



<b>Company</b>	Crown Resorts Limited
<b>CWN</b>	CWN
<b>Meeting</b>	AGM
<b>Date</b>	21 October 2021
<b>Venue</b>	Online
<b>Monitor</b>	Geoffrey Bowd assisted by Stewart Burn and Katja Bizil

<b>Number attendees at meeting</b>	45 shareholders plus 300 visitors – as provided by the company
<b>Number of holdings represented by ASA</b>	133
<b>Value of proxies</b>	\$2.9m
<b>Number of shares represented by ASA</b>	295,394
<b>Market capitalisation</b>	\$8,065m
<b>Were proxies voted?</b>	Yes, on a poll
<b>Pre AGM Meeting?</b>	With Interim Chairman Jane Halton, Matthew Young – Manager Strategy & Investor Relations, Bronwyn Weir – Governance Officer

### Crown Have a Confident Outlook

As regulatory approval for the appointment of Dr Ziggy Switkowski as a director of Crown Resorts (Crown) had not been completed Interim Chairman Jane Halton chaired the AGM. Jane Halton’s report, commentary and conduct of the AGM articulated recognition of Crown yesterday and a focus on Crown tomorrow while also conveying a genuine welcome to shareholders and appreciation of their concerns. The recently appointed CEO, Steve McCann, followed the Chairman with an address about company performance, delivered in a relatively dispassionate tone. The complete text of both addresses and access to the webcast of the AGM are available on the Crown website.

Although there was a facility for audio questions all questions were submitted in writing. The chairman responded to all ASA questions which were read without any editing:-

- (i) confirming that whatever Crown changes may need to be implemented the Board will be mindful of retail shareholder’s interests.
- (ii) that she is committed to completing her term on the Board and her workload is reducing.

- (iii) that remuneration and contract policies have been developed which give due emphasis on performance and will preclude unwarranted termination payments.
- (iv) that although they have noted that ASA sought inclusion of performance hurdles in the recent CEO sign-on and termination arrangements these will not be changed.
- (v) that there is favorable consideration of introducing a policy that directors must acquire a 'skin in the game' shareholding.

As Dr Switkowski's regulatory approval was not complete the election to confirm his appointment will be at the 2022 AGM. Other candidates, Nigel Morrison and Bruce Carter addressed the meeting.

Four shareholders asked questions, one of whom had asked at least 15 questions before the Chairman called for restraint. The Chairman confirmed that Jobkeeper had been appropriately applied and there would not be refund to the Government. (The ASA had already considered this and agreed with Crown.) Many questions were retrospective e.g. related to borrowing and capital management, relationships with James Packer, funding of directors' legal expenses, selection of new directors, Others mentioned current specifics e.g. what issues were raised by other proxy advisors, can the present directors be trusted and, in the interest of the environment, 'stop using the gas-powered flames outside the Melbourne casino'. The Chairman generally gave sound, focused on the future responses to most questions but considered it inappropriate to answer questions or refer them to other directors if they were about details given in public enquiries or the activities of other companies.

ASA voting was consistent with the nearly 100% support for the election of both directors and the 31% Against the remuneration report which was second 'strike'. Disagreement with excessive executive termination payments would have been the major reason for this. We were a part of the 12% vote Against the sign-on for the CEO, the 21% vote Against the Provisional Termination for the CEO and the 96% vote Against the Spill Motion. We were a part of the 91% support For the increase in the director fee pool.

Although a virtual meeting is bland compared to a face to face meeting the Crown AGM reflected willing and appreciated engagement with shareholders. There were 25% less shareholders present and 30% less guests than for the 2020 AGM. Major Proxy Advisors did not participate.

As a general assessment, the Crown AGM affirmed that radical remedial compliance action, Board and management changes have been implemented. The Board has a positive outlook noting that Crown has outstanding property assets, financial strength and enhanced management capability.

ASA received some media coverage before the AGM ([The Australian - Crown Resorts in danger of second strike, James Packer to front WA royal commission](#)) and after [The West Australian - Crown Resorts hit with second strike against pay deals](#).

On 26 October 2021, the [Victorian Government Response](#) to the Victorian Royal Commission report, and the report itself was released. The company announced it is reviewing both and will work with Victorian Government in relation to the findings and response.