



**Ainsworth Game Technology Ltd**  
ABN 37 068 516 665

10 Holker Street  
Newington NSW  
Australia 2127  
Tel: +61 2 9739 8000  
Fax: +61 2 9648 4327  
www.ainsworth.com.au

15 December 2010

Manager Companies  
Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, Stock Exchange Centre  
20 Bridge Street  
**SYDNEY NSW 2000**

Dear Sir

### **Securities Trading Policy**

The Board of Ainsworth Game Technology Limited (ASX Code: AGI) has adopted the attached Securities Trading Policy.

A copy of this Policy will be accessible on the Company's website.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Mark Ludski', with a small dot above the 'i'.

**MARK LUDSKI**  
**COMPANY SECRETARY**

## SECURITIES TRADING POLICY

---

### INTRODUCTION

#### Purpose

To establish a regime to apply to all securities transactions by Directors and Employees of Ainsworth Game Technology Limited ("AGT") and the AGT Group Companies in accordance with the requirements of the *ASX Listing Rules* and the *Corporations Act 2001*.

Despite what may be allowable under this Policy, in all circumstances, it is illegal for a Director or Employee to deal in Securities when they are in possession of inside information, even when the terms of this Policy have been complied with.

#### Definitions

For the purposes of this Policy, unless the context requires otherwise:

"AGT Group" or "AGT Group Companies" for the purpose of this policy means AGT, each subsidiary of AGT and any related bodies corporate of AGT (as defined under the *Corporations Act 2001*).

"ASX" means the Australian Securities Exchange Limited ACN 008 624 691.

"Board" means the Board of AGT.

"Chief Executive Officer or CEO" means the Chief Executive Officer of AGT.

"Chairman" means the Chairman of the Board.

"Company Secretary" means the company secretary of AGT.

"Deal" means to subscribe, purchase, sell, assign, transfer, encumber or otherwise alienate any right, title or interest in a security, or to enter into any agreement or arrangement to do so.

"Director" means a director of any of the AGT Group Companies.

"Employee" means a person in the service of any of the AGT Group Companies under a contract of employment, whether express or implied, oral or written, including the company secretaries of any of the AGT Group Companies.

"Insider" means a person who:

- (a) possesses information that is not generally available but, if it was, a reasonable person would expect it to have a material effect on the price or value of securities of a company; and
- (b) knows, or ought reasonably to know, that:
  - (i) the information is not generally available; and
  - (ii) if it were generally available, it might have a material effect on the price or value of those securities.

## SECURITIES TRADING POLICY

---

### APPLICATION

#### People to whom this Policy applies

Unless otherwise stated, this Policy applies to:

- (a) all Directors of any AGT Group Companies; and
- (b) all Employees of any AGT Group Companies; and
- (c) spouses (including de facto spouses), dependent children, family trusts and family companies (or any other person or body corporate controlled by any of the foregoing) of the persons listed in (a) and (b) above.

#### Securities to which this Policy applies

Securities to which this Policy applies include:

- (a) all ordinary shares (including shares subscribed for), share options, preference shares, debentures, convertible notes or any other form of security issued by any of the AGT Group Companies;
- (b) securities of other corporations or entities in which any of the AGT Group Companies has or may, to the knowledge of the Director or Employee, acquire a relevant interest; and
- (c) securities of any other company when a Director or Employee of any of the AGT Group Companies is in possession of confidential price sensitive information in relation to those other securities ("**Securities**").

### GENERAL

#### Intention

The purpose of the Policy is to ensure compliance with the *ASX Listing Rules* and the *Corporations Act 2001* to ensure that all of the Directors and Employees are aware of the legal restrictions on trading Securities while a person is in possession of unpublished price-sensitive information in relation to any of the AGT Group Companies.

This Policy regulates Dealings by Directors and Employees of any of the AGT Group Companies in Securities; how and when a Director or Employee may buy and sell Securities in each of the AGT Group Companies and in other companies with which AGT has, or is known to be contemplating, a close relationship.

In order to preserve the reputation and integrity of AGT, it is vital that when people associated with AGT Deal in Securities that the Dealings are not only legitimate and fair, but are seen to be so.

## SECURITIES TRADING POLICY

---

### Corporations Act 2001 and Insider Trading

The *Corporations Act 2001* imposes legal obligations and duties on any Insider who may Deal in Securities. Section 1043A of the *Corporations Act 2001* provides that an Insider must not, either as a principal or agent:

- (i) Deal in securities of a corporation whilst in possession of price sensitive information relating to that corporation;
- (ii) Procure any other person to Deal in those securities; or
- (iii) Communicate the information to any person who he/she knows or ought to know will make use of the information for the purpose of Dealing or causing or procuring others to Deal in the securities of that corporation.

Thus, if a Director or Employee possesses price sensitive information in relation to any of the AGT Group Companies he/she must not use that information directly or indirectly to acquire an advantage for himself/herself or for other persons by Dealing in Securities.

Directors or Employees who wish to Deal in Securities in any of the AGT Group Companies may only do so at a time when material information that can affect the price of Securities is publicly available (see **Window Periods**) or in exceptional circumstances (as set out below) or if the Dealing is excluded from the policy (see below) and even in those periods, must only Deal in Securities if not in possession of price sensitive information at the time.

Further, Directors and Employees may only Deal in Securities when it will not result in any other shareholder being deemed to be entitled to more than the permissible percentage of voting shares, as section 606 of the *Corporations Act 2001* prohibits (subject to exceptions) the acquisition by a person and his/her associates of more than 20% of the voting shares in a company.

Please note that AGT takes the matter of Dealing in Securities in any of the AGT Group Companies by its own Directors and Employees very seriously, and expects full compliance with the letter and intent of the provisions of the law and this Policy. Importantly, this Policy has been approved by the Board for use and observance by all Directors and Employees –AGT reserves its rights to discipline any offending Director or Employee as it sees fit. Moreover, under the *Corporations Act 2001*, criminal penalties (including imprisonment) can apply for insider trading offences.

### Scope

Directors and Employees:

- (a) must not Deal in Securities in any of the AGT Group Companies through their family or through a trust or company in which they have influence or control if they are prohibited from Dealing in any of those Securities in their own name by virtue of this Policy; and
- (b) should ensure that before any Dealings are undertaken by external bodies of which they are a member or trustee, for example superannuation funds, their fellow members or trustees are aware of their interest and such Director or Employee should not take part in any of the discussions or decision making processes that leads to such Dealing being effected or not pursued.

## SECURITIES TRADING POLICY

---

### **Periods when Dealings are Permitted (Window Periods)**

Dealings are permitted when Directors and Employees do not have confidential price sensitive information, and, equally, the public has access to current price sensitive information. Generally, these Window Periods:

- (a) commence on the day following the release of the AGT Half-yearly and Preliminary Final results and Dividend Announcements for a 30 day period;
- (b) commence on the day following the Annual General Meeting for a 30 day period; and
- (c) during the offer or application period specified in a prospectus or supplementary prospectus issued for a new share issue.

Subject to the requirements set out below, Dealing in Securities in any of the AGT Group Companies will ordinarily be permitted during any of the above Window Periods. Window periods are to commence on the business day following the announcement referred to in (a) and (b) above and the Company Secretary is to provide confirmation that all applicable announcements have been received by the ASX prior to trading in any Securities.

### **Periods when Dealings are Prohibited (all other times)**

All Directors and Employees:

- (a) will not trade in Securities for a short term or speculative gain; and
- (b) are prohibited from Dealing in any Securities at any time when they possess information which, if disclosed publicly, would be likely to materially affect the market price or value of those Securities; and
- (c) must not Deal in Securities at any time outside a Window Period unless exceptional circumstances exist and these circumstances have been expressly put to the Company Secretary or CEO (in accordance with this Policy) and the Company Secretary or CEO has provided written consent to the proposed Dealing.

### **Dealing outside Window Periods in exceptional circumstances**

Directors and Employees may in exceptional circumstances apply in writing to the Company Secretary for approval of a trade outside a Window Period, provided the Director or Employee is not in possession of inside information.

No dealing may be undertaken before the Director or Employee receives the written approval of the Company Secretary.

## SECURITIES TRADING POLICY

---

The Company Secretary may grant the Director or Employee written permission to Deal in Securities during Window Period if the Company Secretary is satisfied that the Director or Employee's circumstances amount to exceptional circumstances, when taking into account the following factors:

- (a) whether the Director or Employee is suffering severe financial hardship;
- (b) whether the Director or Employee is bound by a court order, enforceable undertaking or other legal or regulatory requirement to transfer or sell their Securities; and
- (c) whether the Director or Employee's circumstances are otherwise exceptional and the proposed dealing is the only reasonable course of action available.

If approval is granted by the Company Secretary, the Director or Employee must complete the dealing within 14 days of receiving written approval, or within an earlier time specified by the Company Secretary in granting the approval.

### Excluded Dealings

This Policy does not apply, and Dealings in Securities can be effected by Directors and Employees outside Window Periods, in the following circumstances:

- (a) transfers of Securities already held into a superannuation fund or other saving scheme in which the Director or Employee is a beneficiary;
- (b) where a Director or Employee is a trustee, trading in the Securities by that trust, provided that the Director or Employee is not a beneficiary of the trust and any decision to trade outside a Window Period is taken by the other trustees or by the investment managers independently of the Director or Employee;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (e) a disposal of Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement; and
- (f) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls outside a Window Period and the restricted person could not reasonably have been expected to exercise it at a time when free to do so.

## SECURITIES TRADING POLICY

---

### PROCEDURE

Before Dealing in Securities, compliance with the following procedure is mandatory.

#### Directors (and the CEO)

For any proposed dealing or during a Window Period, a Director and the CEO may Deal in Securities subject to notifying and obtaining the prior approval of the Board. The steps to be taken are:

- (a) The Director or CEO as applicable must notify the Company Secretary of the intended Dealing;
- (b) The Company Secretary will notify the Chairman, the Board of Directors and the CEO;
- (c) The Company Secretary will advise on the intended Dealing;
- (d) The Chairman and the Board of Directors will decide on the Dealing;
- (e) Following approval and within 3 days of the Dealing being transacted, the Director must provide a notice of the details of the Dealing to the Company Secretary;
- (f) The Company Secretary will maintain a record the Dealing; and
- (g) The Company Secretary will notify the ASX of the details of the Dealing (as required under s205G *Corporations Act 2001*).

#### Employees

During a Window Period an Employee (other than the CEO) may Deal in Securities subject to notifying and obtaining the prior approval of the CEO (in the absence of the Company Secretary or if the Dealing involves the Company Secretary). The steps to be taken are:

- (a) The Employee must notify the CEO or the Company Secretary of the intended Dealing;
- (b) The CEO or Company Secretary will decide on the Dealing;
- (c) Following approval and within 3 days of the Dealing being transacted, the Employee must provide a notice of the details of the Dealing to the Company Secretary; and
- (d) The Company Secretary will maintain a record the Dealing.

#### Notice

Notice consists of:

- (a) the name of the person/entity that is undertaking the Dealing;
- (b) the value of an individual security to be dealt;

## SECURITIES TRADING POLICY

---

- (c) the number of securities to be dealt;
- (d) the value of the whole Dealing; and
- (e) the intended date of the Dealing.

### **Records**

The Company Secretary will maintain a Securities Transactions Policy Register and keep a permanent record of all transactions which are subject to this Policy.

### **Policy Modification**

This Policy is subject to modification by the Board from time to time.