



**Ainsworth Game Technology Ltd**  
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Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

15 October 2025

Dear Sir / Madam

**For immediate release to the market**

**Ainsworth Game Technology Limited (ASX: AGI) – unconditional off-market takeover bid by Novomatic AG – lodgement of Supplementary Target's Statement**

We attach, in accordance with section 647(3)(b)(ii) of the *Corporations Act 2001* (Cth) (as inserted by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*), a copy of the supplementary target's statement (**Supplementary Target's Statement**) of Ainsworth Game Technology Limited ACN 068 516 665 (**Ainsworth**) in response to the unconditional off-market takeover bid by Novomatic AG (**Novomatic**) for all the ordinary shares in Ainsworth which Novomatic does not already own (**Offer**).

The Supplementary Target's Statement has been sent to Novomatic and lodged with the Australian Securities and Investments Commission today.

The Independent Board Committee<sup>1</sup> of Ainsworth continues to unanimously recommend that Ainsworth Shareholders (other than Novomatic) **ACCEPT** the Offer, subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable or concluding and continuing to conclude that it is not fair but reasonable to Ainsworth Shareholders and there being no superior proposal.<sup>2</sup>

The Independent Expert has concluded that the Offer is fair and reasonable to Ainsworth Shareholders, in the absence of a superior proposal. The Independent Expert's conclusion should be read in conjunction with the full Independent Expert's Report and the Target's Statement.

If you have any questions in relation to the Supplementary Target's Statement and the Offer, you should call the Ainsworth Shareholder Information Line on 1300 540 303 (within Australia) or +61 2 9066 4083 (outside Australia) at any time between 9.00am and 5.00pm (Sydney time) on Monday to Friday, excluding public holidays.

**This announcement was authorised for release by the Independent Board Committee.**

**Ends**

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<sup>1</sup> The Independent Board Committee comprises Ainsworth's independent non-executive directors Mr Daniel Gladstone, Mr Graeme Campbell and Ms Heather Scheibenstock, and excludes Dr Haig Asenbauer. The interests of the Independent Board Committee in relation to the Offer are set out in sections 11.3 to 11.12 of the Target's Statement and section 3(a) of the Supplementary Target's Statement. You should have regard to these interests when considering whether to accept the Offer.

<sup>2</sup> Defined terms used in this announcement have the meaning given in the Target's Statement released to ASX on 15 September 2025.



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# Supplementary Target's Statement in relation to Novomatic Takeover Offer

Ainsworth Game Technology Limited ACN 068 516 665

## 1. Important notices

This document is a supplementary target's statement under section 644(1) of the Corporations Act and is the first supplementary target's statement (**Supplementary Target's Statement**) issued by Ainsworth Game Technology Limited ACN 068 516 665 (**Ainsworth**) in response to the unconditional off-market takeover offer made by Novomatic AG (**Novomatic**), for all the ordinary shares in Ainsworth which Novomatic does not already own at \$1.00 cash per Ainsworth Share.

This Supplementary Target's Statement supplements, and is to be read together with, the Target's Statement lodged with ASIC on 15 September 2025 (**Target's Statement**).

A copy of this Supplementary Target's Statement was lodged with ASIC and sent to the ASX on 15 October 2025. Neither ASIC, ASX nor any of their respective officers take any responsibility for the content of this Supplementary Target's Statement.

Capitalised terms used but not defined in this Supplementary Target's Statement have the meanings given to them in section 12.1 of the Target's Statement. Section 12.2 of the Target's Statement also sets out some rules of interpretation which apply to Supplementary Target's Statement. This Supplementary Target's Statement prevails to the extent of any inconsistency with the Target's Statement.

All times referred to in this Supplementary Target's Statement are references to times in Sydney, Australia, unless otherwise stated.

This Supplementary Target's Statement is dated 15 October 2025.

This Supplementary Target's Statement is an important document and requires your immediate attention. If you are in any doubt about how to deal with this document, you should contact your broker or financial, tax, legal or other professional adviser.

## 2. Resignation of Chief Executive Officer and appointment of acting Chief Executive Officer

On 9 October 2025, Ainsworth announced that following the requirement to continue to pursue licensure for all executive officers of Ainsworth, a meeting before the Nevada Gaming Control Board (**NGCB**) was held earlier that day. At that meeting, Ainsworth Chief Executive Officer Mr Harald Neumann's application was referred back to NGCB staff, including a recommendation that Mr Neumann withdraw his application.

Mr Neumann has now resigned from the role as Ainsworth's Chief Executive Officer (**CEO**), with immediate effect. All of Mr Neumann's Cash Settled Performance Rights have lapsed.

A comprehensive search process is to be undertaken for a new CEO, with both external and internal candidates being considered. In the interim, Ryan Comstock, the Chief Operating Officer of Ainsworth, who is currently based in Las Vegas, has accepted the role as acting CEO effective immediately.

Mr Comstock joined Ainsworth in 2012, and was promoted to Chief Operating Officer in 2018. Mr Comstock has held various global positions focused on finance manufacturing, hardware and software development, compliance, information technology, and operations. Prior to joining Ainsworth, Mr Comstock spent nearly a decade within Deloitte's audit and assurance practice where he served Gaming, Manufacturing, and Technology Companies. Mr Comstock is a graduate of the University of Nevada, Reno where he attained degrees in Accounting and Computer Information Systems. He is a Certified Public Accountant, member of the Nevada

State Board of Accountancy, member of the American Institute of CPAs, and Chair of the Board of the Association of Gaming Equipment Manufacturers.

Following the lapse of Mr Neumann's Cash Settled Performance Rights, 3.2 million Cash Settled Performance Rights remain outstanding.

As set out in section 11.6 of the Target's Statement, if a Change Event occurs at the end of the initial Takeover Offer Period (i.e. on 3 November 2025):

- all Cash Settled Performance Rights subject to the individual performance conditions will lapse; and
- the relevant proportion of the Cash Settled Performance Rights which are subject to the EPS and time based vesting criteria will vest, with a total cash payment of approximately \$502,000 to holders, including approximately \$63,000 to Mr Comstock.<sup>1</sup>

### 3. Update on Takeover Offer

The Independent Board Committee notes that there have been several recent developments in relation to the Takeover Offer. These are:

- (a) each member of the Independent Board Committee has now accepted the Takeover Offer in respect of all the Ainsworth Shares controlled or held by or on behalf of them, as set out in section 11.3 of the Target's Statement;
- (b) the Offer Price also represents a 5% discount to the closing price of Ainsworth Shares on 13 October 2025 of \$1.06 per Ainsworth Share and approximately a 1% discount to the VWAP of Ainsworth Shares of \$1.01 from 12 August 2025 to 13 October 2025 (inclusive);<sup>2</sup>
- (c) as at 13 October 2025, the top 20 Shareholders recorded in the Ainsworth Share Register are as follows:

Rank	Name	Number of Ainsworth Shares	% of Ainsworth Shares on issue
1	NOVOMATIC AG	207,464,931	61.6%
2	MR KJERULF DAVID HASTINGS AINSWORTH	24,499,578	7.3%
3	AKHA HOLDINGS PTY LTD <AKH AINSWORTH FAMILY A/C>	16,800,000	5.0%
3	VOTRAINT NO 1019 PTY LIMITED <MCA PRIVATE INVESTMENT A/C>	16,800,000	5.0%
5	CITICORP NOMINEES PTY LIMITED	13,312,252	4.0%
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	13,222,541	3.9%

<sup>1</sup> See section 11.6 of the Target's Statement for further information in relation to the Cash Settled Performance Rights.

<sup>2</sup> The Offer Price represents a:

- 35% premium to the closing price of Ainsworth Shares on the Undisturbed Trading Date of \$0.74 per Ainsworth Share;
- 27% premium to the one-month VWAP of Ainsworth Shares of \$0.79 up to and including the Undisturbed Trading Date (1-month VWAP is calculated as the market value divided by the market volume traded between 24 March 2025 and 24 April 2025 (inclusive)); and
- 28% premium to the six-month VWAP of Ainsworth Shares of \$0.78 up to and including the Undisturbed Trading Date (6-month VWAP is calculated as the market value divided by the market volume traded between 24 October 2024 and 24 April 2025 (inclusive)).

7	CJHA PTY LIMITED <THE CJHA INVESTMENT A/C>	7,533,450	2.2%
8	BNP PARIBAS NOMS (NZ) LTD	6,432,289	1.9%
9	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,190,375	1.2%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	2,038,973	0.6%
11	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	1,438,841	0.4%
12	THE PAVILION MOTOR INN WAGGA WAGGA PTY LTD	1,328,500	0.4%
13	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	893,287	0.3%
14	MR DANIEL JAMES CREEVEY <EST CHRISTIAN AINSWORTH A/C>	832,685	0.2%
15	MR CHRISTIAN JOHN HASTINGS AINSWORTH	770,650	0.2%
16	CASOLA HOLDINGS PTY LTD <NORDIV HOLDINGS S/FUND A/C>	770,517	0.2%
17	MR SASHA ALEXANDER CAJKOVAC	693,772	0.2%
18	MR RICHARD JAMES GOLDSACK & MS AMANDA JANE HAY <GOLDSACK & HAY FAMILY A/C>	546,273	0.2%
19	GLOBAL MARKET TRADING PTY LTD	435,453	0.1%
20	MR PAUL YEOW SING TENG	375,000	0.1%
<b>Total Top 20 holders of Ainsworth Shares</b>		<b>320,379,367</b>	<b>95.1%</b>
<b>Total Remaining Holders Balance</b>		<b>16,414,562</b>	<b>4.9%</b>

- (d) as at 13 October 2025, Ainsworth has received updated substantial holder notices under the Corporations Act as follows:

Substantial holder	Number of Ainsworth Shares	Voting Power (% of Ainsworth Shares on issue)
<b>Novomatic, Prof Johann F. Graf, JFG Privatstiftung and Novo Invest GMBH</b>	207,236,191	61.5%
<b>Kjerulf David Hastings Ainsworth</b>	24,499,578	7.27%

Substantial holders are only required to give updated substantial holder notices if there is a movement of at least 1% in their holding.

As at 13 October 2025, the registered holding of Ainsworth Shares in the name of Novomatic is 207,464,931 and Mr Kjerulf David Hastings Ainsworth is 24,499,578; and

- (e) as Mr Kjerulf David Hastings Ainsworth's holding of Ainsworth Shares is now more than 5% of the Ainsworth Shares, he is required to submit personal disclosures or apply for licensure under gaming laws and regulations in a number of gaming jurisdictions.

#### **4. Independent Board Committee's Recommendation**

The Independent Board Committee<sup>3</sup> continues to unanimously recommend that Ainsworth Shareholders accept the Takeover Offer, subject to the Independent Expert continuing to conclude that the Takeover Offer is fair and reasonable or concluding and continuing to conclude that it is not fair but reasonable to Ainsworth Shareholders (other than Novomatic) and there being no Superior Proposal.

Each member of the Independent Board Committee has accepted the Takeover Offer in respect of all the Ainsworth Shares controlled or held by or on behalf of them.

#### **5. Further questions**

If you have any questions in relation to the Supplementary Target's Statement and the Takeover Offer, you should call the Ainsworth Shareholder Information Line on 1300 540 303 (within Australia) or +61 2 9066 4083 (outside Australia) at any time between 9.00am and 5.00pm (Sydney time) on Monday to Friday, excluding public holidays.

#### **6. Authorisation**

This Supplementary Target's Statement has been approved by a resolution passed by the Ainsworth Board (with Dr Asenbauer abstaining).

Signed for and on behalf of Ainsworth:

15 October 2025



Daniel Gladstone  
**Chair, Independent Board Committee**

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<sup>3</sup> The interests of the Independent Board Committee in relation to the Takeover Offer are set out in sections 11.3 to 11.12 of the Target's Statement and section 3(a) of this Supplementary Target's Statement. You should have regard to these interests when considering whether to accept the Takeover Offer.