

**Ainsworth Game Technology Ltd**

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**ASX Release****ASX Code: AGI****Ainsworth Game Technology Limited (AGT) –  
Clarification of Novomatic intentions regarding Board composition and future shareholding**

Ainsworth Game Technology Limited (**AGT**) refers to the notice of meeting and explanatory memorandum (**NOM**) dated 4 May 2016 in relation to the proposed sale by Mr Len Ainsworth and his controlled entities of 172.1 million ordinary shares to Novomatic AG (**Novomatic**) (**Transaction**). AGT advises that it has received the following undertakings from Novomatic:

**Clarification of intentions regarding future shareholding**

In consultation with AGT shareholders, Novomatic makes the following undertaking which clarify its intentions contained in the NOM:

Following completion of the Transaction, Novomatic undertakes to:

- a. support the immediate appointment of an Independent Chairperson to the Board of AGT;  
and
- b. ensure the Board of Directors of AGT continues to have a majority of Independent Directors.

The references to the independence of the Chairperson and Directors should be determined in accordance with the ASX Corporate Governance Council's Principles and Recommendations. These intentions apply until Novomatic and its associates hold more than 75% of the issued shares of AGT, at which time Novomatic will reconsider its position in light of the then current circumstances.

**Clarification of intentions regarding future shareholding**

In consultation with AGT shareholders, Novomatic makes the following undertaking which clarify its intentions contained in the NOM.

1. Following completion of the Transaction, Novomatic undertakes to not to rely on the '3% creep provisions' contained in Item 9 of section 611 of the *Corporations Act 2001* (Cth)
2. These intentions apply until the earlier of:
  - a. 31 December 2018; and
  - b. the date:

- i. Novomatic and its associates hold more than 75% of the issued share of AGT;
- ii. another person makes or announces a takeover offer or other form of control proposal for AGT;
- iii. there is a significant accumulation of AGT shares by someone else; or
- iv. there occurs any currently unforeseen circumstance in relation to or affecting AGT.

If any of the events in Item 2 apply, Novomatic will reconsider the position in light of the then circumstances.

**Statements supplemental to statements in the NOM**

The statements in the above Novomatic undertakings are supplemental to the statements made in the following sections of the NOM (see sections 5.1, 5.7, 6.1, 6.7 and 7.3(e) of the NOM).

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Ends

For further information please contact:

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