

NOTICE OF 2014 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Ainsworth Game Technology Limited

ABN 37 068 516 665



**winning
play**

Notice is given that the 2014 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 19 November 2014
Time: 11:00am (AEDT)
Location: Bankstown Sports Club, “Georges River Room”
8 Greenfield Parade (Cnr Greenfield Parade and Mona Street)
BANKSTOWN NSW 2200



AINSWORTH GAME TECHNOLOGY

NOTICE OF 2014 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

NOTICE OF 2014 ANNUAL GENERAL MEETING

BUSINESS

Annual Financial Report and Directors' and Auditor's Reports

To receive and consider the Annual Financial Report including the Directors' and Auditor's Reports in respect of the financial year ended 30 June 2014.

Please refer to the accompanying Explanatory Statement for more information.

Resolution 1 – Re-election of Mr Leonard Hastings Ainsworth as Director

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

"That Mr Leonard Ainsworth, 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 an 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 Campbell, who retires in accordance with Rule 7.1(f) of the Company Constitution and, and being eligible, offers himself for re-election, be re-elected as an executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 3 – Approval of Remuneration Report

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

"That the Remuneration Report for the Company required by section 250R(2) of the Corporations Act 2001 (Cth) (**Corporations Act**), which is included in the Directors' Report in respect of the year ended 30 June 2014, be adopted."

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

Please refer to the accompanying Explanatory Statement for more information.

Voting exclusion statement regarding Resolution 3

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

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

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

For the purpose of determining a person's entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 11:00am (AEDT) on Tuesday 18 November 2014.

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 2014.

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

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 19 November 2014 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. 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.

NOTICE OF 2014 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

NOTICE OF 2014 ANNUAL GENERAL MEETING (continued)

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 19 November 2014. 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
17 October 2014 – 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 2014 (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 Leonard Hastings Ainsworth 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. 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.

Rule 7.1(f) and ASX Listing Rule 14.4 also provide 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). Mr LH Ainsworth is the longest serving director since last being re-elected. Mr LH Ainsworth was last elected to office at the AGM held on 23 November 2011. Therefore, in accordance with Rule 7.1(f) and ASX Listing Rule 14.4, Mr LH Ainsworth is due to retire at the end of this AGM.

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

The following is a summary of Mr LH Ainsworth and his experience:

Mr Leonard Hastings Ainsworth

Age: 91 years

Occupation: Company Director

Business Experience: Mr LH Ainsworth has been a director of the Company since 1995.

Academic and professional qualifications:

Fellow of the Australian Institute of Management and Australian Institute of Company Directors and holds a Higher Doctorate degree awarded by the University of New South Wales.

Business experience:

Mr LH Ainsworth is known throughout the worldwide gaming machine industry as having pioneered many of the major design and technical innovations incorporated in gaming machines over the past 61 years. He has long been acknowledged as the industry leader throughout Australia and is widely respected for the outstanding contribution he has made to the financial success and standing of licensed clubs. In 1954, Mr LH Ainsworth founded Aristocrat which is recognised as a major producer of casino style gaming machines and systems in the world today, and by far the largest in Australia.

Mr LH Ainsworth has significant experience in developing and successfully launching new and innovative gaming machine models. He founded the Company in 1995 and the Company continues to design and develop technically advanced gaming machines.

In 1995, Mr LH Ainsworth was admitted to the Australian gaming industry's "Hall of Fame" and to the American gaming industry's "Hall of Fame". Due to his worldwide export achievements, Mr LH Ainsworth was recognised by the Australian Institute of Export as an "Export Hero" in 2002 and presented with life membership of Australasian Gaming Machine Manufacturers Association in 2003 and Clubs NSW in 2008. He was the recipient of the G2E Asia Gaming Visionary Award in 2010 and in 2011 the recipient of Clubs NSW award for outstanding contribution to the club industry. In March 2014 he was the recipient of the Keno and Club Queensland Award for Excellence for services to industry.

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

Given Mr LH Ainsworth's personal interest in Resolution 1, Mr Ainsworth will pass the chairing of the AGM to another director for this Resolution 1.

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

NOTICE OF 2014 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

EXPLANATORY STATEMENT (continued)

Resolution 2 – Re-election of Mr Graeme John Campbell 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. 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.

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

To comply with Rule 7.1(f) one director in addition to Mr LH Ainsworth must retire at the end of this AGM. There are currently four other 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). These directors are Mr CJ Henson, Mr DH Macintosh, Mr GJ Campbell and Mr MB Yates. Each of these persons were elected as directors on the same day at the Company's 2013 AGM.

By agreement between Mr CJ Henson, Mr DH Macintosh, Mr GJ Campbell and Mr MB Yates and in accordance with Rule 7.1(f), Mr Campbell has agreed to retire at the end of this AGM.

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

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

Mr Graeme Campbell

Age: 57 years

Occupation: Consultant and Company Director

Business Experience:

Mr G 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.

Mr G 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 G Campbell is currently a Director of Liquor Marketing Group Limited and Hotel Liquor Wholesalers Pty Limited and undertakes the role as Chairman of the Audit Committee of Illawarra Catholic Club Group. He also formerly held positions as the Chairman of Harness Racing NSW and Director of Central Coast Stadium and Blue Pyrenees Wines.

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

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

Resolution 3 – Approval of Remuneration Report

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

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

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

If 25% or more of votes that are cast on the resolution 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 3.

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

www.ainsworth.com.au




AINSWORTH GAME TECHNOLOGY

10 Holker Street, Newington,
NSW Australia, 2127

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F. +61 2 9648 4327


www.ainsworth.com.au

Lodge your vote:

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www.investorvote.com.au

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 GPO Box 242 Melbourne
 Victoria 3001 Australia

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 (within Australia) 1800 783 447
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 H 000001 000 AGI
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

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, 17 November 2014

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable 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 19 November 2014 at 11:00am (AEDT) and at any adjournment or postponement of that Meeting.

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

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

AGI

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Computershare +