

NOTICE OF 2021 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Ainsworth Game Technology Limited

ABN 37 068 516 665



Notice is given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of the shareholders of Ainsworth Game Technology Limited ACN 068 516 665 (the **Company**) will be held as follows:

Date: Thursday 25 November 2021
Time: 10:00am (AEDT)
Online: Virtually by going to
<https://ccmediaframe.com?id=5leLSUZg>
Phone: Australia toll free 1800 434 182 or Local number
for international parties + 61 2 8000 4164

AINSWORTH GAME TECHNOLOGY

NOTICE OF 2021 ANNUAL GENERAL MEETING

In light of the continued uncertainty and potential health risks associated with the COVID-19 pandemic, the AGM will be held as a fully virtual meeting, whereby shareholders can attend via either the online platform or telephone as detailed in this Notice. Shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Online voting will take place via the Lumi platform.

- Meeting ID: 392-853-039
- <https://web.lumiagm.com/392853039>

Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out in this Notice to ensure their votes are counted.

All resolutions to be considered at the AGM will be decided by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast via the online platform during the Meeting. The voting results of the AGM will be announced to the ASX following the conclusion of the Meeting.

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting via either the online platform or telephone. Further information on how to participate and vote during the Meeting is set out in this Notice.

The Explanatory Statement that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice.

In the event that it is necessary for Ainsworth to give further updates on the arrangements for the Meeting, we will inform you through Ainsworth's website and the ASX Market Announcements Platform.

We ask that shareholders please monitor our website www.agtslots.com (for any updates to the arrangements for the AGM) and consider providing an email address to receive communications or notifications directly.

ORDINARY 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 2021.

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's 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 – 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 2021, 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 2

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in favour of Resolution 2 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:

- 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
- it is cast by the Chairperson 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 Chairperson 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 7.00pm (AEDT) on Tuesday 23 November 2021.

SHAREHOLDER VOTING & PROXIES

Appointing a proxy

Each shareholder who is entitled to vote at the AGM may appoint a proxy, who need not be a shareholder, to participate online and vote at the AGM on the shareholder's behalf. A shareholder who is entitled to participate online and cast two or more votes at the AGM may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll.

Further details about proxy voting are set out below.

A proxy appointment is not revoked by the shareholder participating and taking part in the AGM in person or through the online platform unless the shareholder actually votes at the Meeting on a resolution for which the proxy is proposed to be used.

Lodging your Voting Form

A Voting Form (and any Power of Attorney or other authority (if any) under which the Voting Form is signed, or a certified copy of that document) must be received by the Company at least 48 hours before the commencement of the Meeting at **10:00am (AEDT) on Tuesday, 25 November 2021**. Voting Forms received after this time will not be effective for the AGM, although there will still be an opportunity to vote in real-time via the online platform.

Voting Forms may be lodged with the Company by:

1. appointing a proxy online at the Company's Share Registry's website: www.investorvote.com.au. To make your proxy appointment online you will need to enter your SRN or HIN, postcode and Control Number, as shown on your Voting Form. A proxy cannot be appointed online if they are appointed under a Power of Attorney or similar authority. Custodians and other intermediaries who participate in the Share Registry's online system can also make a proxy appointment online via www.intermediaryonline.com in accordance with instructions provided.
2. mailing them to:

Registered Office c/o Company Secretary, 10 Holker Street, Newington NSW 2127, Australia;

OR

Share Registry, Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia.
3. by Fax:

1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
4. by mobile:

Scan the QR Code on your proxy form and follow the prompts.

Corporate representatives

A company wishing to appoint a person to act as its representative at the AGM must provide that person with a letter executed in accordance with the Corporations Act authorising him or her to act as the shareholder's representative, which must be received by the Company in advance of the Meeting.

Directing your proxy how to vote

If you want to direct your proxy how to vote on a particular Item of Business, please mark the appropriate box on the Voting Form.

If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that Item.

If you do not mark any box on a particular resolution, you are directing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

The Chairperson of the Meeting acting as proxy

You may appoint the Chairperson of the Meeting as your proxy. The Chairperson of the Meeting will be deemed to be your proxy if you sign a Voting Form but do not name a proxy or if the person you appoint as proxy does not participate in the AGM.

If you provide a voting direction on a particular resolution, the Chairperson must vote in accordance with your direction on a poll.

NOTICE OF 2021 ANNUAL GENERAL MEETING

If the Chairperson of the Meeting is or becomes your proxy and you do not give any voting instructions, then by completing and submitting the Voting Form you will be expressly authorising the Chairperson to exercise the proxy as the Chairperson sees fit in respect of those Items of Business even though those Items of Business are connected directly or indirectly with the remuneration of the Company's KMP.

The Chairperson intends to vote undirected proxies **IN FAVOUR** of Resolutions 1 and 2.

How to join the Meeting and participate

Members and proxyholders can attend and participate in the AGM virtually via the online platform by entering <https://ccmediaframe.com?id=5leLSUZg> into a web browser on a computer or online device.


Members and proxyholders can also attend and participate in the AGM virtually via telephone as follows:

- Australia toll free
1800 434 182
- Local number for international parties
+61 2 8000 4164

Voting using the Online Platform during the Meeting

To vote, please follow the steps below to register for voting as soon as possible:

Please note members (or their representatives) will need to login using their details (including SRN or HIN) to be verified as a member (or member's representative). Proxies will need login details provided by Computershare. It is recommended that proxies call the Computershare call centre +613 9415 4024 at least one hour before commencement of the Meeting to ensure efficient registration for voting. Due to the virtual nature of the event, Computershare will facilitate voting during the Meeting via an application downloadable on your desktop or any mobile device. If you wish to cast your vote during the Meeting, please follow the steps below to register your interest.

- Step 1: Visit <https://web.lumiagm.com/392853039>
- Step 2: Enter username (SRN or HIN) and password (postcode or country code).
- Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of the screen.
- Step 4: Select the voting option (For/Against/Abstain) for each resolution.

A message will appear at the top of the screen indicating the number of resolutions that have been voted on.

Voting will close at the conclusion of the Meeting. At the close of the Meeting any votes you have placed will automatically be submitted to the registry.

More information on how to use the online voting platform is explained at:

www.computershare.com.au/onlinevotingguide

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE AGM

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Meeting to ask questions or make comments. Shareholders will similarly be provided a reasonable opportunity to ask questions of the Company's external auditor, KPMG. Relevant written questions for the Company or KPMG can be submitted in advance of the Meeting via Computershare at www.investorvote.com.au; or by mail to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia; or by fax to +61 3 9473 2555. Questions should be lodged no later than 5.00pm (AEDT) on 18 November 2021. The online platform will contain additional details as to how to vote and ask questions during the Meeting.

To ask a question via telephone:

- Dial the designated phone number and advise you wish to join the "Ainsworth AGM".
- Provide operator with your name and shareholder number.
- Once joined to conference, press *1 on your phone to register your question.
- You will be announced into conference to ask your question at the designated time.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM. If there is a technical difficulty, the Chairperson of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising this discretion, the Chairperson will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairperson considers it appropriate, the Chairperson may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a direct vote or directed proxy by **10:00am (AEDT) on Tuesday, 23 November 2021** even if they plan to participate online.

By Order of the Board of Ainsworth Game Technology Limited.

By Order of the Board



ML Ludski
Company Secretary
27 October 2021 – 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 2021 (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 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 three directors of the Company excluding the recently appointed Executive Director and Chief Executive Officer, Mr. Harald Neumann (who upon such appointment became excluded from rotation as the managing director of the Company for the purposes of Rule 7.1(g)(2) of the Company Constitution). Mr. Colin John Henson and Mr Daniel Eric Gladstone are the longest serving directors since last being re-elected. Mr Henson and Mr Gladstone were last elected to office at the AGM held on 26 November 2019.

Rule 7.1(f) of the Company Constitution provides that as between persons who were elected as directors on the same day, those to retire must be determined by lot, unless they otherwise agree between themselves.

In accordance with Rule 7.1(f) and ASX Listing Rule 14.4, it was agreed between Mr Henson and Mr Gladstone that Mr Henson will retire at the end of this AGM.

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 Henson

Age: 73 years

Occupation: Company Director

Business Experience: Colin was appointed Director on 3 April 2013. He is a member of the Audit Committee, Chairperson of the Remuneration and Nomination Committee, and Chairperson of the Regulatory and Compliance Committee.

Colin has had a lengthy career as a senior executive and as a director (including executive and non-executive chairperson) of private and publicly listed companies across a broad range of industries.

He is a Fellow of the Australian Institute of Company Directors, Fellow of CPA (Certified Practising Accountants) Australia and Fellow of the Corporate Governance Institute of Australia. Colin is also a non-practising member of the Law Society of NSW.

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

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

EXPLANATORY STATEMENT

Resolution 2 – 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 2.

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





AINSWORTH GAME TECHNOLOGY

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F. +61 2 9648 4327

www.agtslots.com



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 855 080 (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 **10:00am (AEDT) on Tuesday, 23 November 2021**.

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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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: I999999999
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

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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 as a virtual meeting on Thursday, 25 November 2021 at 10:00am (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 Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 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 Resolution 2 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
Resolution 1	Re-election of Mr Colin John Henson, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

AGI

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Computershare

