



**ASX/MEDIA RELEASE
FOR IMMEDIATE RELEASE
15 June 2021**

REVISED PROPOSAL FROM OAKTREE

MELBOURNE: Crown Resorts Limited (ASX: CWN) (Crown) refers to its announcement of 19 April 2021 that it had received an unsolicited, preliminary, non-binding and indicative proposal from a company on behalf of funds managed and advised by Oaktree Capital Management, L.P. (together, Oaktree), to provide a funding commitment of up to ~\$3.0 billion to Crown via a structured instrument with the proceeds to be used by Crown to buy-back some or all of the Crown shares which are held by Consolidated Press Holdings Pty Limited (CPH) on a selective basis (Oaktree Proposal).

Oaktree has written to Crown setting out modifications to its proposal (Revised Oaktree Proposal).

The Revised Oaktree Proposal is for a \$3.1 billion facility consisting of two tranches:

- \$2 billion private term loan (Loan Component); and
- \$1.1 billion loan convertible into new shares to be issued by Crown (Convertible Component).

Oaktree proposes that the facility would be used to fund a selective buy back of CPH's shareholding in Crown.

The term of the proposed facility is seven years. A coupon of 6.0% p.a. would be payable for the first two years of the facility and the coupon would increase to 6.5% p.a. from year 3 until the maturity of the facility.

The Convertible Component of the facility would give Oaktree the ability to convert the \$1.1 billion tranche into new shares in Crown at a strike price of \$13.00 in specified circumstances, including at any time after the first anniversary of the facility provided that the Crown share price is above \$13.00 (based on a 30 day VWAP).

The number of new Crown shares which would be issued to Oaktree upon conversion of the Convertible Component would be capped such that Oaktree would hold 9.99% of the total number of Crown shares on issue. The remaining part of the Convertible Component would be cash settled by Crown.

Any selective buy-back of Crown shares held by CPH would be subject to Crown shareholder approval (with no votes being cast in favour of the resolution by CPH or its associates).

The Crown Board has not yet formed a view on the merits of the Revised Oaktree Proposal.

Crown shareholders do not need to take any action in relation to the Revised Oaktree Proposal at this stage. There is no certainty that the Revised Oaktree Proposal will result in a transaction.

ENDS

This announcement was authorised for release by the Crown Board.

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