

NOTICE OF 2019 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Ainsworth Game Technology Limited

ABN 37 068 516 665



Notice is given that the 2019 Annual General Meeting (**AGM**) of the shareholders of Ainsworth Game Technology Limited ACN 068 516 665 (**the Company**) will be held at the following time and location, as specified below:

Date: Tuesday 26 November 2019
Time: 11:00am (AEDT)
Location: Bankstown Sports Club
"Georges River Room"
8 Greenfield Parade
(Cnr Greenfield Parade and Mona Street)
Bankstown NSW 2200

AINSWORTH GAME TECHNOLOGY

NOTICE OF 2019 ANNUAL GENERAL MEETING

BUSINESS

Annual Financial Report and Directors' and Auditor's Reports

To receive and consider the Annual Financial Report including the Directors' and Auditor's Reports in respect of the financial year ended 30 June 2019.

Please refer to the accompanying Explanatory Statement for more information.

Resolution 1 – Re-election of Mr Colin John Henson, as Director

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

"That Mr Colin John Henson, who retires in accordance with Rule 7.1(f) of the Company Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a non-executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 2 – Re-election of Mr Daniel Eric Gladstone, as Director

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

"That Mr Daniel Eric Gladstone, who retires in accordance with Rule 7.1(f) of the Company Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a non-executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 3 – Approval of Remuneration Report

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

"That the Remuneration Report for the Company required by section 250R(2) of the Corporations Act 2001 (Cth) (**Corporations Act**), which is included in the Directors' Report in respect of the year ended 30 June 2019, be adopted."

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

Please refer to the accompanying Explanatory Statement for more information.

Voting exclusion statement regarding Resolution 3

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in favour of Resolution 3 by, or on behalf of, any member of the Company's key management personnel (as defined in the Corporations Act) whose remuneration is disclosed in the Remuneration Report and any closely related party (as defined in the Corporations Act) of such key management personnel (**Excluded Persons**).

However, the Company will not disregard a vote if:

- a. it is cast by an Excluded Person, as a proxy for a non-Excluded Person appointed by writing that specifies how the proxy is to vote on the resolution; or
- b. it is cast by the Chairman as a proxy for a non-Excluded Person where the proxy appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected with the remuneration of a member of the key management personnel.

DETERMINATION OF SHAREHOLDING AND VOTING ENTITLEMENT FOR THE PURPOSE OF THE MEETING

For the purpose of determining a person's entitlement to vote at the AGM, shares will be taken to be held by the persons who are registered as shareholders at 11.00am (AEDT) on Sunday 24 November 2019.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE AGM

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to ask questions or make comments on the management of the Company at the AGM.

Similarly, a reasonable opportunity will be given to ask the Company's external auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to KPMG if the question is relevant to:

- the content of KPMG's audit report; or
- the conduct of its audit of the Company's Annual Financial Report for the year ended 30 June 2019.

Relevant questions for KPMG must be received no later than 5 business days before the AGM date by the Company Secretary:

Mr. Mark Ludski
c/- Ainsworth Game Technology Limited
10 Holker Street
Newington, NSW 2127

HOW TO VOTE

A shareholder can vote at the AGM:

- a. in person;
- b. by proxy;
- c. by attorney; or
- d. by corporate representative (if you are a corporate shareholder).

A shareholder will be counted as being present at the AGM if the shareholder votes in any of the ways outlined above.

Attendance at the AGM

All persons attending the AGM are asked to arrive at least 30 minutes prior to the time the AGM is to commence, so that their shareholding may be checked against the share register, their power of attorney or appointment as corporate representative can be verified (as the case may be), and their attendance noted.

Voting in person

If a shareholder wishes to vote in person at the AGM, they may attend the AGM which will be held at 11:00am (AEDT) on Tuesday 26 November 2019 at Bankstown Sports Club, "Georges River Room", 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street) Bankstown NSW 2200.

Voting by proxy

A shareholder entitled to attend and cast a vote is entitled to appoint a proxy to attend and vote for the shareholder. The person appointed as a proxy need not be a shareholder of the Company and may be an individual or a body corporate. An appointment of proxy form accompanies this Notice of AGM.

Shareholders can direct their proxy how to vote by marking one of the boxes opposite each item of business on the proxy form attached. If the shareholder does not mark a box on the proxy form, or instruct its proxy on how to vote, the proxy may vote as they choose at the AGM. If the shareholder marks more than one box on the proxy form on an item, their vote will be invalid on that item.

A shareholder can vote a portion of their voting rights by inserting the percentage or number of securities the shareholder wishes to vote in the For, Against or Abstain box or boxes on the proxy form attached. The sum of the votes cast must not exceed the shareholder's voting entitlement or 100%.

If the shareholder is entitled to cast two (2) or more votes, the shareholder may appoint two (2) proxies and may specify the proportion or number of the shareholder's votes each proxy may exercise. If the shareholder appoints two (2) proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. If the shareholder appoints two (2) proxies, neither proxy may vote on a show of hands. When appointing a second proxy, a shareholder should write both names and the percentage of votes or number of securities for each, on the proxy form attached to this Notice of Meeting. An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chairman of the meeting to which it relates.

At the point of entry to the AGM, a proxy will be admitted and given a voting card upon providing written evidence of their name and address.

The lodging of a proxy form will not preclude a shareholder from attending in person and voting at the AGM if the shareholder is entitled to attend and vote. If the shareholder votes on any resolution, their appointed proxy is not entitled to vote and must not vote as that holder's proxy on the resolution. For the appointment of a proxy to be valid, the proxy form MUST be received by the Company or its Share Registry (details of which are set out in this Notice) not less than 48 hours before the time for holding the AGM. Proxy forms received after this time will be invalid.

Proxy forms submitted online or sent by fax or post in the manner set out in this Notice and on the proxy form must be received by the Company or its Share Registry not less than 48 hours before the time for the holding of the AGM.

Where the proxy form is executed under a power of attorney, the original power of attorney or an attested copy of the power of attorney or other authority under which it is signed MUST be lodged with the proxy form (unless it has already been lodged with the Company).

How the Chairman of the meeting will vote undirected proxies

The Chairman's voting intention is to vote undirected proxies able to be voted in favour of Resolutions 1, 2 and 3.

A shareholder can appoint the Chairman as proxy with directions to cast that shareholder's votes contrary to the Chairman's stated voting intention on any or all of the resolutions, or to abstain from voting on certain resolutions. Where a shareholder appoints the Chairman as their proxy but does not direct their vote on a particular resolution, the shareholder will be directing the Chairman to vote in accordance with the Chairman's clearly stated voting intention.

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Voting by attorney

At the point of entry to the AGM, an attorney will be admitted and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer.

The lodging of a power of attorney will not preclude a shareholder from attending in person and voting at the AGM if the shareholder is entitled to attend and vote. If the shareholder votes on the resolutions, their appointed attorney is not entitled to vote, and must not vote as that holder's attorney on the resolutions.

In order for the appointment of an attorney to be valid, the original power of attorney or an attested copy of the power of attorney or other authority under which it is signed MUST be lodged with the Company not less than 48 hours before the time for holding the AGM. An appointment of attorney received after this time will be invalid.

Voting by corporate representative

To vote at the AGM (other than by proxy or by attorney), a corporation that is a shareholder may appoint a person to act as its authorised corporate representative. The appointment must comply with section 250D of the Corporations Act.

At the point of entry to the AGM, an authorised corporate representative will be admitted and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

Lodgement of proxy forms, powers of attorney and authorities

To be effective, duly signed proxy forms, powers of attorney and authorities MUST be received at an address or by fax or email shown below at least 48 hours before the commencement of the meeting at 11:00am (AEDT) on Tuesday 26 November 2019. Any forms received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON:

Registered Office, 10 Holker Street, Newington
NSW 2127, Australia

Share Registry, Computershare Investor Services
Pty Limited, Level 3, 60 Carrington Street, Sydney,
NSW, 2000, Australia

BY MAIL:

Registered Office, 10 Holker Street, Newington
NSW 2127, Australia

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

BY FAX:

1800 783 447 (within Australia) or +61 3 9473 2555 (outside
Australia)

ONLINE:

www.investorvote.com.au

By Order of the Board



ML Ludski
Company Secretary
28 October 2019 – Sydney

EXPLANATORY STATEMENT



EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Annual General Meeting.

The directors recommend that shareholders read the Explanatory Statement in full before making any decision in relation to the following.

Annual Financial Report and Directors' and Auditor's Reports

The Annual Financial Report for the year ended 30 June 2019 (which includes all the financial statements and notes and the Directors' and Auditor's Reports) will be laid before the meeting, in accordance with the requirements of section 317 of the Corporations Act.

There is no requirement for shareholders to vote with respect to, or to approve, these reports. However shareholders will be given a reasonable opportunity at the AGM to raise questions on the Reports. The Auditor will be in attendance at the meeting and can answer questions on the conduct of the audit and the contents of the Auditor's Report.

Resolution 1 – Re-election of Mr Colin John Henson, as Director

Rule 7.1(f) of the Company's Constitution requires that at each annual general meeting, one third of the directors of the Company must retire from office (or if there are not three directors of the Company, or if the number of Company directors is not a multiple of three, then the number nearest one third). The managing director and directors appointed to fill casual vacancies are not to be taken into account in calculating the number of directors of the Company for the purposes of Rule 7.1(f) of the Company's Constitution.

The directors to retire at the AGM under Rule 7.1(f) of the Company Constitution must be those who have been longest in office since their last election.

ASX Listing Rule 14.4 also provides that a director (other than a managing director) of an entity must not hold office without re-election past the third annual general meeting following the director's appointment.

Rule 7.1(i) of the Company Constitution provides that a retiring director is eligible for re-election.

There are currently six directors of the Company, however Ms Heather Scheibenstock has (as announced to the ASX on 1 July 2019) indicated her intention to resign from the Company's board effective immediately prior to the AGM on 26 November 2019. In addition, Mr Daniel Eric Gladstone ceased his position as CEO of the Company as of 1 July 2019 but remains a non-executive director of the Company (thereby no longer being exempt from the rotation requirement). As a result of these changes, there are five directors of the Company eligible for rotation, of which two must retire and stand for re-election.

Along with Mr Gladstone, Mr. Colin John Henson is the longest serving director since last being re-elected.

In accordance with Rule 7.1 of the Company Constitution, Mr Henson has offered himself for re-election to the Board as a non-executive director of the Company at this AGM.

The following is a summary of Mr Henson and his experience:

Mr Colin John Henson, Dip Law - BAB, FCPA, FGIA, FAICD

Age: 71 years

Occupation: Company Director

Business Experience: Mr Henson was appointed Director on 3 April 2013 and since 30 June 2013 has been a member of the Audit Committee, and since 31 March 2015 has been Chairman of the Remuneration and Nomination Committee.

Mr Henson has had a lengthy career as a senior executive and as a director of private and publicly listed companies across a broad range of industries. Formerly, Mr Henson was the non-executive Chairman of Videlli Limited (formerly ERG Limited) and consultant to the Board of ASX listed company ComOps Limited, Executive Chairman of Redcape Property Fund Limited, an ASX Listed Property Trust. Mr Henson is a Fellow of the Australian Institute of Company Directors, CPA Australia and the Governance Institute of Australia. He is also a Non Practising Member of the Law Society of New South Wales (Dip. Law).

The Board recommends that shareholders vote in favour of the resolution for re-electing Mr Henson.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

Resolution 2 – Re-election of Mr Daniel Eric Gladstone, as Director

As indicated above, Mr Gladstone is the former CEO of the Company and is the other longest serving director since last being re-elected.

In accordance with Rule 7.1 of the Company Constitution, Mr Gladstone has offered himself for re-election to the Board as a non-executive director of the Company at this AGM.

The following is a summary of Mr Gladstone and his experience:

Mr Daniel Eric Gladstone

Age: 64 years

Occupation: Company Director

Business Experience: Stepping down in June 2019, Mr Gladstone held the position as Chief Executive Officer of Ainsworth Game Technology Limited since 2007 and Executive Director since 2010.

EXPLANATORY STATEMENT

Mr Gladstone is a highly respected and experienced gaming executive and supporter of the gaming industry associations. His achievements were recognised when he was inducted into the Australian Club Managers Association Hall of Fame in 2000.

Mr Gladstone has held senior positions within the gaming industry over a successful career spanning more than 45 years including Director of Konami Australia Pty Ltd, a position he held for ten (10) years and Chairman of Gaming Technologies Association for two (2) years.

Throughout his extensive career, he has been a key contributor to the development and design of gaming slot machines and games.

The Board recommends that shareholders vote in favour of the resolution for re-electing Mr Gladstone.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.

Resolution 3 – Approval of Remuneration Report

The Remuneration Report, which is included in a separate and clearly identified section of the Annual Directors' Report, sets out the Company's remuneration arrangements for directors, secretaries and senior managers of the Company as required by section 300A of the Corporations Act.

Section 250(R)(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted and that it be put to a vote at the Company's AGM.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for directors, secretaries and senior managers of the Company.

A voting exclusion statement is included in the main body of the Notice of Meeting.

The Board recommends that shareholders vote in favour of Resolution 3.

The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.





AINSWORTH GAME TECHNOLOGY

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NSW Australia, 2127

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Ainsworth Game Technology Ltd
ABN 37 068 516 665



AGI

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) Sunday 24 November 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999 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 Ainsworth Game Technology Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ainsworth Game Technology Limited to be held at Bankstown Sports Club, "Georges River Room", 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street) Bankstown NSW 2200 on Tuesday, 26 November 2019 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of Mr Colin John Henson, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Daniel Eric Gladstone, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

