



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

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Newington NSW 2127  
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[www.agtslots.com.au](http://www.agtslots.com.au)

24 April 2026

ASX Market Announcements Office  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

## **ELECTRONIC LODGEMENT**

### **Notice of Annual General Meeting, Proxy Form and Nevada Regulatory Disclosure.**

We attach a copy of the 2026 Notice of Annual General Meeting, Proxy Form and Nevada Regulatory Disclosure.

For the purposes of ASX Listing Rule 15.5, this document is authorised for lodgment with the ASX by the Board.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Mark Ludski', written over a light grey rectangular background.

Mark Ludski  
Company Secretary

# NOTICE OF 2026 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Ainsworth Game Technology Limited

ABN 37 068 516 665



Notice is given that the 2026 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 (**Notice of Meeting**), as specified below:

**Date:** Wednesday 27th May 2026

**Time:** 09:00am (AEST)

**Location:** The Offices of K&L Gates  
Level 31, 1 O'Connell Street  
Sydney NSW 2000

AINSWORTH GAME TECHNOLOGY LIMITED

# NOTICE OF 2026 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 twelve-month period ended 31 December 2025 (FY25).

Please refer to the accompanying Explanatory Statement for more information.

### Resolution 1 – 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's 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 Dr Haig Edwin Asenbauer, as director

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

*“That, Dr Haig Edwin Asenbauer, who retires in accordance with Rule 7.1(f) of the Company's 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 – Election of Ms Birgit Hermine Wimmer, as director

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

*“That, Ms Birgit Hermine Wimmer, who was appointed as an additional director on 26 March 2026 in accordance with Rule 7.1(d) of the Company's Constitution, and retires in accordance with Rule 7.1(d) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for election, be elected as a non-executive director of the Company.”*

Please refer to the accompanying Explanatory Statement for more information.

### Resolution 4 – Election of Mr Samuel Lawrence Levy, as director

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

*“That, in accordance with Rule 7.1(k) of the Company's Constitution, Mr Samuel Lawrence Levy, having consented to act as a director of the Company, be 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 a non-binding ordinary resolution:

*“That, the Remuneration Report for the Company required by section 250R(2) of the Corporations Act 2001 (Cth), which is included in the Directors' Report in respect of the twelve-month period ended 31 December 2025, 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 2001 (Cth) (**Corporations Act**), the Company will disregard any votes cast in favour of Resolution 5 by, or on behalf of, any member of the Company's key management personnel (as defined in the Corporations Act) whose remuneration is disclosed in the Remuneration Report or 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 Chairperson 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 Chairperson to exercise the proxy even if the resolution is connected with the remuneration of a member of the key management personnel.

### Resolution 6 – Amendments to the Constitution

To consider, and if thought fit, to pass the following resolution as a special resolution:

*“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), and for all other purposes, the Company's Constitution be amended in the manner set out in Table 1 in the Explanatory Statement accompanying this Notice of Meeting, with such amendments to take effect from the conclusion of this Meeting.”*

Note: This resolution was requisitioned under section 249N of the Corporations Act by Novomatic AG (**Novomatic**), the controlling shareholder of the Company, who as at the date of this Notice of Meeting, holds 67.39% of the votes that may be cast on this resolution.

### **Resolution 7 – Renewal of Proportional Takeover Provisions in the Constitution**

To consider, and if thought fit, to pass the following resolution as a special resolution:

*“That, for the purposes of section 648G of the Corporations Act, and for all other purposes, the proportional takeover provisions under Rule 1.6 of the Constitution be approved for a period of three (3) years commencing from the date of this Meeting.”*

Note: This resolution was requisitioned under section 249N of the Corporations Act by Novomatic, the controlling shareholder of the Company, who as at the date of this Notice of Meeting, holds 67.39% of the votes that may be cast on this resolution.

### **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 AGM, shares will be taken to be held by the persons who are registered as shareholders at 7.00pm (AEST) on Monday 25th May 2026.

### **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 AGM.

Similarly, a reasonable opportunity will be given to ask the Company’s external auditor, Deloitte Touche Tohmatsu (**FY25 Auditor**), 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 the FY25 Auditor if the question is relevant to:

- the content of the FY25 Auditor’s audit report; or
- the conduct of its audit of the Company’s Financial Report for the twelve-month period ended 31 December 2025.

Relevant questions for the FY25 Auditor must be received no later than 5 business days before the AGM date (i.e., by no later than 09:00 (AEST) on Wednesday, 20th May 2026) 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 09:00am (AEST) on Wednesday, 27th May 2026 at The Offices of K&L Gates Level 31, 1 O’Connell Street, Sydney NSW 2000.

### **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 Meeting.

#### *Rules relating to proxy voting*

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%.

# NOTICE OF 2026 ANNUAL GENERAL MEETING

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Pursuant to section 250BB(1) of the Corporations Act, where a proxy appointment specifies the way that the proxy is to vote on a particular resolution:

- a. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e., as directed);
- b. if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- c. if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e., as directed); and
- d. if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e., as directed).

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 (disregarding fractions). 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 Chairperson of the meeting to which it relates. An appointed proxy that is not the Chairperson of the meeting may also be taken to be given in favour of the Chairperson in certain circumstances under section 250BC of the Corporations Act, namely:

- a. where the appointment of proxy specifies the way the proxy is to vote on a particular resolution; and
- b. a poll is demanded on such resolution but the proxy is not recorded as attending the meeting or does not vote on the resolution.

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.

## *Lodgement of proxy forms*

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 by hand delivery, post, fax or online (details of which are set out in this Notice of Meeting) not less than 48 hours before the time for holding the AGM, i.e., by no later than 09:00am (AEST) on Monday 25th May 2026. Proxy forms received after this time will be invalid.

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 Chairperson of the meeting will vote undirected proxies**

The Chairperson's voting intention is to vote undirected proxies able to be voted in favour of Resolutions 1, 2, 3, 5, 6 and 7. In respect of Resolution 4, the Chairperson's voting intention is to vote undirected proxies against this resolution.

A shareholder can appoint the Chairperson as proxy with directions to cast that shareholder's votes contrary to the Chairperson's stated voting intention on any or all of the resolutions, or to abstain from voting on certain resolutions. Where a shareholder appoints the Chairperson as their proxy but does not direct their vote on a particular resolution, the shareholder will be deemed to be directing the Chairperson to vote in accordance with the Chairperson's clearly stated voting intention, as detailed in the Explanatory Statement accompanying this Notice of Meeting.

## **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 or its Share Registry by hand delivery, post, fax or online (details which are set out in this Notice of Meeting) not less than 48 hours before the time for holding the AGM, i.e., by no later than 09:00am (AEST) on Monday 25th May 2026. 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 online using the link shown below at least 48 hours before the commencement of the AGM i.e., by no later than 09:00am (AEST) on Monday 25th May 2026. Any forms received after that time will not be valid for the AGM.

Documents may be lodged:

**IN PERSON:**

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

Share Registry, Computershare Investor Services Pty Limited, Level 4, 44 Martin Place, Sydney, NSW, 2000, Australia

**BY MAIL:**

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

Share Registry, Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia

**BY FAX:**

1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

**ONLINE:**

[www.investorvote.com.au](http://www.investorvote.com.au)

By Order of the Board



ML Ludski  
**Company Secretary**  
24 April 2026 – 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 Meeting.

The directors recommend that shareholders read the Explanatory Statement in full before making any decision in relation to the following:

### Required Majority

Resolutions 1, 2, 3, 4 and 5 proposed in this Notice of Meeting are ordinary resolutions and will be passed if, in each case, more than 50% of the votes cast by shareholders entitled to vote on the relevant Resolution are cast in favour of that Resolution (noting that Resolution 5 is advisory only – see further details below).

Resolutions 6 and 7 proposed in this Notice of Meeting are special resolutions and will be passed if, in each case, at least 75% of votes cast by shareholders entitled to vote on the resolution are cast in favour of that Resolution.

### Annual Financial Report and Directors' and Auditor's Reports

The Annual Financial Report for the twelve-month period ended 31 December 2025 (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 AGM to raise questions on the Reports. The FY25 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 Graeme John Campbell, as director

#### Background

Rule 7.1(f) of the Company's Constitution (**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 Constitution.

The directors to retire at the AGM under Rule 7.1(f) of the 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 Constitution provides that a retiring director is eligible for re-election.

Mr Graeme John Campbell is the longest serving director since last being re-elected. Mr Campbell was last elected to office at the AGM held on 19 May 2023.

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

The Board supports the re-election of Mr Campbell to office as a non-executive director of the Company, with Mr Campbell abstaining from making a recommendation on his own re-election. Mr Campbell has gained extensive experience during his service with the Company and has been licensed by all required gaming regulatory bodies as a director and as required to undertake the Chair role of the Audit & Risk Committee. Significant commercial experience in corporate advisory services with a focus on hotels and registered clubs provides insight into operational and financial decision making by the Company's domestic customer base.

#### Nominee profile

In accordance with Recommendation 1.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**Governance Principles**), the Company provides the following information in respect of Mr Campbell and his experience:

**Name:** Mr Graeme John Campbell OAM

**Age:** 69 years

**Occupation:** Consultant and Company Director

**Length of Service:** Mr Campbell has been a director of the Company since 2007 and was the Lead Independent Non-Executive Director of the Company for periods from 2013 until 2019 and 2019 until 2022. Mr Campbell was appointed the Chairperson of the Board in 2016 and held that role until 2019. Mr Campbell has been the Chairperson of the Audit & Risk Committee since 2019 and has been a member of the Remuneration and Nomination Committee since 2015. Mr Campbell was last re-elected as a non-executive director of the Company at the AGM held on 19 May 2023.

**Business Experience:** 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. Former roles held include Chairperson of Harness Racing NSW and director (Chairperson) of TerraCom Limited and Lantern Hotels Group, Former director of Central Coast Stadium, Blue Pyrenees Wines

and NSW Harness Racing Club. Mr Campbell is currently the Chairperson of the Audit and Risk Committee of the Illawarra Catholic Group.

**Qualifications/Awards:** Mr Campbell is a member of the Australian Institute of Company Directors. Recipient of J.P. Stratton award and Ern Manea Gold Medal and was inducted into Inter Dominion Hall of Fame in February 2014. Awarded Order of Australia medal in January 2018 for services to harness racing.

**Independence:** The Board considers Mr Campbell to be an independent director.

**Other material directorships:** Independent director of Liquor Marketing Group (Bottlemart); and Chairperson of Harness Racing Australia.

#### **Board recommendation**

The Board recommends that shareholders vote in favour of Resolution 1 to re-elect Mr Campbell as a non-executive director of the Company, with Mr Campbell abstaining from making a recommendation on his own re-election.

*The Chairperson of the AGM intends to vote undirected proxies in favour of this Resolution 1.*

#### **Resolution 2 – Re-election of Dr Haig Edwin Asenbauer, as director**

##### **Background**

Rule 7.1(f) of the 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 Constitution.

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 Constitution provides that a retiring director is eligible for re-election.

Dr Asenbauer was last elected to office at the AGM held on 19 May 2023. In accordance with Rule 7.1(i) of the Constitution, Dr Asenbauer has offered himself for re-election to the Board as a non-executive director of the Company at this AGM.

The Board supports the re-election of Dr Asenbauer to office as a non-executive director of the Company, with Dr Asenbauer abstaining from making a recommendation on his own re-election. Dr Asenbauer is a practising attorney and has gained extensive knowledge of the international gaming industry through roles held with Novomatic.

##### **Nominee profile**

In accordance with Recommendation 1.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**Governance Principles**), the Company provides the following information in respect of Dr Asenbauer and his experience:

**Name:** Dr Haig Edwin Asenbauer Attorney at law

**Age:** 58 years

**Occupation:** Lawyer and Company Director

**Length of Service:** Dr Asenbauer was first elected as a non-executive director of the Company at the AGM held on 19 May 2023.

**Business Experience:** Dr Asenbauer has had an extensive career as a practicing legal attorney within Austria. Dr Asenbauer is a former Deputy Chairman of the Supervisory Board of Novomatic from 15 April 2001 until 25 March 2025, and currently a member (Vice Chairperson) of the Supervisory Board of Novomatic from 1 January 2026, the Company's majority shareholder and partner of the Austrian Law firm square17 Rechtsanwaelte GmbH in Vienna, Austria. Former Chief Investment Officer/Member of the Group Executive Board at DO&CO Aktiengesellschaft, Vienna.

**Independence:** Given the relationship with the Company's majority shareholder Novomatic, Dr Asenbauer will not be classified as an independent director. Strict governance protocols have been maintained to ensure that Dr Asenbauer does not participate in any matter that could be perceived to reflect a conflict of interest between his role with Novomatic and the Company's interests.

**Qualifications:** Qualified legal practitioner from Vienna University School of Law (Doctor iuris (J.S.D.) and Master iuris (J.D.) and admission to Bar Association of Vienna.

Graduate from New York University School of Law (Master of Laws in Corporation Law) and Danube University Krems, Austria (expert in European Law).

**Other material directorships:** Supervisory Board of iSi Automotive Holding GmbH, Austria, Privatstiftung Lauda, Austria and subsidiaries, Attila Dogudan Privatstiftung, Austria, FIPO Privatstiftung, Austria, Pochtlar Privatstiftung, Austria, AUTKAP Privatstiftung, Austria, MeSoFa Privatstiftung, Austria; Triqueta Privatstiftung, Austria and THY DO&CO İkrım Hizmetleri Anonim Şirketi, Turkey.

##### **Board recommendation**

The Board recommends that shareholders vote in favour of Resolution 2 to re-elect Dr Asenbauer as a non-executive director of the Company, with Dr Asenbauer abstaining from making a recommendation on his own re-election.

*The Chairperson of the AGM intends to vote undirected proxies in favour of this Resolution 2.*

# EXPLANATORY STATEMENT

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## **Resolution 3 – Election of Ms Birgit Hermine Wimmer, as director**

### **Background**

Ms Birgit Wimmer was appointed to office as an additional director on 26 March 2026 in accordance with Rule 7.1(d) of the Constitution. Therefore, in accordance with Rule 7.1(d) of the Constitution and ASX Listing Rule 14.4, Ms Birgit Wimmer is due to retire at the end of this AGM.

In accordance with Rule 7.1(i) of the Constitution, Ms Birgit Wimmer has offered herself for election to the Board as a non-executive director of the Company at this AGM.

### **Nominee profile**

In accordance with Recommendation 1.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**Governance Principles**), the Company provides the following information in respect of Ms Wimmer and her experience.

**Name:** Ms Birgit Hermine Wimmer MSc MBA

**Age:** 56 years

**Occupation:** Company Director

**Business Experience:** Ms Wimmer is a highly respected and experienced executive with an extensive career in investment banking and the gaming industry. Ms Wimmer is currently Chairwoman of the Supervisory Board of Novomatic, the Company's majority shareholder, as well as a member of the Board of Directors of Novum Swiss AG and managing director of Novo Invest GmbH. Novo Invest GmbH is a holding company of Novomatic, of which Ms Wimmer is a 5% shareholder.

Prior to joining Novomatic, Ms Wimmer gained extensive corporate experience in the investment banking sector with Girozentrale and CAIB Investment Bank in London and Prague, respectively.

Ms Wimmer's professional history reflects a long-term involvement in corporate governance within Novomatic's ownership and holding framework. She currently holds gaming-related licences across Australia, Europe, Canada and the United States, including approvals from numerous prominent state regulatory bodies.

**Qualifications:** Ms Wimmer holds a Master of Finance (MSc) and a Master of Business Administration (MBA).

**Independence:** In light of the directorships and shareholding interest in Novomatic, Novum Swiss AG and Novo Invest GmbH (**Novomatic Group**), the Board does not consider Ms Wimmer to be an independent director of the Company. Accordingly, strict governance protocols will be maintained to ensure that Ms Wimmer does not participate in any matter that could be perceived to reflect a conflict of interest between her roles with the Novomatic Group and the Company's interests.

**Other material directorships:** Chairwoman of the Supervisory Board of Novomatic; Non-Executive Vice Chairwoman, Novum Swiss AG; Managing Director, Novo Invest GmbH, Novo Equity GmbH, Park Invest GmbH and EDP Services GmbH; Non-Executive Board member and Chairwoman of Gryphon Management (FL) AG, ACE Service AG, Gryphon Invest AG and Casino Admiral AG, ACE SWISS Holding AG and ACE Invest AG; Non-Executive Board member of Casino Admiral SA and European Data Project s.r.o.; Chairwoman of the Board and joint Managing Director of South Spain Invest S.L. and Gryphon Management Spain S.L.; Foundation Board Member, JFG Privatstiftung; Vice Chairwoman of Foundation Board of VZZZ Privatstiftung.

### **Board recommendation**

The Board recommends that shareholders vote in favour of Resolution 3 to elect Ms Wimmer as a non-executive director of the Company, with Ms Wimmer abstaining from making a recommendation on her own election.

*The Chairperson of the AGM intends to vote undirected proxies in favour of this Resolution 3.*

## **Resolution 4 – Election of Mr Samuel Lawrence Levy, as director**

### **Background**

Mr Samuel Levy has been nominated by Mr Kjerulf David Hastings Ainsworth (KDHA) a shareholder of the Company, in accordance with Rule 7.1(k) of the Constitution and ASX Listing Rule 14.4.

In accordance with Rule 7.1(k) of the Constitution, Mr Samuel Lawrence Levy has offered himself for election to the Board as a non-executive director of the Company at this AGM.

### **Nominee profile**

In accordance with Recommendation 1.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**Governance Principles**), the Company provides the following information in respect of Mr Levy and his experience. This information in relation to Mr Levy below has been provided by KDHA or obtained from publicly available information. Accordingly, this information has not been verified by the Company.

**Name:** Mr Samuel Lawrence Levy

**Age:** 64 years

**Occupation:** Self Employed Consultant

**Business Experience:** Mr Levy has held senior positions within the gaming industry over a successful career spanning more than three decades. His industry experience comprises of all areas in casino operations, sales and management; living and working in 19 countries across Europe, North and East Africa, Latin America and Australia. He is currently a self-employed consultant representing Amatic Industries GmbH (Austria) and Ludi SFM (France).

He previously held the position of Vice President Global Sales for Novomatic, AGI's controlling shareholder and chief executive officer of AGI from 2019 to late 2021. Mr Levy is committed and well positioned to represent the interests of shareholders and to contribute to AGI's continued growth and long-term value creation as a member of the Board.

**Qualifications:** Solihull College of Technology, O.N.D. in Business Studies.

**Independence:** Based on the information available, the Board is not confident that it could form the view that Mr Levy is independent.

**Other material directorships:** Nil.

#### *Board recommendation*

The Board, through its remuneration and nominations committee (**RNC**), has established processes for identifying and nominating directors in a transparent and structured manner to consider the appropriate skill mix, personal qualities, expertise, ability to exercise independent judgment, time commitments and diversity required to support the Board in discharging its duties. This process ensures that all candidates are properly assessed against the Company's strategic needs and the Company's Board skills matrix, which is outlined in the Company's corporate governance statement. The RNC's charter also outlines the factors that the Board will consider when identifying and nominating a director to the Board.

Mr Levy has been nominated by a shareholder of the Company and was not identified through the RNC's usual processes. It is, however, noted that the members of the Board have knowledge of Mr Levy through his previous roles at the Company and at Novomatic.

Based on the information currently available to the Board in respect of Mr Levy, the Board recommends that shareholders vote against Resolution 4 for the following reasons:

- a. The Board, through its RNC, has processes to identify gaps in the Board's skillset in light of the Board's skills matrix. After assessing Mr Levy's skills, experience, education and qualifications, the Board does not believe that Mr Levy would complement the skills already represented on the Board to further improve the balance of skills required under the established Board's skills matrix (such as in respect of technical skills, risk management and remuneration, people and culture), or effectively contribute as another non-executive director of the Company. The Board notes that Mr Levy was the CEO of the Company for only a limited period from July 2019 until his resignation in September 2021. Moreover, the Board is not aware that Mr Levy has any prior experience as a director of a publicly listed company, or has experience in other directorship roles or roles involving broader governance of a publicly held entity, either in Australia or globally. The Board does not consider that appointing Mr Levy as a further director, and the potential costs of his appointment, would provide further additional benefit to the Company; and

- b. Mr Levy was nominated by Mr Kjerulf David Hastings Ainsworth (**KDHA**), who has made a proportional takeover offer to acquire 5.5% of the shares in Ainsworth that he does not currently own (**Second KDHA Proportional Offer**). KDHA also previously made a proportional takeover offer on 4 December 2025 for 2.9% of the shares in Ainsworth that he does not currently own (**First KDHA Proportional Offer**). In his bidder's statement for the Second KDHA Proportional Offer, KDHA outlines in his intentions to use his influence to advocate for changes to the Company, including supporting the appointment of Mr Levy as "chairman" of the Company, and the appointment of a new chief executive officer with Mr Levy's support. Similar statements of intention were also outlined in the bidder's statement in respect of the First KDHA Proportional Offer. Accordingly, the Board is not confident that it could form the view that: (i) Mr Levy is independent, in which case the Board would no longer have a majority of independent directors; and (ii) Mr Levy would enhance the productivity of the Board and contribute to the overall effectiveness of the Board, which in both cases would be an undesirable outcome for the Company and its shareholders. Furthermore, the Board has been advised by Mr Levy that he is currently a self-employed consultant in the gaming industry. The Board understands that he advises clients in the gaming industry that operate in some of the same markets as the Company. The Board is not confident that it could form the view that Mr Levy would be free from conflicts of interest arising from his existing or future engagements as a self-employed consultant.

*The Chairperson of the AGM intends to vote undirected proxies against this Resolution 4.*

## **Resolution 5 – Approval of Remuneration Report**

### **Background**

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 and executive key management personnel 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. While Resolution 5 is to be determined as an ordinary resolution, the vote on this resolution is advisory only and does not bind the directors of the Company. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for directors and executive key management personnel of the Company.

# EXPLANATORY STATEMENT

## *Voting consequences*

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the re-election of the directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to a vote at the second of those annual general meetings.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting to consider the re-election of the company's directors. All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as a director is approved by shareholders by ordinary resolution will be the directors of the company.

## *Previous voting results*

At the Company's last annual general meeting held on 28 May 2025, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, even if 25% or more of the votes cast at this AGM in respect of Resolution 5 are against the adoption of the Remuneration Report, a Spill Resolution will not be held at this AGM.

## *Proxy voting restrictions*

A voting exclusion statement is included in the main body of this Notice of Meeting. Further to this statement, the Board encourages you to, if you choose to appoint a proxy, direct your proxy how to vote on Resolution 5 by marking either "For", "Against" or "Abstain" on the proxy form for Resolution 5.

If you appoint a member of the Company's key management personnel (as defined in the Corporations Act) whose remuneration details are included in the Remuneration Report (who is not the Chairperson) or a closely related party (as defined in the Corporations Act) of that member as your proxy, and you do not direct that person on how to vote on Resolution 5, the proxy cannot exercise your vote and your vote will not be counted in relation to Resolution 5.

The Chairperson intends to vote all undirected proxies in favour of Resolution 5. If the Chairperson of the Meeting is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 5, by signing and returning the proxy form you are giving express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intentions on Resolution 5 even though it is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

## *Board recommendation*

The Board recommends that shareholders vote in favour of Resolution 5.

*The Chairperson of the AGM intends to vote undirected proxies in favour of this Resolution 5.*

## **Resolution 6 – Amendments to the Constitution**

### *Background*

This Resolution 6 has been requisitioned under section 249N of the Corporations Act by Novomatic, the Company's controlling shareholder, who as at the date of this Notice of Meeting holds 67.39% of the votes that may be cast on this resolution.

The Constitution sets out the rules by which the Company is governed. From time to time, the Constitution may be updated to reflect changes in law, market practice, and the Company's circumstances. This Resolution 6 proposes a number of targeted amendments to the Constitution governing how directors may hold other offices or interests, how they are remunerated for extra services they perform for the Company, and how they must disclose any personal interests they have.

The proposed changes to the Constitution are attached to this Notice of Meeting in redline to illustrate the changes.

Novomatic has informed the Company that the proposed amendments are based on existing gaming industry precedent and are intended to encourage the complete disclosure of directors' interests and any remuneration received in connection with their role as a director of AGI.

For Resolution 6 to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favour of the resolution.

### *What are the proposed amendments and what do they do?*

The proposed amendments affect the following five articles of the Constitution:

- 7.3(g);
- 7.5(a);
- 7.5(c);
- 7.5(k); and
- 7.5(l),

and fall into two related groups: (1) rules about how directors are paid for extra work, and (2) rules about how directors must disclose their interests. The proposed amendments are set out in Table 1 below:

**Table 1 - Proposed Amendments to the Constitution**

Rule Reference	Proposed Amendment
7.3(g)	Omit Rule 7.3(g) of the Constitution and substitute:  <i>“(g) If a director performs an extra service or makes special exertion for the Company, the directors may arrange for a special remuneration. Any special remuneration arranged must be at an amount considered reasonable in the circumstances with reference to the standard market value of that service or exertion, in accordance with s 211(1) of the Corporations Act, and must not give rise to a potential conflict of interest or breach of the director’s fiduciary duties under the Corporations Act, AGI’s Code of Conduct, and any relevant policies and procedures governing the disclosure of their interests.”</i>
7.5(a)	Omit Rule 7.5(a) of the Constitution and substitute:  <i>“(a) A director:</i> <i>(1) subject to Rule 7.5(b), may hold any other office or place of profit in the Company or any subsidiary in conjunction with the directorship; and</i> <i>(2) holds that office or place upon the terms that the director and the other directors agree upon; and</i> <i>(3) is not by reason only of holding that office, accountable to the Company for any reasonable remuneration or other benefit the director receives in connection with that office or interest, subject to Rule 7.5(l).”</i>
7.5(c)	Omit Rule 7.5(c) of the Constitution and substitute:  <i>“(c) A director of the Company:</i> <i>(1) may hold a position or an interest in any subsidiary or any body corporate the Company promotes or holds an interest in; and</i> <i>(2) is not by reason only of holding that office, accountable to the Company for any reasonable remuneration or other benefit the director receives in connection with that office or interest, subject to Rule 7.5(l).”</i>
7.5(k)	Insert a new Rule 7.5(k) immediately following Rule 7.5(j) of the Constitution:  <i>“(k) Each director and executive officer must disclose that Director’s interests to the Company in accordance with the Corporations Act, AGI’s Code of Conduct, and any relevant policies and procedures governing the disclosure of their interests.”</i>
7.5(l)	Insert a new Rule 7.5(l) immediately following Rule 7.5(k) of the Constitution:  <i>“(l) Any remuneration or other benefit received by a director in accordance with Rule 7.5(a) or Rule 7.5(c) must be reasonable in the circumstances in accordance with s 211(1) of the Corporations Act, and must not create any conflict of interest with the director’s obligations under the Corporations Act, AGI’s Code of Conduct, and any relevant policies and procedures governing the disclosure of their interests.”</i>

**Rule 7.3(g) – Remuneration for extra services or special exertions**

The Constitution permits the directors to arrange special remuneration for a director who performs an extra service or makes a special exertion for the Company.

The proposed amendment retains this ability but provides additional protective parameters for when special remuneration can be arranged. Under the amended rule, any such special remuneration must be reasonable in the circumstances, must reflect the standard market value of the service performed, and must not give rise to a conflict of interest or a breach of the director’s duties under the Corporations Act, the Company’s code of conduct and other relevant policies and procedures governing the disclosure of their interests.

# EXPLANATORY STATEMENT

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## *Rules 7.5(a) and 7.5(c) – Holding other offices and positions*

The Constitution permits a director to hold another paid office or position within the Company or within a subsidiary or related body corporate at the same time as holding their directorship.

The proposed amendments clarifies that any remuneration or benefit a director receives in connection with holding that other office must be reasonable, and that the director remains subject to the new disclosure and conflict obligations introduced by Articles 7.5(k) and 7.5(l) (both Rules described below).

## *Rule 7.5(k) - Disclosure of interests*

The proposed amendment requires each director and executive officer to disclose their personal interests to the Company in accordance with the requirements of the Corporations Act, the Company's code of conduct, and other relevant policies and procedures governing the disclosure of their interests.

## *Rule 7.5(l) - Reasonableness and conflict of interest*

The proposed amendment requires that any remuneration or benefit received by a director under Rules 7.5(a) or 7.5(c), that is, for holding another office within the Company or a related body, to be reasonable in the circumstances and must not create a conflict of interest with the director's obligations under the Corporations Act, the Company's code of conduct, and other relevant policies and procedures governing the disclosure of their interests.

## *Effect of the amendments*

The proposed amendments do not fundamentally alter the existing framework governing directors' remuneration and other roles. The proposed amendments introduce reasonableness standards, conflict-of-interest safeguards and to disclose personal interests in the context of the Company's code of conduct and other relevant policies and procedures. Novomatic considers the proposed amendments to be simple amendments (based on existing gaming industry precedent) that facilitate and encourage the complete disclosure of directors' interests which align the Constitution more closely with the existing requirements of the Corporations Act and reflect contemporary governance practice in the gaming industry.

## *Board recommendation*

The Board recommends that shareholders vote in favour of Resolution 6.

*The Chairperson of the AGM intends to vote undirected proxies in favour of this Resolution 6.*

## **Resolution 7 – Renewal of Proportional Takeover Provisions in the Constitution**

### *Background*

This Resolution 7 has been requisitioned under section 249N of the Corporations Act by Novomatic, the Company's controlling shareholder, who as at the date of this Notice of Meeting holds 67.39% of the votes that may be cast on this resolution.

For Resolution 7 to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favour of the resolution.

Resolution 7 seeks shareholder approval, for the purposes of section 648G of the Corporations Act and for all other purposes, to renew the Company's proportional takeover approval provisions in Rule 1.6 of the Constitution for a further three-year period commencing on the date of this Meeting. If the renewal of Rule 1.6 is approved, any future proportional takeover bid cannot proceed to the registration of transfers resulting from acceptances unless the proportional takeover bid is approved by Shareholders.

Rule 1.6 includes a sunset clause under which these proportional takeover provisions cease to have effect on the third anniversary of adoption or last renewal, unless shareholders approve their renewal. By approving this resolution to renew the proportional takeover provisions in Rule 1.6, these provisions will be in effect for three years from the date of the Meeting.

### *What is a proportional takeover bid?*

A proportional takeover bid is a takeover bid where an offer is made to each shareholder of the company to acquire a specified proportion only of that shareholder's shares (i.e. less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

### *Effect of the proportional takeover provisions*

If the provisions are renewed and a bid is made for the Company's Shares, the directors must hold a general meeting of shareholders to consider whether or not to approve the proportional takeover bid. The resolution must be voted on at least 14 days before the last day of the bid period. Each Shareholder who, as at the end of the day on which the first offer under the proposed proportional bid was made, held Shares in the bid class is entitled to vote. Shareholder approval will be received if more than 50% of votes cast by shareholders entitled to vote are in favour of the resolution. If they hold Shares, the bidder and its associates are not allowed to vote on the resolution.

If such resolution to approve such a bid is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If such resolution is approved, the transfers must be registered provided they comply with the Corporations Act and the Constitution.

#### ***Reasons for proposing Resolution 7***

Resolution 7 has been requisitioned under section 249N of the Corporations Act by Novomatic, the Company's controlling shareholder. Novomatic considers that imposing restrictions on proportional takeover bids is an effective means of managing the costs and time involved in responding to multiple proportional takeover bids, particularly where these bids are made for small amounts of shares, with shareholders only able to participate in such offers in respect of a nominal proportion of their total holding. Novomatic considers that having such provisions in effect is important for the Company, where it may also have to manage the costs of additional gaming regulatory disclosures and approvals as a result of small increases above regulatory thresholds in the large number of jurisdictions in which it is licenced.

Further, without the proportional takeover approval provisions, a proportional takeover bid may result in the control of the Company passing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. This could result in a change in control of the Company to the bidder without the payment of an adequate control premium. The proportional takeover provisions lessen this risk because they allow the Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

#### ***Directors' awareness of any proposal to acquire, or increase the extent of, a substantial interest***

As at the date of this Notice of Meeting, the directors are aware that the Company is currently the subject of an unsolicited and unconditional proportional off-market takeover offer by Mr Kjerulf David Hastings Ainsworth (**KDHA**) to acquire 5.5% of each shareholder's ordinary shares in the Company at a price of \$1.30 cash per share (the **KDHA Proportional Offer**). The KDHA Proportional Offer is KDHA's second proportional offer for the Company, following his first proportional offer to acquire 2.9% of each Shareholder's Shares at \$1.30 per Share, which closed on 30 January 2026.

#### ***Potential advantages and potential disadvantages for directors and shareholders if the provisions are renewed***

The Corporations Act requires that Shareholders be given a statement which examines the advantages and disadvantages of the proportional takeover provisions.

Potential advantages of the renewal of the proportional takeover provisions in the Constitution are set out below:

- a bidder cannot acquire control or increase significant influence through a proportional bid without the support of a majority of eligible holders in the affected class;
- discourages the making of proportional bids that may prevent the passing of the control of the Company without the payment of an appropriate control premium; and
- increases the bargaining power of the Shareholders and may assist in ensuring that any proportional takeover bid is adequately priced.

Potential disadvantages of the renewal of the proportional takeover provisions in the Constitution are set out below:

- the proportional takeover provisions may discourage proportional takeover bids in respect of the Company, thus reducing the opportunity for Shareholders to sell a portion of their holding;
- by reducing the likelihood of proportional offers, it may reduce any speculative element in the market price of the Company's Shares;
- reduce the likelihood of a proportional takeover bid being successful; and
- if a proportional takeover offer is made, the Company will incur the administrative time and cost of calling a meeting of Shareholders.

On balance, the directors consider that the possible advantages for Shareholders outweigh the possible disadvantages. The renewal of the proportional takeover provisions will enable the directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid.

#### ***Board Recommendation***

The Board recommends that shareholders vote in favour of Resolution 7.

*The Chairperson of the AGM intends to vote undirected proxies in favour of this Resolution 7.*



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SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEST) on Monday, 25 May 2026.**

# Proxy Form

## 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.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Chairperson of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairperson 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 Chairperson 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 the Offices of K&L Gates, Level 31, 1 O'Connell Street, Sydney, NSW 2000 on Wednesday, 27 May 2026 at 9:00am (AEST) and at any adjournment or postponement of that meeting.

**Chairperson authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolution 5 (except where I/we have indicated a different voting intention in step 2) even though Resolution 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson.

**Important Note:** If the Chairperson of the Meeting is (or becomes) your proxy you can direct the Chairperson to vote for or against or abstain from voting on Resolution 5 by marking the appropriate box in step 2.

## 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
Resolution 1	Re-election of Mr Graeme John Campbell, as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dr Haig Edwin Asenbauer, as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Ms Birgit Hermine Wimmer, as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Samuel Lawrence Levy, as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Renewal of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 2, 3, 5, 6 and 7. In respect of Resolution 4, the Chairperson's voting intention is to vote undirected proxies against this resolution. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

### Update your communication details (Optional)

Mobile Number  Email Address   
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



# 2026 NEVADA REGULATORY DISCLOSURE

## Regulation of Security Holders

The Nevada Gaming Commission has requested that the following be brought to the attention of shareholders



AINSWORTH GAME TECHNOLOGY LIMITED

# 2026 NEVADA DISCLOSURE

## Regulation of Security Holders

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In Nevada, the gaming industry is deemed to be vital to the state's economy and the general welfare of its inhabitants. As such, gaming is to be conducted honestly and competitively, free of criminal or corrupt elements. In order to maintain public confidence and trust in the gaming industry all persons, locations, practices, associations and activities related to the operation of licensed gaming are strictly regulated.

Further to this point, it is the State of Nevada's policy relative to corporate affairs, including but not limited to, corporate acquisitions, repurchases of securities and corporate recapitalizations affecting gaming licensees and publicly traded companies to assure financial stability; protect the continued integrity of gaming through matters of corporate governance; and preserve the benefit of conducting business in a corporate form by promoting an environment for the governance of corporate affairs that is consistent with the state's public policy concerning gaming.

Pursuant to Nevada law, any beneficial holder of voting or nonvoting securities in a publicly traded corporation, which is registered with the Nevada Gaming Commission (also referred to as a "Registered Corporation"), regardless of the number of shares owned, may be required to file an application, be investigated, and have his or her suitability determined by the Nevada Gaming Commission should the Commission have reason to believe that such ownership would otherwise be inconsistent with the declared gaming policies of the State of Nevada. All gaming applicants are responsible for the costs associated with an investigation conducted by the Nevada Gaming Control Board.

Similarly, any person who acquires, directly or indirectly, beneficial or record ownership of any debt security in a publicly traded corporation, which is registered with the Nevada Gaming Commission may be required to be found suitable if the Nevada Gaming Commission has reason to believe that the person's acquisition of the debt security would otherwise be inconsistent with the declared gaming policies of the State of Nevada.

The Nevada Gaming Control Act further requires an individual who acquires or holds, directly or indirectly, beneficial ownership of more than 5% of a Registered Corporation's voting securities to timely notify the Nevada Gaming Commission of the acquisition or holding of said securities.

Any individual that holds or acquires, either directly or indirectly, a beneficial ownership of more than 10% of a Registered Corporation's voting securities shall notify the Nevada Gaming Control Board and within thirty days apply to the Nevada Gaming Commission for a finding of suitability.

The Nevada Legislature defines a "proscribed activity" as one which necessitates a change or amendment to a Registered Corporation's charter, bylaws, management, or operation; an activity that materially influences or affects a Registered Corporation; or an activity, which the Nevada Gaming Commission deems inconsistent with holding voting securities for investment purposes. Accordingly, within two days of possession of intent to engage in a proscribed activity, and prior to doing so, a person must notify the Board Chair in writing and thereafter, within thirty days file an application for a finding of suitability with the Commission. Upon submission of an application, the person shall not be unduly prohibited from lawfully exercising any of his or her voting rights derived from being a shareholder of a Registered Corporation.

Similarly, any person or plan sponsor of a pension or employee benefit plan who acquires or holds voting securities of a Registered Corporation and has an intent to engage in a proscribed activity is deemed to be engaged in an activity that influences or affects the affairs of a Registered Corporation. As such, prior to engaging in any proscribed activity, said person or plan sponsor must notify the Chair of the Board in writing

within two days after possession of such intent and within thirty days thereafter file an application for a finding of suitability with the Nevada Gaming Commission.

An "institutional investor," as defined in the Nevada Gaming Control Act, that owns 25% or less of a Registered Corporation's voting securities may apply to the Nevada Gaming Commission for a waiver of a finding of suitability if the institutional investor holds the voting securities for investment purposes only and the securities were not acquired pursuant to a debt restructuring. An institutional investor may own more than 25% but not more than 29% of the voting securities of a Registered Corporation only if such additional ownership results from a stock repurchase program conducted by a Registered Corporation, and upon the condition that such institutional investor does not purchase or otherwise acquire any additional voting securities of the Registered Corporation that would result in an increase in the institutional investor's ownership percentage.

Furthermore, an institutional investor subject to a finding of suitability because of its beneficial ownership of voting securities of a Registered Corporation and having not been granted a waiver, may beneficially own no more than 11% of the voting securities of a publicly traded corporation. If an institutional investor acquires additional ownership as a result of a stock repurchase program conducted by the Registered Corporation, unless otherwise notified by the Chairperson, said institutional investor is not required to apply to the Nevada Gaming Commission for a finding of suitability, but shall be subject to reporting requirements as prescribed by the Chairperson.

Any publicly traded company registered with the Nevada Gaming Commission, or any registered or licensed subsidiary thereof shall immediately notify the Chairperson of any information about an institutional investor that may materially affect the institutional investor's eligibility to hold a waiver.

An institutional investor is deemed to hold voting securities for investment purposes if the voting securities were acquired and are held in the ordinary course of its business as an institutional investor and were not acquired and are not held for the purpose of causing, directly or indirectly: (i) the election of a majority of the members of the board of directors of the Registered Corporation; (ii) any change in the Registered Corporation's corporate charter, bylaws, management, policies or operations or those of any of its gaming affiliates or (iii) any other action that the Nevada Gaming Commission finds to be inconsistent with holding the Registered Corporation's voting securities for investment purposes only. Activities which are not deemed to be inconsistent with holding voting securities for investment purposes only include: (i) voting on all matters voted on by stockholders; (ii) making financial and other inquiries of management of the type normally made by securities analysts for informational purposes and not to cause a change in management, policies or operations and (iii) other activities the Nevada Gaming Commission may determine to be consistent with investment intent.

If the beneficial holder of voting securities who must be found suitable is a corporation, partnership or trust, it must submit detailed business and financial information including a list of beneficial owners. The applicant is required to pay all costs of investigation.

Additionally, the Nevada Gaming Commission has the authority to request that an individual apply for a finding of suitability if it's determined that said individual has a material relationship to, or material involvement with a Registered Corporation. Moreover, the Nevada Gaming Commission may require a finding of suitability, registration, or licensing of agents, advisors, affiliates or beneficial owners, of any stated percentage of outstanding equity securities of a Registered Corporation, that it determines exercises a significant influence upon the management or the affairs of a registered publicly traded company.

Any person who fails or refuses to apply for a finding of suitability or a license within the time prescribed by law, may be deemed unsuitable. The same restrictions apply to a record owner if the record owner, after a request, fails to identify the beneficial owner. Any stockholder of a Registered Corporation found unsuitable and who holds, directly or indirectly, any beneficial ownership in the voting securities beyond such period as the Nevada Gaming Commission may specify for filing may be subject to criminal prosecution in Nevada. Moreover, the Registered Corporation will be subject to disciplinary action if, after it receives notice that a person is unsuitable to be a stockholder or to have any other relationship with the Registered Corporation, it: (i) pays that person any dividend on its voting securities; (ii) allows that person to exercise, directly or indirectly, any voting right conferred through securities ownership; (iii) pays remuneration in any form to that person for services rendered or otherwise or (iv) fails to pursue all lawful efforts (including, if necessary, the immediate purchase of said voting securities for cash at fair market value) to require such unsuitable person to completely divest all voting securities held.

The Nevada Gaming Commission may, in its discretion, require the holder of any debt security of a Registered Corporation to file applications, be investigated and found suitable to own the debt security of a Registered Corporation if the Nevada Gaming Commission finds reason to believe that such ownership would otherwise be inconsistent with the declared policies of the State of Nevada. In the event that the Nevada Gaming Commission determines that a person is unsuitable to own such security, it may sanction the Registered Corporation, including the ability to revoke approvals if, without the prior approval of the Nevada Gaming Commission, the Registered Corporation: (i) pays an unsuitable person any dividend, interest, or other distribution; (ii) recognizes any voting right of such unsuitable person in connection with the securities; (iii) pays the unsuitable person remuneration in any form or (iv) makes any payment to the unsuitable person by way of principal, redemption, conversion, exchange, liquidation or similar transaction.

Registered Corporations are required to maintain current stock ledgers in Nevada that may be examined by the Nevada Gaming Authorities at any time. If any securities are held in trust by an agent or by a nominee, the record owner may be required to disclose the identity of the beneficial owner to the Nevada Gaming Authorities. A failure to make such disclosure may be grounds for finding the record owner unsuitable. A Registered Corporation is also required to render maximum assistance in determining the identity of beneficial owners of its securities. Gaming licensees may not make a public offering of securities without the prior approval of the Nevada Gaming Commission if the securities or proceeds are to be used to construct, acquire or finance gaming facilities in Nevada, or to retire or extend obligations incurred for such purposes. Such approval, if given, does not constitute a finding, recommendation or approval by the Nevada Gaming Commission or the Nevada Gaming Control Board as to the accuracy or adequacy of the prospectus or the investment merit of the offered securities, and any representation to the contrary is unlawful. Any offer by a Registered Corporation to sell its common stock requires the review and prior approval of the Nevada Gaming Commission.

Changes in control of a Registered Corporation through merger, consolidation, stock or asset acquisitions, management or consulting agreements, or any act or conduct, by which anyone obtains control, may not lawfully occur without the prior approval of the Nevada Gaming Commission. Entities seeking to acquire control of a Registered Corporation must meet the strict standards established by the Nevada Gaming Control Board and the Nevada Gaming Commission prior to assuming control of a Registered Corporation. The Nevada Gaming Commission may require persons who intend to become controlling stockholders, officers or directors, as well

as other persons who expect to have a material relationship or involvement with the acquired company to apply for a finding of suitability.

The Nevada Legislature has declared that some corporate acquisitions opposed by management, repurchases of voting securities and corporate defense tactics affecting Nevada corporate gaming licensees, and Registered Corporations that are affiliated with those operations, may be injurious to the stability and productivity of corporate gaming in Nevada. Accordingly, the Nevada Gaming Commission has established a regulatory scheme, which is intended to minimize the potential adverse effects of these types of business practices upon Nevada's gaming industry and to further Nevada's policy to: (i) assure the financial stability of corporate gaming licensees and their affiliates; (ii) preserve the beneficial aspects of conducting business in the corporate form; and (iii) promote a neutral environment for the orderly governance of corporate affairs. Approvals are, in certain circumstances, required from the Nevada Gaming Commission before the Registered Corporation can make exceptional repurchases of voting securities above market price and before a corporate acquisition opposed by management can be consummated. The Nevada Gaming Control Act also requires prior approval of a plan of recapitalization proposed by the Registered Corporation's board of directors in response to a tender offer made directly to the Registered Corporation's stockholders for the purpose of acquiring control of the Registered Corporation.

License fees and taxes, which are computed in various ways depending on the type of gaming activity involved, must be paid to the State of Nevada and to the counties and cities in which gaming operations are conducted. These fees and taxes, depending upon their nature, are payable monthly, quarterly or annually and are based upon either a percentage of the gross revenues received, or the number of gaming devices operated. Annual fees are also payable to the State of Nevada for renewal of licenses as an operator of a slot machine route, manufacturer and/or distributor.

Any person who is licensed, required to be licensed, registered, required to be registered, or who is under common control with any such persons (collectively, "Licensees") and who proposes to become involved in a gaming venture outside of Nevada, is required to deposit with the Nevada Gaming Control Board, and thereafter maintain, a revolving fund of no less than \$50,000 in order to pay for the investigation of his or her participation in gaming external to Nevada. The revolving fund is subject to increase or decrease at the discretion of the Nevada Gaming Board. Licensees shall comply with certain reporting requirements imposed by the Nevada Gaming Control Act and could be subject to disciplinary action by the Nevada Gaming Commission for knowingly violating any law of the foreign jurisdiction pertaining to the non-Nevada gaming operations; failing to conduct the foreign gaming operations in accordance with the standards of honesty and integrity required of Nevada gaming licensees; engaging in activities or associations that are harmful to the State of Nevada or its ability to collect gaming taxes and fees; or employing, contracting or associating with a person in the non-Nevada operations who has been denied a license or found to be unsuitable in Nevada.

For further reference, please see Nevada Revised Statutes (NRS) 463.4868 - 463.487, 463.625 - 463.643 and Nevada Gaming Commission Regulations (NGC) 16.010 - 16.450.

A more complete summary of the Nevada Act is available on request from:

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