



Ainsworth Game Technology Ltd
ABN 37 068 516 665

10 Holker Street,
Newington NSW 2127
Tel: +61 2 9739 8000

www.agtslots.com.au

19 April 2023

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

ELECTRONIC LODGEMENT

2023 Notice of Annual General Meeting, Proxy Form and Nevada Regulatory Disclosure.

We attach a copy of the 2023 Notice of Annual General Meeting, Proxy Form and 2023 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'.

Mark Ludski
Company Secretary

NOTICE OF 2023 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Ainsworth Game Technology Limited

ABN 37 068 516 665



Notice is given that the 2023 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, as specified below:

Date: Friday 19th May 2023
Time: 10:00am (AEST)
Location: Bankstown Sports Club
"Georges River Room"
L1, 8 Greenfield Parade (Cnr Greenfield Parade
and Mona Street)
Bankstown NSW 2200

AINSWORTH GAME TECHNOLOGY

NOTICE OF 2023 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 six month period ended 31 December 2022.

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 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 – Election of Dr Haig Asenbauer, as Director

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

"That Dr Haig Asenbauer, who was appointed as an additional director on 22 March 2023 in accordance with Rule 7.1(d) of the Company Constitution and retires in accordance with Rule 7.1(d) of the Company Constitution and ASX Listing Rule 14.4, and being eligible offers himself for election, be elected as a non-executive director of the Company."

Please refer to the accompanying Explanatory Statement for more information.

Resolution 3 – Appointment of auditor

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

"That, for the purposes of section 327B(1) of the Corporations Act 2001 (Cth) (**Corporations Act**) and for all other purposes, Deloitte Touche Tohmatsu (**Deloitte**), having been appointed as auditor of the Company until this annual general meeting under section 327C of the Corporations Act and having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company, with effect from the end of this AGM."

Resolution 4 – Approval of Remuneration Report

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

"That the Remuneration Report for the Company required by section 250R(2) of the Corporations Act, which is included in the Directors' Report in respect of the six month period ended 31 December 2022 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 4

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in favour of Resolution 4 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 and any closely related party (as defined in the Corporations Act) of such key management personnel (**Excluded Persons**).

However, the Company will not disregard a vote if:

- it is cast by an Excluded Person, as a proxy for a non-Excluded Person appointed by writing that specifies how the proxy is to vote on the resolution; or
- it is cast by the 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.

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 Wednesday 17th May 2023.

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 previous external auditor, KPMG (**H2CY22 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 H2CY22 Auditor if the question is relevant to:

- the content of the H2CY22 Auditor's audit report; or
- the conduct of its audit of the Company's Financial Report for the six month period ended 31 December 2022.

Relevant questions for the H2CY22 Auditor must be received no later than 5 business days before the AGM date by the Company Secretary:

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

HOW TO VOTE

A shareholder can vote at the AGM:

- a. in person;
- b. by proxy;
- c. by attorney; or
- d. by corporate representative (if you are a corporate shareholder).

A shareholder will be counted as being present at the AGM if the shareholder votes in any of the ways outlined above.

Attendance at the AGM

All persons attending the AGM are asked to arrive at least 30 minutes prior to the time the AGM is to commence, so that their shareholding may be checked against the share register, their power of attorney or appointment as corporate representative can be verified (as the case may be), and their attendance noted.

Voting in person

If a shareholder wishes to vote in person at the AGM, they may attend the AGM which will be held at 10:00am (AEST) on Friday 19th May 2023 at Bankstown Sports Club, "Georges River Room", L1, 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street) Bankstown NSW 2200.

Voting by proxy

A shareholder entitled to attend and cast a vote is entitled to appoint a proxy to attend and vote for the shareholder. The person appointed as a proxy need not be a shareholder of the Company and may be an individual or a body corporate. An appointment of proxy form accompanies this Notice of AGM.

Shareholders can direct their proxy how to vote by marking one of the boxes opposite each item of business on the proxy form attached. If the shareholder does not mark a box on the proxy form, or instruct its proxy on how to vote, the proxy may vote as they choose at the AGM. If the shareholder marks more than one box on the proxy form on an item, their vote will be invalid on that item.

A shareholder can vote a portion of their voting rights by inserting the percentage or number of securities the shareholder wishes to vote in the For, Against or Abstain box or boxes on the proxy form attached. The sum of the votes cast must not exceed the shareholder's voting entitlement or 100%.

If the shareholder is entitled to cast two (2) or more votes, the shareholder may appoint two (2) proxies and may specify the proportion or number of the shareholder's votes each proxy may exercise. If the shareholder appoints two (2) proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. If the shareholder appoints two (2) proxies, neither proxy may vote on a show of hands. When appointing a second proxy, a shareholder should write both names and the percentage of votes or number of securities for each, on the proxy form attached to this Notice of Meeting. An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chairperson of the meeting to which it relates.

At the point of entry to the AGM, a proxy will be admitted and given a voting card upon providing written evidence of their name and address.

The lodging of a proxy form will not preclude a shareholder from attending in person and voting at the AGM if the shareholder is entitled to attend and vote. If the shareholder votes on any resolution, their appointed proxy is not entitled to vote and must not vote as that holder's proxy on the resolution. For the appointment of a proxy to be valid, the proxy form MUST be received by the Company or its Share Registry (details of which are set out in this Notice) not less than 48 hours before the time for holding the AGM. Proxy forms received after this time will be invalid.

NOTICE OF 2023 ANNUAL GENERAL MEETING

Proxy forms submitted online or sent by fax or post in the manner set out in this Notice and on the proxy form must be received by the Company or its Share Registry not less than 48 hours before the time for the holding of the AGM.

Where the proxy form is executed under a power of attorney, the original power of attorney or an attested copy of the power of attorney or other authority under which it is signed MUST be lodged with the proxy form (unless it has already been lodged with the Company).

How the 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 and 4.

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 directing the Chairperson to vote in accordance with the Chairperson's clearly stated voting intention.

Voting by attorney

At the point of entry to the AGM, an attorney will be admitted and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer.

The lodging of a power of attorney will not preclude a shareholder from attending in person and voting at the AGM if the shareholder is entitled to attend and vote. If the shareholder votes on the resolutions, their appointed attorney is not entitled to vote, and must not vote as that holder's attorney on the resolutions.

In order for the appointment of an attorney to be valid, the original power of attorney or an attested copy of the power of attorney or other authority under which it is signed MUST be lodged with the Company not less than 48 hours before the time for holding the AGM. An appointment of attorney received after this time will be invalid.

Voting by corporate representative

To vote at the AGM (other than by proxy or by attorney), a corporation that is a shareholder may appoint a person to act as its authorised corporate representative. The appointment must comply with section 250D of the Corporations Act.

At the point of entry to the AGM, an authorised corporate representative will be admitted and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

Lodgement of proxy forms, powers of attorney and authorities

To be effective, duly signed proxy forms, powers of attorney and authorities MUST be received at an address or by fax or email shown below at least 48 hours before the commencement of the meeting at 10:00am (AEST) on Friday 19th May 2023. Any forms received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON:

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

Share Registry, Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, 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

By Order of the Board



ML Ludski
Company Secretary
19 April 2023 – Sydney

EXPLANATORY STATEMENT



EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Annual General Meeting.

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

Annual Financial Report and Directors' and Auditor's Reports

The Annual Financial Report for the six-month period ended 31 December 2022 (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 H2CY22 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

Mr Campbell was last elected to office at the AGM held on 26 November 2020. Therefore, in accordance with Rule 7.1(f) and ASX Listing Rule 14.4, Mr Campbell is due to retire at the end of this AGM.

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

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

Mr Graeme Campbell

Age: 66 years

Occupation: Consultant and Company Director

Business Experience: Mr Campbell has been a director of the Company since 2007. Since 30 June 2013 he has been the Lead Independent Non-Executive Director of the Company and from 15 November 2016 through to November 2019 Mr Campbell has held the position of Chairman of the Board of the Company.

Mr Campbell was Chairman of the Audit Committee until 1 April 2017 at which time he stepped down as chairman of that committee but remained a member, has been a member of the Remuneration and Nomination Committee since 2015, and was a member of the Regulatory and Compliance Committee from 1 July 2017 to 15 November 2016.

Mr Campbell has specialized in the area of liquor and hospitality for over 30 years in corporate consultancy services with particular emphasis on hotels and registered clubs. He is currently an independent director of Liquor Marketing Group (Bottlemart) and Chair of TerraCom (ASX:TER) and Harness Racing Australia. Mr Campbell is

currently the Chair of the Audit and Risk Committee of the Illawarra Catholic Group and a member of the Australian Institute of Company Directors.

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

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

Resolution 2 – Election of Dr Haig Asenbauer as Director

Dr Haig Asenbauer, was appointed to office as an Additional Director on 22 March 2023 in accordance with Rule 7.1(d). Therefore, in accordance with Rule 7.1(d) and ASX Listing Rule 14.4, Dr Haig Asenbauer, is due to retire at the end of this AGM.

In accordance with Rule 7.1 of the Company Constitution, Dr Haig Asenbauer, has offered himself for re-election to the Board as a non-executive director of the Company at this AGM.

The following is a summary of Dr Haig Asenbauer and his experience:

Dr Haig Asenbauer

Age: 55 years

Occupation: Company Director

Business Experience: Dr Haig Asenbauer is currently a partner of the Austrian law firm Asenbauer Rechtsanwalte GmbH in Vienna, Austria. He also holds the position of Deputy Chairman on the supervisory board of Novomatic AG, the Company's majority shareholder.

Given the relationship with the Company's majority shareholder, Dr Haig Asenbauer will not be classified an independent director. Strict governance protocol has been initiated to ensure that Dr Haig 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.

The Board recommends that shareholders vote in favour of the resolution for electing Dr Haig Asenbauer.

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

Resolution 3 – Reappointment of auditor

Following a review of the Company's audit requirements undertaken by the Board, the Company's previous auditors, KPMG have advised that they will resign in accordance with section 329(5) of the Corporations Act, with such resignation taking effect upon the Australian Securities and Investment Commission (ASIC) consenting to that resignation. At the time of finalising this Notice of Meeting, the application by KPMG for ASIC's consent was still in the process of being considered by ASIC. The Company expects that ASIC's consent will be obtained before the AGM. Upon KPMG's resignation taking effect, the Board will immediately appoint Deloitte as auditors of the Company under section 327C(1) of the Corporations Act. In accordance with section 327C

EXPLANATORY STATEMENT

of the Corporations Act, under such vacancy appointment by the Board, Deloitte holds office as auditor only until the Company's next annual general meeting, being this meeting.

The approval of Shareholders is therefore sought to the appointment of Deloitte as the Company's auditor, in accordance with section 327B of the Corporations Act. See Appendix 1 for the appointment nomination by a member.

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

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

Resolution 4 - Approval of Remuneration Report

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

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

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

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

The Board recommends that shareholders vote in favour of Resolution 4.

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

Appendix 1 – Auditors Nomination

19 April 2023

The Directors
Ainsworth Game Technology Limited
10 Holker Street
Newington NSW 2127

Dear Directors,

The undersigned, being a member of Ainsworth Game Technology Limited (ASX: AGI), hereby nominate Deloitte Touche Tohmatsu (ABN 74 490 121 060) for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours sincerely



Daniel Gladstone





AINSWORTH GAME TECHNOLOGY

10 Holker Street, Newington,
NSW Australia, 2127

T. +61 2 9739 8000

F. +61 2 9648 4327

www.agtslots.com



Ainsworth Game Technology Ltd
ABN 37 068 516 665

AGI

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Wednesday, 17 May 2023.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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

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



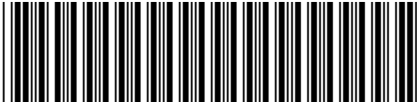
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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 Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ainsworth Game Technology Limited to be held at Bankstown Sports Club, "Georges River Room", L1, 8 Greenfield Parade (Cnr Greenfield Parade and Mona Street), Bankstown, NSW 2220 on Friday, 19 May 2023 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention in step 2) even though Resolution 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 4 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	Election of Dr Haig Asenbauer, as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

2023 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

2023 NEVADA DISCLOSURE

Regulation of Security Holders

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 Chair of the Board 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 as a result 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 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 of time 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 determine 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 of, and prior approval by, 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 Commission. 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, 463.623 - 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:

The Secretary

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