Melbourne Limited from 6 December 2010)
- W Todd Nisbet (Executive Vice President – Strategy and Development from 9 August 2010)

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

As shareholders are aware, Crown acquired the majority of its gaming assets in December 2007 via two schemes of arrangement between the then Publishing and Broadcasting Limited (PBL) (now Consolidated Media Holdings Limited (CMH)), Crown and their respective shareholders. Remaining references in this report to the PBL Scheme and the Demerger Scheme are references to those schemes. The disclosure document which detailed the terms of the Schemes (the PBL Scheme Booklet) remains available for viewing on the Crown website.

OVERVIEW OF REMUNERATION POLICY

Philosophy

The performance of the Crown group is dependent upon the quality of its Directors, senior executives and employees.

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

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

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

Non-Executive Directors

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

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

In forming a view of the appropriate level of Board fees to be paid to Non-Executive Directors, the Committee may also elect to receive advice from independent remuneration consultants, if necessary.

Details regarding the composition of the Committee and its main objectives are outlined in the Corporate Governance Statement. During the year, the Nomination and Remuneration Committee was restructured so that it is now comprised solely of Non-Executive independent directors.

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

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

Senior Executives

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

DETAILS OF SENIOR EXECUTIVE REMUNERATION STRUCTURE

Fixed remuneration

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

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

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

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

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

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

Any payments relating to redundancy or retirement are as specified in each relevant Senior Executive's contract of employment. For summaries of Senior Executive contracts of employment, see page 61.

Performance based remuneration

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

- Short Term Incentives (STI);
- Long Term Incentives (the Crown LTI); and
- an Executive Share Plan (ESP).

Short Term Incentives (STI)

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

Individuals may be paid an STI following an assessment of the performance of the Crown group in the previous year and the performance of the individual against agreed annual KPOs. Senior Executives have a potential or target STI, which is subject to the Crown group's performance and the achievement of the Senior Executive's KPOs established at the beginning of each financial year. A key focus is on the achievement of the Crown group's annual business plan and budget.

Financial performance objectives (including performance against budgeted normalised EBITDA¹ and/or net profit after tax) have been chosen as Crown considers they are the best way to align performance outcomes with shareholder value.

Appropriate non-financial performance objectives (such as strategic goals, operational efficiencies and people development) are also included in a Senior Executive's KPOs where they are within that Senior Executive's sphere of influence and are relevant to the Senior Executive's area of work. These metrics are aligned with the achievement of Crown's business plan.

The performance of each Senior Executive against the financial and non-financial KPOs is reviewed on an annual basis.

Whether KPOs have been achieved is determined by the Chief Executive Officer and Managing Director having regard to the operational performance of the business or function in which the Senior Executive is involved and the Chief Executive Officer and Managing Director's assessment of the attainment of the individual's KPOs.

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

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

2010 Crown LTI (Crown LTI)

The Crown LTI was designed as a successor long term incentive to the Gaming LTI (which ceased on 30 June 2010 and was described in previous Reports) and is designed to be paid to participating Senior Executives partly in cash and partly in Crown shares. The Crown LTI has been made available to selected senior executives with effect from 1 July 2010. The Crown LTI rewards relevant senior executives for achieving certain earnings per share targets over the four year period from 1 July 2010 to 30 June 2014.

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

Each relevant senior executive will be eligible to receive a bonus under the Crown LTI. The bonus will vest in tranches at the end of each financial year from FY11 to FY14 if adjusted Crown group earnings per share, calculated as normalised net profit after tax (excluding the contribution made by Melco Crown Entertainment Limited) divided by the weighted average number of Crown shares on issue (EPS) meets the relevant EPS target. Specifically, the bonus will vest in the following proportions: 15% if the FY11 EPS target is met; 20% if the FY12 EPS target is met; 25% if the FY13 EPS target is met; and 40% if the FY14 EPS target is met.

In each financial year from FY11 to FY13, if Crown meets its EPS target in that financial year, the cash proceeds of the vested cash bonus will then be used by Crown to purchase Crown shares on market which will be held on trust for the senior executive.

In FY14, if Crown meets its EPS target in that financial year, each senior executive will receive their bonus in cash.

If Crown does not reach its EPS target in FY11, FY12 or FY13 then a bonus for that year will not vest. However, if on a cumulative basis, the EPS targets over all four years are met, then at the end of FY14, any previously “unvested” bonuses will vest and be paid to the relevant senior executive in cash.

After the end of FY14, Crown will:

- transfer any Crown shares held in trust on behalf of a senior executive to that senior executive; and
- pay any cash component which may then be payable.

If a senior executive's employment with Crown ceases, then the senior executive would not be entitled to any part of his or her Crown LTI bonus, except for where the senior executive's employment has been terminated by Crown without cause, in which case the senior executive will be entitled to any vested bonus (in the form of shares held on trust). Shares may only be transferred to a senior executive if that transfer does not constitute an unlawful termination benefit. Shares which cannot be transferred at the date of termination will only transfer to the senior executive after the end of FY14, in accordance with the terms of the Crown LTI.

In the case of Mr Craigie, Mr Barton and Mr Nisbet, part of the bonus to which they are eligible (the MCE Contribution Bonus) is dependent on Melco Crown Entertainment Limited (MCE) achieving certain “Contribution” targets. MCE Contribution is defined as Crown's percentage interest in MCE from time to time, multiplied by the normalised net profit after tax of MCE in respect of each financial year from FY11 to FY14. The MCE Contribution Bonus is independent of the portion of the bonus which is referable to meeting the nominated earnings per share targets (EPS Bonus). Accordingly, Mr Craigie, Mr Barton and Mr Nisbet may achieve some or all of their entitlement to the MCE Contribution Bonus without achieving any part of the EPS Bonus and the converse also applies.

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

| Senior Executive | Maximum Value over four year period | 30 June 2011 (15%) | 30 June 2012 (20%) | 30 June 2013 (25%) | 30 June 2014 (40%) |
|------------------|---|-----------------------|-----------------------|-----------------------|-----------------------|
| Rowen Craigie | \$12,300,000 | \$1,845,000 | \$2,460,000 | \$3,075,000 | \$4,920,000 |
| Barry Felstead | \$3,600,000 | \$540,000 | \$720,000 | \$900,000 | \$1,440,000 |
| Greg Hawkins* | \$3,000,000 | \$271,500 | \$642,000 | \$802,500 | \$1,284,000 |
| Ken Barton | \$4,500,000 | \$675,000 | \$900,000 | \$1,125,000 | \$1,800,000 |
| Todd Nisbet | \$5,250,000 | \$787,500 | \$1,050,000 | \$1,312,500 | \$2,100,000 |

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

In FY11, Crown did not meet the relevant EPS target and accordingly, EPS Bonuses for FY11 have not vested. The MCE Contribution targets for FY11 were, however, achieved. Accordingly, an entitlement to 15% of their potential MCE Contribution Bonus for each of Mr Craigie, Mr Barton and Mr Nisbet has vested.

Set out below are the vested bonus amounts for the above participants in respect of FY11:

| Senior Executive | Maximum Value over four year period | Vested in relation to the financial year ended 30 June 2011 |
|------------------|-------------------------------------|---|
| Rowen Craigie | \$12,300,000 | \$270,000 |
| Barry Felstead | \$3,600,000 | Nil |
| Greg Hawkins | \$3,000,000 | Nil |
| Ken Barton | \$4,500,000 | \$75,000 |
| Todd Nisbet | \$5,250,000 | \$135,000 |

In accordance with the rules of the Crown LTI, the vested component of the cash bonus will be applied by Crown to fund the purchase of Crown shares on market, which are to be held on trust for each of Mr Craigie, Mr Barton and Mr Nisbet until the end of FY14.

Executive Share Plan (ESP)

During the year, certain Crown executives participated in an ESP which was approved by the PBL Shareholders at the 1994 Annual General Meeting.

The key features of the ESP are as follows:

- Crown Directors determine the number of Crown shares to be issued under the ESP;
- the total number of shares which can be issued under the ESP is limited to 2% of the issued capital of Crown;
- the price payable for each Crown share issued under the ESP is the weighted average share market price over the five business days up to and including the date that the offer of Crown shares is accepted;
- on completion of each year of service after the issue date, and subject to the performance hurdle summarised below, 25% of a participating executive's Crown shares are released from restrictions on transfer, with the loan repayable in year five (Expiry Date);
- subscription moneys for shares are funded by a loan from Crown that is fully repayable after five years, or earlier, upon cessation of employment of the executive;
- if a participating executive sells Crown shares which are no longer subject to transfer restrictions before the Expiry Date, the executive must pay the issue price for each Crown share towards repayment of the relevant portion of the loan;
- loan funds provided by Crown to acquire shares are provided on a limited recourse basis; and
- interest payable on the loan funds is equal to dividends received on the relevant Crown shares from time to time.

Crown ESP shares are subject to a performance condition, requiring a 7% compound annual growth in the Crown share price in order that the relevant portion of shares vest and be released from restrictions under the ESP.

If a share price hurdle is not exceeded, that 25% share parcel remains restricted until the hurdle is exceeded in a subsequent anniversary. If the hurdle is ultimately not exceeded, the shares will be transferred back to Crown.

Determination that hurdles have been achieved will be provided to the Chief Executive Officer and Managing Director by the Company Secretary.

Only executives of Crown can participate in the ESP. Mr James Packer does not participate.

There have been no issues of shares under the ESP since 2007 and there were no new issues of Crown ESP shares made in the 2011 financial year. No new ESP shares will be issued in the future. None of the executives met their share price performance hurdles during the 2011 financial year. The consequence of this is that no issued ESP Shares were released from limitations under the Plan Rules. The ESP is now in run off mode.

As at 30 June 2011, a total of 4,952,807 ESP shares were on issue, representing 0.65% of Crown's capital.

The Senior Executives who at 30 June 2011 had ESP shares for which loans were still outstanding, or had repaid loans during the year, are as follows:

| Senior Executive | Issue Date | Issue Price (Per Share) ¹ | Number of Crown ESP Shares Issued | Crown ESP Loan | Released from Limitations During the year % ² | Loan Outstanding | Number of ESP Shares for which Loan still outstanding | Shares sold During Year | Loan Expiry Date |
|-----------------------------|------------|--------------------------------------|-----------------------------------|----------------|--|------------------|---|-------------------------|------------------|
| Rowen Craigie | 30-Oct-06 | \$10.35 | 409,694 | \$4,242,000 | NIL | \$4,242,000 | 409,694 | NIL | 30-Oct-11 |
| | 30-Oct-06 | \$11.42 | 585,276 | \$6,682,500 | NIL | \$6,682,500 | 585,276 | NIL | 30-Oct-11 |
| | 23-Nov-07 | \$12.15 | 292,638 | \$3,556,875 | NIL | \$3,556,875 | 292,638 | NIL | 23-Nov-12 |
| | 23-Nov-07 | \$12.29 | 1,053,494 | \$12,946,500 | NIL | \$12,946,500 | 1,053,494 | NIL | 23-Nov-12 |
| David Courtney ³ | 23-Feb-06 | \$10.35 | 204,847 | \$2,121,000 | NIL | \$2,121,000 | 204,847 | NIL | 23-Feb-11 |
| | 30-Aug-06 | \$11.42 | 263,374 | \$3,007,125 | NIL | \$3,007,125 | 263,374 | NIL | 30-Aug-11 |
| | 06-Mar-07 | \$12.15 | 175,581 | \$2,134,125 | NIL | \$2,134,125 | 175,581 | NIL | 06-Mar-11 |
| Barry Felstead ⁴ | 30-Aug-06 | \$11.42 | 117,055 | \$1,336,500 | NIL | \$1,336,500 | 117,055 | NIL | 30-Aug-11 |
| | 06-Mar-07 | \$12.15 | 117,055 | \$1,422,750 | NIL | \$1,422,750 | 117,055 | NIL | 06-Mar-12 |

Notes:

1. The fair value per Crown ESP share for each allotment date under the ESP is as follows: 23 February 2006: \$1.92; 30 August 2006: \$2.51; 6 March 2007: \$3.72; 21 June 2007: \$3.77. Shares allotted to Mr Craigie on 23 February 2006 and 30 August 2006 were issued on 30 October 2006, following receipt of shareholder approval. Shares allotted to Mr Craigie on 6 March 2007 and 21 June 2007 were issued on 23 November 2007, following the receipt of shareholder approval.
2. None of the executives met their share price performance hurdles during FY11. The consequence of this is that no ESP Shares were released from limitations under the Plan Rules. These ESP Shares remained subject to the limitations under the Plan Rules.
3. The five year anniversary of the issue date of two tranches of shares held by Mr Courtney occurred during or since year end. Loans referable to those shares have been recalled by Crown. The shares are in the process of being divested and the proceeds will be applied to satisfy outstanding loans owed by Mr Courtney to Crown on a limited recourse basis.
4. The five year anniversary of the issue date of one tranche of shares held by Mr Felstead occurred after year end. Loans referable to those shares have been recalled by Crown. The shares are in the process of being divested and the proceeds will be applied to satisfy outstanding loans owed by Mr Felstead to Crown on a limited recourse basis.

Relationship between policy and performance

As detailed above, various elements of Crown's remuneration policy are linked to company performance, either by requiring the achievement of a predetermined earnings per share target or level of normalised EBITDA. In summary:

- An STI may be payable if Crown achieves its budgeted financial objectives and where an individual achieves his or her annual KPOs, assessed using a combination of financial and non-financial measures;
- The Crown LTI may be payable where Crown achieves predetermined adjusted earnings per share targets in financial years 2011, 2012, 2013 and 2014;
- A component of the Crown LTI may be payable to key senior executives involved in managing the performance of Melco Crown Entertainment Limited (MCE), where MCE has achieved predetermined contribution targets; and
- The terms of the ESP include share price performance hurdles.

This year, normalised EBITDA generated by Crown Melbourne and Burswood, Crown's wholly owned Australian casinos, grew by 1.8%. The compound average normalised EBITDA growth for Crown Melbourne and Burswood for the five year period commencing from financial year 2006 through to financial year 2011 was 6.0%.

Crown was admitted to the official list of the ASX on 3 December 2007. Accordingly, the table below sets out information about movements in shareholder wealth for the years ended 30 June 2008, 30 June 2009, 30 June 2010 and 30 June 2011.

| | Year ended 30 June 2008 | Year ended 30 June 2009 | Year ended 30 June 2010 | Year Ended 30 June 2011 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|
| Share price at start of period | NA ¹ | \$9.29 | \$7.27 | \$7.77 |
| Share price at end of period | \$9.29 | \$7.27 | \$7.77 | \$8.93 |
| Full year dividend | 54 cents ² | 37 cents ³ | 37 cents ³ | 37 cents ⁴ |
| Basic/diluted earnings per share ⁵ | 54.58 cps | 33.74 cps | 38.54 cps | 44.29 cps |

Notes:

1. As Crown was admitted to the official list of the ASX on 3 December 2007, there is no trading data for 1 July 2007.
2. Franked to 40% with unfranked component made up of conduit foreign income.
3. Franked to 60% with none of the unfranked component comprising conduit foreign income.
4. Interim dividend franked to 60% and final dividend franked to 50% with none of the unfranked components comprising conduit foreign income.
5. Excluding the effect of discontinued operations and specific items.

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

Crown's policy prohibits Directors and Senior Executives entering into transactions in associated products which limit economic risk. This is described in the Corporate Governance Statement.

REMUNERATION DETAILS FOR NON-EXECUTIVE DIRECTORS AND SENIOR EXECUTIVES**Non-Executive Directors**

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

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

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

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

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

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

Crown's shareholders will be asked to consider increasing the fee cap to \$1,300,000 per annum at the 2011 Annual General Meeting. Further details of the proposed increase are set out in the 2011 Notice of Annual General Meeting.

Set out below is a table showing Non Executive Director remuneration for financial years 2011 and 2010.

Remuneration Table – Non-Executive Directors

| | Financial Year | Short Term Benefits | | | Post-employment Benefit – Superannuation | Long Term Incentives | | Termination Benefits | Total |
|---------------------------------------|----------------|---------------------|--------------|----------|--|----------------------|--------------|----------------------|----------------|
| | | Salary & Fees | Non Monetary | Other | | Cash Based | Equity Based | | |
| Ben Brazil ¹ | 2011 | 103,333 | – | – | 9,300 | – | – | – | 112,633 |
| Non-executive director | 2010 | 100,000 | – | – | 9,000 | – | – | – | 109,000 |
| Christopher Corrigan | 2011 | 110,000 | – | – | 9,900 | – | – | – | 119,900 |
| Non-executive director | 2010 | 101,667 | – | – | 9,150 | – | – | – | 110,817 |
| Rowena Danziger ^{2,4} | 2011 | 208,107 | – | – | – | – | – | – | 208,107 |
| Non-executive director | 2010 | 200,000 | – | – | – | – | – | – | 200,000 |
| Geoffrey Dixon | 2011 | 140,000 | – | – | – | – | – | – | 140,000 |
| Non-executive director | 2010 | 123,333 | – | – | 4,777 | – | – | – | 128,110 |
| David Gyngell ³ | 2011 | 21,970 | – | – | 1,977 | – | – | – | 23,947 |
| Non-executive director | | | | | | | | | |
| John Horvath ^{2,4} | 2011 | 151,288 | – | – | 13,616 | – | – | – | 164,904 |
| Non-executive director | | | | | | | | | |
| Ashok Jacob ⁵ | 2011 | – | – | – | – | – | – | – | – |
| Non-executive director | 2010 | – | – | – | – | – | – | – | – |
| Michael Johnston ⁵ | 2011 | – | – | – | – | – | – | – | – |
| Non-executive director | 2010 | – | – | – | – | – | – | – | – |
| David Lowy | 2011 | – | – | – | – | – | – | – | – |
| Non-executive director | 2010 | 100,000 | – | – | 9,000 | – | – | – | 109,000 |
| Harold Mitchell ⁶ | 2011 | 2,237 | – | – | 40,000 | – | – | – | 42,237 |
| Non-executive director | | | | | | | | | |
| Richard Turner ^{2,7} | 2011 | 150,000 | – | – | – | – | – | – | 150,000 |
| Non-executive director | 2010 | 180,000 | – | – | – | – | – | – | 180,000 |
| 2011 TOTALS | | 886,935 | – | – | 74,793 | – | – | – | 961,728 |
| 2010 TOTALS | | 805,000 | – | – | 31,927 | – | – | – | 836,927 |

Notes:

- Mr Brazil replaced Mr Turner as the Chair of the Audit & Corporate Governance Committee with effect from 1 May 2011. Mr Brazil's fees therefore include two months worth of fees in respect of his role as Chair of the Audit & Corporate Governance Committee.
- Mrs Danziger, Mr Turner and Professor Horvath each received Directors' fees at a rate of \$60,000 per annum for their participation on the Crown Melbourne Limited Board. As Mr Turner ceased being a director on 1 May 2011, his fees include 10 months worth of Directors' fees for his role on the Board of Crown Melbourne Limited. Professor Horvath was appointed to the Board of Crown Melbourne Limited in September 2010 so his fees also include approximately 10 months worth of Directors' fees for his role on the Board of Crown Melbourne Limited.
- Mr Gyngell resigned as a director on 25 November 2010. His fees are representative of the period commencing 13 September 2010 through to 25 November 2010.
- An additional Board Committee, the Responsible Gaming Committee, was established during FY11. Further detail regarding the mandate of that Committee and its members is provided in the Corporate Governance Statement. Fees for Mrs Danziger and Professor Horvath include approximately 10 months service on the Responsible Gaming Committee in their capacities as a member and the Chair (respectively) of that Committee.
- Neither Mr Jacob nor Mr Johnston receives remuneration for their services to Crown.
- Mr Mitchell was appointed on 10 February 2011.
- Mr Turner resigned on 1 May 2011.

Senior Executives

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

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

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

Specific details of each Senior Executive's contract of employment which applied during the financial year ending 30 June 2011 are summarised in the tables on the following pages. Where a Senior Executive has had more than one contract of employment during the year, or where a new contract of employment has been entered into post year end, this has been noted in those tables. The following is a list of those Senior Executives who have entered into revised contracts of employment at or post year end together with a summary of the key differences between their old and new contracts of employment. The summaries should be read in conjunction with the Remuneration Policy described earlier. The table summarising the FY11 remuneration for Senior Executives follows the contract summaries.

Summary of New or Amended Contracts of Employment

| Senior Executive | Date of new or amended contract of employment | Key changes from previous contract |
|------------------|--|---|
| Rowen B Craigie | New contract of employment entered into with a commencement date of 15 September 2011. | <p>The term of Mr Craigie's contract has been extended and will now expire on 30 November 2015.</p> <p>Mr Craigie's post employment restraint will apply for periods of up to 24 months.</p> <p>Subject to the receipt of shareholder approval, Mr Craigie will be entitled to receive a severance payment equal to 24 months' fixed remuneration in the event of early termination of his employment by Crown. The imposition of Mr Craigie's post employment restraint is conditional upon receipt of this severance payment.</p> <p>Mr Craigie has been invited to participate in the Crown LTI. The details of his participation are set out above.</p> |
| Barry J Felstead | New contract of employment entered into with a commencement date of 24 June 2011. | <p>Mr Felstead's new contract of employment has no fixed term and may be terminated by Mr Felstead on 6 months' notice or by Crown on 12 months' notice.</p> <p>Mr Felstead's post employment restraint will apply for periods of up to 12 months.</p> <p>Mr Felstead has been invited to participate in the Crown LTI. The details of his participation are set out above.</p> |
| W Todd Nisbet | Extension of contract entered into on 30 August 2011. | <p>The term of Mr Nisbet's contract has been extended and will now expire 30 November 2014.</p> <p>All other terms remain unchanged.</p> |

Summary of Contracts of Employment Applicable During the Year Ended 30 June 2011

| | James D Packer | John H Alexander |
|--|--|--|
| Current Position | Executive Chairman | Executive Deputy Chairman (commenced 1 December 2007): Mr Alexander currently has a five year employment agreement with Crown Limited which is due to expire in December 2012. |
| Fixed Remuneration | | |
| Base salary: | Nil. The Executive Chairman, Mr Packer does not receive any remuneration for his services to Crown. Mr Packer acts as a Director of Melco Crown Entertainment Ltd, a company in which Crown has a significant investment. Mr Packer does not receive a fee from Crown for these services. | \$1,484,801 per annum (increasing annually by CPI) ² . |
| Superannuation | | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. |
| Non-monetary benefits and other: | Complimentary privileges at Crown Melbourne and Burswood facilities. | Complimentary privileges at Crown Melbourne and Burswood facilities and superannuation. |
| Performance based remuneration | Not applicable | Not applicable |
| 2011 Percentage breakdown of remuneration | Not applicable | Fixed remuneration¹ 100% STI 0% LTI 0% |
| Post employment benefits | Not applicable | Nil |
| Post-employment restraint | Not applicable | Crown may impose a restraint for the five year term of Mr Alexander's employment agreement up to 30 November 2012. |
| Termination | | |
| By Senior Executive: | Not applicable | 12 months' notice. |
| By Crown: | Not applicable | 12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity. |
| Termination benefits | Not applicable | Nil |
| Payments made prior to commencement | Not applicable | Nil |
| Directors' Fees | Nil | Nil |
| Other | Nil | Nil |

1. Includes voluntary and compulsory superannuation.

2. Mr Alexander's CPI review in the 2008-2011 financial years has been deferred with his consent.

| | Rowen B Craigie | Kenneth M Barton | | | | |
|--|--|--|-------------------|---|-------------------|-------------------|
| Current Position | Chief Executive Officer and Managing Director (commenced 1 December 2007): During FY11, Mr Craigie had a five year employment agreement with Crown Limited which was due to expire in December 2012. Mr Craigie entered into a new contract of employment on 15 September 2011. | Chief Financial Officer, Crown Limited (commenced 9 March 2010): Mr Barton's employment contract with Crown Limited commenced on 9 March 2010 and expires in March 2015. | | | | |
| Fixed Remuneration | | | | | | |
| Base salary: | \$2,984,801 per annum. | \$1,234,801 per annum. | | | | |
| Superannuation | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. | | | | |
| Non-monetary benefits and other: | Complimentary privileges at Crown Melbourne and Burswood facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation. | Complimentary privileges at Crown Melbourne and Burswood facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation. Until Mr Barton relocates to Melbourne, Crown will meet the weekly travel costs of his Melbourne/Sydney commuting and will provide hotel accommodation while in Melbourne. | | | | |
| Performance based remuneration | | | | | | |
| STI: | Discretionary up to a maximum of \$2,000,000 of which up to a maximum of \$1,000,000 is assessed by the Executive Chairman based on the achievement of personal KPOs. A further \$1,000,000 may be paid at the discretion of the Crown Board if Crown's performance substantially exceeds that set out in Crown's business plan and represents an exemplary outcome. | Mr Barton's annual target STI is \$500,000 and payment depends on meeting agreed personal KPOs. The STI may, at the discretion of the Nomination and Remuneration Committee, be increased to a maximum of \$750,000 if Mr Barton exceeds his KPOs and Crown also achieves its performance objectives. | | | | |
| LTI: | Participation in the Gaming LTI until F10 when that LTI ceased. The Gaming LTI was described in detail in previous Reports. | Mr Barton has been invited to participate in the Crown LTI. Subject to achieving internal earnings per share targets in FY11, FY12, FY13 and FY14, Mr Barton is eligible to receive up to \$4,500,000 (15% for FY11, 20% for FY12, 25% for FY13 and 40% for FY14). See further page 55. | | | | |
| 2011 Percentage breakdown of remuneration | Fixed remuneration¹ 39% | STI 8% | LTI 53% | Fixed remuneration¹ 46% | STI 14% | LTI 40% |
| Post employment benefits | Nil | | | Nil | | |
| Post-employment restraint | Crown may impose a restraint for various periods up to 36 months. Depending on the circumstances, Mr Craigie may be entitled to an additional payment in consideration for the restraint. Mr Craigie may also be paid an amount equivalent to his monthly fixed remuneration for any period during which a restraint applies. | | | Nil. | | |
| Termination | | | | | | |
| By Senior Executive: | 12 months' notice. | | | 6 months' notice. | | |
| By Crown: | 12 months' notice without cause; one month's notice for performance issues (following least three months' notice to improve); three months' notice for incapacity. | | | 6 months' notice without cause; one month's notice for performance issues (following least 3 months' notice to improve); 3 months' notice for incapacity. | | |
| Termination benefits | Nil | | | Nil | | |
| Payments made prior to commencement | Nil | | | A \$400,000 sign on payment in 2010 less applicable taxes in order to compensate Mr Barton for unvested incentives forfeited on cessation of employment with his previous employer. | | |
| Directors' Fees | Nil | | | Nil | | |
| Other | A summary of the terms of the 2010 Crown LTI to which Mr Craigie is a member is set out on page 54. | | | A summary of the terms of the 2010 Crown LTI to which Mr Barton is a member is set out on page 54. | | |

1. Includes voluntary and compulsory superannuation.

| | David G Courtney | Barry J Felstead |
|--|---|---|
| Current Position | Chief Executive Officer, Crown Melbourne Limited (from 6 March 2007 to 8 October 2010): Mr Courtney's employment contract with Crown Melbourne commenced on 6 March 2007 and was due to expire on 5 March 2012. | Chief Executive Officer, Burswood Limited (from 6 March 2007): During FY11, Mr Felstead had an employment contract with Burswood which commenced on 6 March 2007 and was due to expire on 5 March 2012. Mr Felstead entered into a new contract of employment on 24 June 2011. |
| Fixed Remuneration | | |
| Base salary: | \$1,344,801 per annum. | \$984,801 per annum. |
| Superannuation | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. |
| Non-monetary benefits and other: | Complimentary privileges at Crown Melbourne and Burswood facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation. | Complimentary privileges at Crown Melbourne and Burswood facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation. Mr Felstead is entitled to one annual economy airfare between Perth and Melbourne for himself and his family. |
| Performance based remuneration | | |
| STI: | Discretionary STI based on the performance of Crown Limited and the achievement of personal KPOs. Mr Courtney's annual target STI is 40% of his TEC. | Discretionary STI based on the performance of Crown and the achievement of personal KPOs. Mr Felstead's annual target STI is 40% of his TEC. |
| LTI: | Participation in the Gaming LTI until F10 when that LTI ceased. The Gaming LTI was described in detail in previous Reports. | Participation in the Gaming LTI until F10 when that LTI ceased. The Gaming LTI was described in detail in previous Reports. |
| 2011 Percentage breakdown of remuneration | Fixed remuneration¹ 97% STI 1% LTI 2% | Fixed remuneration¹ 42% STI 17% LTI 41% |
| Post employment benefits | Nil | Nil |
| Post-employment restraint | Crown may impose various restraint periods up to a period of 36 months post employment. Depending on the circumstances, Mr Courtney may be entitled to an additional payment in consideration for the restraint. Mr Courtney may also be paid an amount equivalent to his monthly fixed remuneration for any period during which a restraint applies. | Crown may impose various restraint periods up to a period of 36 months post employment. Depending on the circumstances, Mr Felstead may be entitled to an additional payment in consideration for the restraint. Mr Felstead may also be paid an amount equivalent to his monthly fixed remuneration for any period during which a restraint applies. |
| Termination | | |
| By Senior Executive: | 12 months' notice. | 12 months' notice. |
| By Crown: | 12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity. | 12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity. |
| Termination benefits | 24 months fixed remuneration upon cessation of employment – see further the disclosures accompanying the Senior Executive remuneration table below. | Nil |
| Payments made prior to commencement | Nil | Nil |
| Directors' Fees | Nil | Nil |
| Other | | A summary of the terms of the 2010 Crown LTI to which Mr Felstead is a member is set out on page 54. |

1. Includes voluntary and compulsory superannuation.

| | Greg F Hawkins | W. Todd Nisbet | | | | |
|--|---|--|-------------------|---|-------------------|-------------------|
| Current Position | Deputy Chief Executive Officer, Crown Melbourne Limited (from 6 December 2010): Mr Hawkins' employment contract with Crown Melbourne commenced on 6 December 2010 and will expire in accordance with its terms. | Executive Vice President – Strategy and Development, Crown Limited (from 9 August 2010): Mr Nisbet's employment contract with Crown Limited commenced on 9 August 2010 and was due to expire in August 2013. Mr Nisbet's contract of employment was extended on 30 August 2011. | | | | |
| Fixed Remuneration | | | | | | |
| Base salary: | \$884,801 per annum. | \$1,500,000 per annum. | | | | |
| Superannuation | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. | Compulsory Superannuation Guarantee Contributions up to the maximum contribution base, equating to \$15,199 per annum. | | | | |
| Non-monetary benefits and other: | <p>Complimentary privileges at Crown Melbourne and Burswood facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation.</p> <p>Mr Hawkins was previously employed by Crown Melbourne Limited to act in a Chief Executive Role on a secondment basis at Crown's investment properties in Macau.</p> <p>Under that contract of employment, upon his return to Australia, Mr Hawkins was entitled reasonable relocation expenses for Mr Hawkins and his family. The value of that benefit has been included in the Senior Executive remuneration table.</p> | <p>Complimentary privileges at Crown Melbourne and Burswood facilities, mobile telephone and salary sacrifice arrangements for motor vehicle and superannuation.</p> <p>Mr Nisbet is entitled to Relocation Benefits to assist with the relocation of him and his family from Nevada, USA to Melbourne.</p> <p>During Mr Nisbet's employment with Crown, he will also be entitled to additional customary expatriate benefits for himself and his family.</p> <p>Upon cessation of employment Mr Nisbet will be entitled to relocation benefits for him and his family to Las Vegas.</p> | | | | |
| Performance based remuneration | | | | | | |
| STI: | Discretionary STI based on the performance of Crown Limited and the achievement of personal KPOs. Mr Hawkins' annual target STI is 40% of his TEC. | Discretionary STI based on the performance of Crown and the achievement of personal KPOs. Mr Nisbet's annual target STI is 50% of his base salary. | | | | |
| LTI: | Mr Hawkins has been invited to participate in the Crown LTI. Subject to achieving internal earnings per share targets in FY11, FY12, FY13 and FY14, Mr Hawkins is eligible to receive up to \$3,000,000 (8.5% for FY11, 20% for FY12, 25% for FY13 and 40% for FY14). See further page 55. | Mr Nisbet has been invited to participate in the Crown LTI. Subject to achieving internal earnings per share targets in FY11, FY12, FY13 and FY14, Mr Nisbet is eligible to receive up to \$5,250,000 (15% for FY11, 20% for FY12, 25% for FY13 and 40% for FY14). See further page 55. | | | | |
| 2011 Percentage breakdown of remuneration | Fixed remuneration¹ 45% | STI 0% | LTI 55% | Fixed remuneration¹ 45% | STI 20% | LTI 35% |
| Post employment benefits | Nil | | | Nil | | |
| Post-employment restraint | Crown may impose various restraint periods up to a period of up to 12 months post employment. | | | Crown may impose various restraint periods up to a period of up to 12 months post employment. | | |
| Termination | | | | | | |
| By Senior Executive: | 6 months' notice. | | | 6 months' notice. | | |
| By Crown: | 12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity. | | | 12 months' notice without cause; one month's notice for performance issues; three months' notice due to incapacity. | | |
| Termination benefits | Nil | | | Nil | | |
| Payments made prior to commencement | Nil | | | Nil | | |
| Directors' Fees | Nil | | | Nil | | |
| Other | A summary of the terms of the 2010 Crown LTI to which Mr Hawkins is a member is set out on page 54. | | | A summary of the terms of the 2010 Crown LTI to which Mr Nisbet is a member is set out on page 54. | | |

1. Includes voluntary and compulsory superannuation.

Remuneration table for Senior Executives

The structure of senior executive remuneration has been described in detail in this Report, both generically and specifically in relation to each named Senior Executive. In addition, a table summarising all remuneration to be attributed to each Senior Executive for the financial years ending 30 June 2011 and 30 June 2010 is set out below. Accounting Standards are prescriptive in relation to the required presentation of remuneration tables. Accordingly, as an aid to understanding, the following additional information should be read in conjunction with the table set out below.

Fixed Remuneration

None of Messrs Alexander, Craigie or Barton received an increase to their fixed remuneration in financial year 2011 as compared with financial year 2010.

For the same period, Mr Courtney received an increase to his fixed remuneration of 3.4% and Mr Felstead received a more substantial increase of 36% in recognition that his remuneration had previously been unreflective of his status as a Chief Executive Officer of a major business unit. As noted in the table below, Mr Courtney subsequently ceased performing the role of Chief Executive Officer of Crown Melbourne on 8 October 2010.

Messrs Nisbet and Hawkins commenced new roles with the Group in financial year 2011, which has resulted in them being included in this Report as Senior Executives. Each of Mr Nisbet and Mr Hawkins were required to relocate with their families to Melbourne, Australia to take up their respective roles. In Mr Nisbet's case, he relocated from Las Vegas in the USA and, in Mr Hawkins' case, he relocated from Macau. Crown met the once off costs associated with Mr Nisbet's and Mr Hawkins' respective relocations and these have been reported as part of their fixed remuneration. Going forward, Mr Nisbet will also be entitled to additional customary benefits relating to his relocation as described in the summary of his employment contract.

Short Term Incentives (STI)

As the Group financial results were mixed but a number of non financial KPOs were met, the award of STI bonuses in relation to financial year 2011 was also mixed and depended largely on the achievement of individual KPOs of the relevant Senior Executive.

Long Term Incentives (LTI)

As summarised earlier, relevant Senior Executives may be eligible to participate in one or both of Crown's existing long term incentives, the Executive Share Plan (ESP) and the Crown LTI.

The ESP continues in operation but is in run off mode. Effectively, all ESP shares are "out of the money" and are of no practical value to Senior Executives. Accounting Standards, however, require a value to be placed on these shares and they are therefore included in the remuneration table.

Similarly, in accordance with relevant accounting standards, the Crown LTI is included in the remuneration for each Senior Executive on the basis that it is considered more likely than not at the date of this financial report that the performance condition and service condition will occur evenly over the life of the Crown LTI, notwithstanding that the benefits will vest for the Senior Executives at a different rate. Accordingly, 25% of the total Crown LTI bonus for which each Senior Executive is potentially eligible will be included in the remuneration table for each of the four active years of the plan, regardless of whether a bonus has vested or not.

As explained earlier, the first tranche of the Crown LTI represents only 15% of the total Crown LTI bonus for which each Senior Executive is eligible. The earnings per share hurdle for this first hurdle of the Crown LTI for financial year 2011 was not met, but the MCE Contribution hurdle was met, resulting in 15% of the MCE Contribution portion of the Crown LTI for eligible Senior Executives vesting. Detail of the actual sums vested to relevant Senior Executives has been provided earlier.

| | Financial Year | Short Term Benefits | | | | | Post-employment Benefits – Super-annuation ⁶ | Long Term Incentives | | | | Total |
|---|----------------|---------------------|---------------|----------------|------------------|--------------|---|----------------------|---------------------------------------|---------------------------------|----------------------|-------------------|
| | | Salary & Fees | Non Monetary | Other | STI | % of max STI | | Cash Based | Equity Based – Crown LTI ⁸ | Equity Based – ESP ⁷ | Termination Benefits | |
| James Packer Executive Chairman | 2011 | – | – | – | – | – | – | – | – | – | – | – |
| | 2010 | – | – | – | – | – | – | – | – | – | – | – |
| John Alexander Executive Deputy Chairman | 2011 | 1,484,801 | – | – | – | – | 15,199 | – | – | – | – | 1,500,000 |
| | 2010 | 1,485,539 | – | – | – | – | 14,461 | – | – | – | – | 1,500,000 |
| Ken Barton¹ Chief Financial Officer | 2011 | 1,234,801 | 44,220 | – | 400,000 | 80% | 15,199 | – | 1,125,000 | – | – | 2,819,220 |
| | 2010 | 384,987 | 15,726 | 400,000 | 130,000 | 84% | 7,231 | – | – | – | – | 937,944 |
| Rowen Craigie Chief Executive Officer & Managing Director | 2011 | 2,984,801 | – | – | 600,000 | 60% | 15,199 | – | 3,075,000 | 1,035,275 | – | 7,710,275 |
| | 2010 | 2,985,539 | – | – | 1,000,000 | 100% | 14,461 | 1,666,667 | – | 1,503,585 | – | 7,170,252 |
| David Courtney² | 2011 | 1,335,000 | – | – | 74,521 | 50% | 25,000 | – | – | 110,161 | 3,790,845 | 5,335,527 |
| | 2010 | 1,290,000 | – | – | 526,000 | 100% | 25,000 | 750,000 | – | 323,230 | – | 2,914,230 |
| Barry Felstead Chief Executive Officer Burswood Limited | 2011 | 984,801 | – | – | 400,000 | 100% | 15,199 | – | 900,000 | 68,211 | – | 2,368,211 |
| | 2010 | 720,539 | 10,856 | – | 400,000 | 135% | 14,461 | 333,333 | – | 147,750 | – | 1,626,939 |
| Greg Hawkins³ Deputy Chief Executive Officer Crown Melbourne Limited | 2011 | 522,836 | – | 87,320 | – | – | 11,400 | – | 750,000 | – | – | 1,371,556 |
| Todd Nisbet⁴ Executive Vice President – Strategy & Development | 2011 | 1,346,587 | – | 326,053 | 750,000 | 100% | 15,199 | – | 1,312,500 | – | – | 3,750,339 |
| Rob Turner⁵ | 2011 | – | – | – | – | – | – | – | – | – | – | – |
| | 2010 | 737,206 | – | – | – | – | 14,461 | – | – | 149,818 | 1,435,000 | 2,336,485 |
| 2011 TOTALS | | 9,893,627 | 44,220 | 413,373 | 2,224,521 | – | 112,395 | – | 7,162,500 | 1,213,647 | 3,790,845 | 24,855,128 |
| 2010 TOTALS | | 7,603,810 | 26,582 | 400,000 | 2,056,000 | – | 90,075 | 2,750,000 | – | 2,124,383 | 1,435,000 | 16,485,850 |


Notes:

- Mr Barton commenced in his role as Chief Financial Officer on 9 March 2010. Mr Barton's contract included provision for a \$400,000 sign on payment less applicable taxes in order to compensate Mr Barton for unvested incentives forfeited on cessation of employment with his previous employer. Mr Barton received a total STI payment of \$530,000 which, in accordance with his contract of employment relates to performance for both the 2010 and 2011 financial years on a pro-rata basis. The STI has therefore been split over the two years in the above table.
- Mr Courtney ceased performing the role of Chief Executive Officer of Crown Melbourne Limited on 8 October 2010. In accordance with the terms of his Employment Agreement, Mr Courtney will remain an employee of the Crown Group until 8 October 2011 (representing a 12 month notice period) at which time he will be paid a severance payment in accordance with his Employment Agreement which includes an entitlement to a payment of 24 months fixed remuneration upon cessation of employment. Those amounts have been accrued for in the 2011 financial year and are therefore included in the above table under the heading of Termination Benefits. Mr Courtney's STI represents 50% of his maximum target STI on a pro rata basis over the period 1 July 2010 to 8 October 2010 when he ceased performing the role of Chief Executive Officer of Crown Melbourne Limited.
- Mr Hawkins commenced in his role as Deputy Chief Executive Officer on 6 December 2010. Mr Hawkins will be eligible for an STI payment in the 2012 financial year which will be referable to the period of service commencing from 6 December 2010. Refer to the summary of Mr Hawkins' contract of employment for a description of the other one off short term relocation entitlements to which Mr Hawkins was entitled upon his return to Australia from Macau.
- Mr Nisbet commenced in his role as Executive Vice President – Strategy and Development on 9 August 2010. Refer to the summary of Mr Nisbet's contract of employment for a description of the other short term entitlements to which Mr Nisbet is entitled.
- Mr Turner ceased employment with Crown on 31 May 2010. Remuneration disclosures were made in respect of the 11 month period ending 31 May 2010. The \$1,435,000 termination payment to Mr Turner represented an \$820,000 payment in lieu of 12 months notice and a \$615,000 agreed severance payment.
- Long service leave accrued balances have increased during the financial year ended 30 June 2011 for the following Senior Executives: Mr Alexander \$24,983, Mr Barton, \$20,820, Mr Craigie, \$49,967, Mr Courtney \$22,655, Mr Felstead \$16,667, Mr Hawkins \$14,824, Mr Nisbet \$22,540.
- AASB 2 "Share-Based Payment" requires an entity to recognise the effects of modifications that increase the total fair value of the share-based payment arrangement or are otherwise beneficial to the employee. As the modification to the ESP post Demerger reduced the total fair value of the share-based payment arrangement, Crown continued to account for the services rendered as consideration for the equity instruments granted as if the modification had not occurred. The allocation of the expenses for Equity Based payments to the Senior Executives made following the PBL Scheme and the Demerger Scheme was consistent with the split of the PBL ESP Loan as between CMH and Crown Limited (25 percent/75 percent).
- The Crown LTI has been included in total remuneration on the basis that it is considered more likely than not at the date of this financial report that the performance condition and service condition will occur evenly over the life of the Crown LTI, notwithstanding that the benefits will vest for the Senior Executives at a different rate.

Signed in accordance with a resolution of the Directors.



 J D Packer
Director



 R B Craigie
Director

Melbourne, 16th day of September, 2011