

NOTICE OF 2013 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Ainsworth Game Technology Limited

ABN 37 068 516 665

Notice is given that the 2013 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, and will conduct the business as specified below:

Date: Wednesday 20 November 2013

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

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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 2013.

Please refer to the accompanying Explanatory Statement for more information.

Resolution 1 – Re-election of Mr Michael Bruce Yates, as Director

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

"That Mr Michael Bruce Yates, 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 Graeme John Campbell, as Director

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

"That Mr Graeme John Campbell, 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 – 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(d) 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 4 – Re-election of Mr David Hugh Macintosh, as Director

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

"That Mr David Hugh Macintosh, who retires in accordance with Rule 7.1(d) 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 5 – 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 2013, 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 5

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by any member of the Company's key management personnel (as defined in the Corporations Act), details of whose remuneration are included 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 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.

Resolution 6 – Approval for the grant of Performance Share Rights to the Chief Executive Officer

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

"That for the purpose of the ASX Listing Rules 7.1 and 10.14, as well as sections 200B and 208 of the Corporations Act, approval be given for the issue of 137,536 Performance Share Rights (**PSRs**) under the Ainsworth Game Technology Limited Rights Share Trust to Mr Daniel Eric Gladstone, Executive Director and Chief Executive Officer of the Company, in accordance with the terms described in the Explanatory Statement."

Please refer to the accompanying Explanatory Statement for more information.

Voting Exclusion Statement regarding Resolution 6

In accordance with section 250BD of the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on this resolution by the Chief Executive Officer or any associates of the Chief Executive Officer or by a proxy-holder who is a member of the Company's key management personnel (as defined in the Corporations Act), details of whose remuneration are included in the remuneration report, including, 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.

In addition, in accordance with section 224 of the Corporations Act 2001, a vote on this resolution must not be cast by or behalf of the Chief Executive Officer or an associate of the Chief Executive Officer unless it is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

Resolution 7 – Approval of 'tax equalisation' payment to Chief Executive Officer as a result of requiring him to reside outside Australia

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

"That for the purposes of section 208 of the Corporations Act, approval be given for the Company to compensate the Chief Executive Officer, Mr Daniel Gladstone, directly or indirectly, up to a maximum amount of A\$300,000, in respect of any additional income tax and expenses associated with that tax incurred by him or his self-managed superannuation fund as a result of the period of time that the Company has required Mr Gladstone to reside outside Australia, over and above the amount of income tax he and his fund would have had to pay if Mr Gladstone had continued to reside in Australia."

Voting Exclusion Statement regarding Resolution 7

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on this resolution by any proxy-holder who is a member of the Company's key management personnel (as defined in the Corporations Act), details of whose remuneration are included 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.

In addition, in accordance with section 224 of the Corporations Act 2001, a vote on this resolution must not be cast by or behalf of the Chief Executive Officer or an associate of the Chief Executive Officer unless it is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

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 Meeting, shares will be taken to be held by the persons who are registered as shareholders at 11:00am (AEDT) on Tuesday 19 November 2013.

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 meeting.

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 2013.

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

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

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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 Wednesday 20 November 2013 at the Bankstown Sports Club's "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. In order 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 each of the resolutions set out in this Notice of AGM.

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.

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 Wednesday 20 November 2013. 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

At the Share Registry:

Computershare Investor Services Pty Limited,
Level 4, 60 Carrington Street,
Sydney,
NSW, 2000, Australia

BY MAIL

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

18 October 2013 – Sydney

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 2013 (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 Meeting 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 Michael Bruce Yates, 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.

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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 five directors of the Company, excluding the Executive Director and Chief Executive Officer, Mr Daniel Eric Gladstone (the managing director of the Company for the purposes of Rule 7.1(g)(2) of the Company Constitution). Along with Mr Graeme John Campbell, Mr Michael Bruce Yates is the longest serving director since last being re-elected. Mr Yates was last elected to office at the AGM held on 24 November 2010. Therefore, in accordance with Rule 7.1(f) and ASX Listing Rule 14.4, Mr Yates is due to retire at the end of this AGM.

In accordance with Rule 7.1 of the Company Constitution, Mr Yates 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 Yates and his experience:

Mr Michael Yates

Age: 59 years

Occupation: Lawyer

Business Experience: Mr Yates has been a director of the Company since 2009 and is the Chairperson of the Regulatory and Compliance Committee and a member of the Remuneration and Nomination Committee since 30 June 2013. He was formerly a member of the Audit Committee.

Mr Yates brings to the Board extensive commercial and corporate law experience in a career spanning over 32 years. Mr Yates has advised many public companies on ASX listing rules and Corporations Act requirements. He is a former senior corporate partner of Sydney Law practices Holding Redlich and Dunhill Madden Butler and has acted for a number of clients involved in the gaming industry.

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

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

Resolution 2 – Re-election of Mr Graeme John Campbell, as Director

As indicated in relation to Resolution 1 above, Mr Graeme John Campbell is the other longest serving director since last being re-elected along with Mr Michael Bruce Yates. Mr Campbell was last elected to office at the AGM held on 24 November 2010. Therefore, in accordance with Rule 7.1(f) and ASX Listing Rule 14.4, Mr Campbell is due to retire at the end of this AGM.

In accordance with Rule 7.1 of the Company Constitution, Mr Campbell 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 Campbell and his experience:

Mr Graeme Campbell

Age: 56 years

Occupation: Consultant and Company Director

Business Experience: Mr Campbell has been a director of the Company since 2007. Since 30 June 2013, he is the Lead Independent Non-Executive Director of the Company. Mr Campbell is also Chairman of the Audit Committee, as well as a member of the Regulatory and Compliance Committee. Until 30 June 2013 Mr Campbell was a member of the Remuneration and Nomination Committee.

Mr Campbell has specialised in the area of liquor and hospitality for over 30 years in corporate consultancy services with particular emphasis on hotels and registered clubs.

Mr Campbell is currently the Chairman of Harness Racing NSW, a Director of Central Coast Stadium, Liquor Marketing Group Limited and Hotel Liquor Wholesalers Pty Limited, and the Chairman of the Audit Committee of Illawarra Catholic Club Group.

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

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

Resolution 3 – Re-election of Mr Colin John Henson, as Director

Rule 7.1(d) of the Company's Constitution requires that any director appointed as an additional director, other than the managing director, only holds office until the next general meeting and must then retire from office. ASX Listing Rule 14.4 also provides that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Rule 7.1(i) of the Company Constitution provides that a retiring director is eligible for re-election.

On 3 April 2013 Mr Colin John Henson was appointed as an additional independent non-executive director of the Company in accordance with Rule 7.1(d) of the Company's Constitution. Therefore in accordance with Rule 7.1(d) and ASX Listing Rule 14.4 Mr Henson is due to 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: 65 years

Occupation: Company Director

Business Experience: Mr Henson was appointed Director on 3 April 2013 and since 30 June 2013 is a member of the Audit Committee and 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. Mr Henson is currently the non-executive Chairman of Videlli Limited (formerly ERG Limited) and consultant to the Board of ASX listed company ComOps Limited. Formerly, Mr Henson was the 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 Institute of Corporate Managers, Secretaries and Administrators. 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 4– Re-election of Mr David Hugh Macintosh, as Director

On 3 April 2013 Mr David Hugh Macintosh was appointed as an additional independent non-executive director of the Company in accordance with Rule 7.1(d) of the Company's Constitution. Therefore in accordance with Rule 7.1(d) and ASX Listing Rule 14.4 (as outlined in relation to Resolution 3 above), Mr Macintosh is due to retire at the end of this AGM.

In accordance with Rule 7.1 of the Company Constitution, Mr Macintosh 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 Macintosh and his experience:

Mr David Macintosh

Age: 57 years

Occupation: Company Director

Business Experience: Mr Macintosh was appointed director on 3 April 2013 and since 30 June 2013 is the Chairperson of the Remuneration and Nomination Committee and a member of the Audit Committee.

Mr Macintosh has an extensive career spanning over 30 years' experience in transport and the construction sector specialising in the hospitality and gaming industry. Mr DH Macintosh is currently Managing Director of Paynter Dixon Constructions and was previously Executive Chairman and Director of Payce Consolidated Limited for a period of approximately 20 years. Mr Macintosh has devoted many years and resources into the Australian Respiratory Council and other charitable bodies. Mr Macintosh is a hall of fame inductee of the Club Managers Association of Australia, Fellow of the Institute of Chartered Accountants in Australia and became a member of the Order of Australia in 2011.

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

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

Resolution 5 – 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.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the CEO and managing director) must stand for re-election.

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 5.

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

Resolution 6 – Approval of issue of Rights under the Rights Share Trust to the Chief Executive Officer

Background and reasons for proposal

The approval of shareholders is sought to permit Mr Daniel Eric Gladstone, the Company's Chief Executive Officer, to participate in the Ainsworth Game Technology Limited Rights Share Trust (**Rights Share Trust**) under the Company's Long Term Incentive Program (**LTIP**). The approval is sought for all purposes, including the following:

- ASX Listing Rule 10.14 – the acquisition of securities by a director under an employee incentive scheme requires shareholder approval. Shareholder approval is therefore sought for the issue to (or for the benefit of) Mr Gladstone of 137,536 Performance Share Rights (**PSRs**) and shares upon vesting of such PSRs; and

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- ASX Listing Rule 7.1 – shareholder approval is required before the Company may issue securities representing more than 15% of the capital of the Company within a 12 month period. Shareholder approval is being sought so that the 137,536 PSRs granted to Mr Gladstone may be disregarded for the purposes of determining the number of securities which the Company may issue within a 12 month period without shareholder approval; and
- Chapter 2E and sections 200B and 200E of the Corporations Act – for completeness the Board seeks member approval for the issue of the PSRs to Mr Gladstone under these Corporations Act provisions. This is because the issue of the PSRs to Mr Gladstone under the Rights Share Trust may constitute the giving of a financial benefit to a related party of the Company requiring member approval under section 208 of Chapter 2E of the Corporations Act, and may, in certain circumstances, also constitute the giving of a benefit in connection with Mr Gladstone's retirement from the office of Chief Executive Officer requiring member approval under sections 200B and 200E of the Corporations Act.

Overview of the Long Term Incentive Program (LTIP)

The Company's policy on senior executive remuneration is designed to remunerate senior executives for increasing shareholder value and for achieving financial targets and business strategies. It is also set to attract, retain and motivate appropriately qualified and experienced executives. Accordingly, the Board considers it desirable for remuneration packages of senior executives (including the Chief Executive Officer) to include both a fixed component and an at-risk or performance related component (governing both short-term and long-term incentives). The Board views the at-risk component as an essential driver of a high performance culture.

The LTIP provides for eligible employees to be offered a conditional opportunity for fully paid ordinary shares in the Company through the grant of PSRs, such that shares may be allocated to them, subject to meeting certain performance conditions within a set performance period.

Grants under the LTIP will be tested at the end of the applicable performance period. No retesting will occur. If the relevant performance conditions are satisfied at the end of the performance period then PSRs will vest. Each PSR which vests will be converted into one fully paid ordinary share. No amounts will be payable by the participants upon vesting of the PSRs. If the relevant performance conditions are not satisfied at the end of the performance period then the PSRs will lapse and be forfeited. Shares allocated on vesting of the PSRs will carry full dividend and voting rights from the date of allocation. Shares allocated under the LTIP may be forfeited by the participant but only in limited circumstances such as where the participant has acted fraudulently or dishonestly.

Acquisition of PSRs by Mr Gladstone under an employee incentive scheme

Under Listing Rule 10.14, the acquisition of securities under an employee incentive scheme requires shareholder approval.

Mr Gladstone's participation in the Rights Share Trust

Mr Gladstone's participation in the Rights Share Trust is by way of unitholdings (**Share Units**) in the Rights Share Trust. The trustee of the Rights Share Trust, Trinity Management Pty Ltd (**Trustee**), on direction from the Company, offers eligible employees (including Mr Gladstone) the right to acquire Share Units in the Rights Share Trust. Should this resolution pass, PSRs over ordinary shares in the Company will be allocated by the Trustee to Share Units held by the Trustee for the benefit of Mr Gladstone. One Share Unit represents one PSR (or one ordinary share once the PSR has been exercised).

The Chief Executive Officer, Mr Gladstone, is the only director of the Company who is entitled to participate in the Rights Share Trust. As the Rights Share Trust has only been recently adopted by the Company, the proposed issue of PSRs to Mr Gladstone under the Rights Share Trust. No PSRs have been or will be issued to the other directors of the Company.

Once PSRs allocated to Share Units are validly exercised and ordinary shares are allocated to the Share Units in their place, Mr Gladstone has the same rights in respect of the shares which are allocated to Share Units as if he were the legal owner of the shares including the rights to:

- direct the Trustee on how the voting rights attached to the shares shall be exercised; and
- receive dividend income.

Consideration for the PSRs

The issue price of the PSRs is based on an accounting valuation determined with reference to the share price of the Company's ordinary shares at the time of the issue of the Share Units. The PSRs then have a nil exercise price upon conversion to shares. The issue price will not be paid in cash by Mr Gladstone to acquire the Share Units in the Rights Share Trust. Instead, the Trustee provides an interest-free non-recourse loan to Mr Gladstone that is equal to the aggregate issue price of the PSRs. The award of PSRs to Mr Gladstone will therefore not raise any funds for the Company.

The issue price for each PSR varies depending on the vesting conditions attached to that PSR (see the “Vesting conditions” section below). The issue price of the PSRs that are proposed to be granted to Mr Gladstone and the resulting loan amount can be summarised as follows:

Vesting condition	Vesting date	Issue Price per PSR	Aggregate Issue Price
Earnings per share target	1 September 2016	\$3.2375	\$140,372.93
Earnings per share target	1 September 2017	\$3.1693	\$140,372.93
Total shareholder return target	1 September 2016	\$2.4349	\$60,159.83
Total shareholder return target	1 September 2017	\$2.3892	\$60,159.83
Total loan amount			\$401,065.52

The loan is not required to be repaid until cancellation of the Share Units occurs. Cancellation will generally occur if Mr Gladstone’s employment with the Company is terminated, or if Mr Gladstone requests cancellation of the Share Units.

Cancellation of Share Units and repayment of the loan

Once Mr Gladstone’s Share Units are cancelled, he will obtain a “cancellation entitlement”. If the relevant vesting conditions (outlined below) have not been met, the cancellation entitlement will equal the issue price of Mr Gladstone’s Share Units. If relevant vesting conditions have been met, the cancellation entitlement will, at Mr Gladstone’s option, either be:

- a. the in specie distribution of the shares referable to Mr Gladstone’s Share Units; or
- b. a payment in cash equal to the market value of the shares.

Upon cancellation of the Share Units, the loan provided by the Trustee to Mr Gladstone for purchase of the Share Units becomes due and payable.

The loan amount repayable by Mr Gladstone on cancellation of the relevant number of his Share Units is equal to the issue price of the Share Units cancelled, less any amounts repaid by Mr Gladstone prior to the cancellation of his Share Units.

The Trustee will set off loan amounts owing by Mr Gladstone to the Trustee against amounts payable by the Trustee to Mr Gladstone. If a Share Unit is cancelled and the cancellation entitlement is not sufficient to cover the outstanding loan amount in respect of a Share Unit, the Trustee will accept surrender of the Share Unit as full and final satisfaction of the loan.

Vesting conditions

A maximum of 137,536 PSRs may be awarded to Mr Gladstone under this approval. Provided certain performance targets are met (set out below), 50% of Mr Gladstone’s PSRs vest on 1 September 2016, and the remaining 50% vest on 1 September 2017. Upon vesting, the PSRs will remain on foot until 22 July 2018.

In addition to the above conditions:

- 70% of Mr Gladstone’s PSRs (**EPS Rights**) are subject to the following annual Earning Per Share (**EPS**) targets:
 - where EPS achieved is less than 8% per annum, the proportion of EPS Rights that will vest is 0%;
 - where EPS achieved is 8.0%, the proportion of EPS Rights that will vest is 25% plus 1.25% for each 0.1% increase in EPS;
 - where EPS achieved is 10%, the proportion of EPS Rights that will vest is 50% plus 2.0% for each 0.1% increase in EPS; and
 - where 12.5% EPS is achieved, the proportion of EPS Rights that will vest is 100%.
- 30% of Mr Gladstone’s PSRs (**TSR Rights**) are subject to the following annual Total Shareholder Return (**TSR**) targets:
 - where a TSR rank under the 50th percentile is achieved, the proportion of TSR Rights that vest will be 0%;
 - where a TSR rank equal to the 50th percentile is achieved, the proportion of TSR Rights that vest will be 50%;
 - where a TSR rank between the 50th and 75th percentile is achieved, the proportion TSR Rights that vest will be on a sliding scale;
 - where a TSR rank above the 75th percentile is achieved, the proportion of TSR Rights that vest will be 100%.

The Company’s “TSR rank” is determined by assessing the Company’s TSR as compared to a comparison group of companies. The comparison group for the TSR hurdle is companies in the ASX 300 index that have the same Consumers Services CICS industry sector as the Company.

NOTICE OF 2013 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Other employee incentives schemes in which Mr Gladstone participates

Under the LTIP Mr Gladstone is also currently entitled to a performance linked long-term incentive consisting of 1,000,000 options over 1,000,000 ordinary shares owned by the Company's Executive Chairman, Mr LH Ainsworth. These options were granted on 1 March 2011 under the Len Ainsworth Option Share Trust. Mr Gladstone currently holds 5,000 shares and 500,000 options under the Len Ainsworth Option Share Trust.

Shareholder approval is not being sought and is not required for Mr Gladstone's continued participation in the Len Ainsworth Option Share Trust.

Should Resolution 6 be approved, the Company proposes to allocate the PSRs to units in the Rights Share Trust held for the benefit of Mr Gladstone within 30 days of receiving shareholder approval.

If Shareholders do not approve Resolution 6, the Company may, subject to any required approval, arrange for either the purchase of an equivalent number of existing ordinary shares of the Company on-market to the number of PSRs proposed to be allocated to Mr Gladstone under the Rights Share Trust, or alternatively, pay an equivalent amount in cash to Mr Gladstone.

Exclusion of issue of shares to Mr Gladstone from 15% Rule

ASX Listing Rule 7.1 requires the approval of shareholders be sought where an issue of securities exceeds the 15% in certain circumstances during a 12 month period. The proposed issue of PSRs to Mr Gladstone would not exceed that threshold. However, the effect of members approving Resolution 6 is that the 137,536 PSRs issued to Mr Gladstone would not be included in the calculation of the maximum number of shares permitted to be issued by the Company in any 12 month period under Listing Rule 7.1.

Related party transaction

The issue of PSRs to Mr Gladstone under the Rights Share Trust constitutes the giving of a financial benefit to a related party of the Company requiring member approval under section 208 of Chapter 2E of the Corporations Act unless an exception applies. The issue of PSRs to Mr Gladstone, may in certain circumstances also constitute the giving of a benefit in connection with Mr Gladstone's retirement from the office of Chief Executive Officer requiring member approval under section 200B of the Corporations Act.

For completeness, pursuant to section 200E and Chapter 2E of the Corporations Act the Board seeks the approval of members to issue 137,536 PSRs to Mr Gladstone.

In the view of Directors other than Mr Gladstone (who abstains as he has an interest in the outcome of this resolution), it is in the best interests of shareholders to approve the grant of the PSRs under the Company's LTIP to Mr Gladstone because they appropriately align Mr Gladstone's remuneration with shareholder returns due to the significant performance hurdles the Company must achieve for the long-term incentives to vest.

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

The Board of Directors (with Mr Gladstone abstaining) recommend that shareholders vote in favour of Resolution 6.

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

Resolution 7 – Approval of 'tax equalisation' payment to Chief Executive Officer as a result of requiring him to reside outside Australia

Background and Purpose

Section 208 of the Corporations Act requires the approval of shareholders to give a financial benefit to its Chief Executive Officer unless an exemption applies.

The Company has required Mr Gladstone to reside in the United States pursuant to his duties as Chief Executive Officer for the period from March 2012 to approximately November 2013. As a result of residing outside Australia for this period, Mr Gladstone has become liable to pay both Australian and United States income tax and his self-managed superannuation fund (**Fund**) has paid tax in Australia on income from its investments in Australia during the period of Mr Gladstone's assignment but may be liable to pay tax on that income in the United States as well.

International tax treaties between Australia and the United States mean that Mr Gladstone and his Fund will not ultimately be required to pay double tax but the timing differences between the jurisdictions mean that Mr Gladstone will need to fund any interim double tax during the time of his assignment overseas and the Fund may be required to pay additional tax in the United States due to rate differences between the countries.

The purpose of this Resolution 7 is to allow the Company to pay an amount of up to A\$300,000 to Mr Gladstone and/or the Fund so as to ensure that Mr Gladstone and the Fund pay no more income tax and expenses associated with their payment of income tax during the period of Mr Gladstone's assignment overseas, than they would have paid had Mr Gladstone resided in Australia during this time.

Reasons for Inability to Quantify Tax Equalisation Payment

The Company does not have a final amount of the tax equalisation payment it proposes to make to Mr Gladstone and/or his Fund at this stage because:

- there are timing differences between Australian and United States income tax assessments; and
- relevant income tax assessments have not yet been finalised.

Timing Differences

For Australian income tax purposes, each financial year ends on 30 June. For United States income tax purposes, each financial year ends on 31 December. The difference between financial year end dates in Australia and the United States means that at this stage of Mr Gladstone's assignment, Mr Gladstone has been required to pay income tax in Australia on his income in Australia for the years ended 30 June 2012 and 30 June 2013 but Mr Gladstone has also so far been required to pay income tax on a proportion of his remuneration in the United States for the year ended 31 December 2012. A similar timing issue in the United States will occur in relation to the year ended 31 December 2013.

Finalisation of Income Tax Assessments

As the Company has required Mr Gladstone to remain in the United States to further the business of the Company there until approximately November 2013, it will not be until finalisation of the income tax returns for Mr Gladstone and the Fund in the United States for the years ended 31 December 2012 and 2013 and in Australia for years ended 30 June 2012, 2013 and 2014 that the amount of the tax equalisation payment to be made to Mr Gladstone and/or the Fund by the Company can be determined.

Method of Calculating Amount Payable to Mr Gladstone

The Company will make a tax equalisation payment to Mr Gladstone and/or the Fund of a total amount representing the lower of A\$300,000 and "A" in the following formula:

$A = B + C - D + E$ (if $B + C + E > D$) or \$0 (if $B + C + E$ are less than or equal to D)

Where:

"B" means the net amount of income tax Mr Gladstone and the Fund pay in Australia for the years ending 30 June 2012, 30 June 2013 and 30 June 2014;

"C" means the actual income tax Mr Gladstone and the Fund pay in the United States for the years ending 31 December 2012 and 31 December 2013, such amount being converted into \$A at the exchange rate prevailing at the date of payment of each instalment of that tax to the United States tax authorities by Mr Gladstone and/or the Fund;

"D" means the notional amount of income tax Mr Gladstone and the Fund would have paid in Australia for the years ending 30 June 2012, 30 June 2013 and 30 June 2014 if Mr Gladstone had remained in Australia during that time;

"E" means interest, accounting or other expenses associated with Mr Gladstone and the Fund having to pay income tax in the United States for the years ending 31 December 2012 and 31 December 2013.

In the view of Directors other than Mr Gladstone (who abstains as he has an interest in the outcome of this resolution) that it is appropriate for the Company provide Mr Gladstone a 'tax equalisation' payment in the circumstances given he would otherwise suffer financial prejudice as a result of residing outside Australia on the request of the Company.

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

The Board of Directors (with Mr Gladstone abstaining) recommend that shareholders vote in favour of Resolution 7.

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



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SAMPLEVILLE VIC 3030

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



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

 **For your vote to be effective it must be received by 11:00am (AEDT) Monday, 18 November 2013**

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 as they choose. 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

Bring this form to assist registration. If a representative of a corporate securityholder or attorney appointed under a Power of Attorney is to attend the meeting you will need to provide the appropriate documentation evidencing the appointment prior to admission. A form of "Certificate of Appointment of Corporate Representative" may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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, Bankstown NSW 2200 on Wednesday 20 November 2013 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 Items 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Items 5, 6 and 7 are 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 Items 5, 6 and 7 by marking the appropriate box in step 2 below.

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 Michael Bruce Yates, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Graeme John Campbell, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Colin John Henson, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr David Hugh Macintosh, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for the grant of Performance Share Rights to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of 'tax equalisation' payment to Chief Executive Officer as a result of requiring him to reside outside Australia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary **Director** **Director/Company Secretary**

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____