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ASX Release

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TERMINATION OF SCHEME TRANSACTION AND NOVOMATIC TAKEOVER BID UPDATE

Ainsworth Game Technology Limited ("**Ainsworth**") refers to its announcement dated 20 August 2025 in relation to the notification by Novomatic AG (**"Novomatic"**) of its intention to make an unconditional off-market takeover bid for $1.00 cash per share to acquire all outstanding shares in Ainsworth that Novomatic or its associates do not currently own (**"Novomatic Takeover Bid**") and to the proposed acquisition by Novomatic of all issued shares in Ainsworth that Novomatic does not currently own, by way of scheme of arrangement (**"Scheme"**) as announced to ASX on 28 April 2025.

Termination of Scheme Transaction

For the Scheme to become Effective, specified Conditions Precedent need to be satisfied or waived, including a requirement for Ainsworth Shareholders to approve the Scheme by the requisite majorities in accordance with the Corporations Act (**"Shareholder Approval Condition Precedent"**).

The Ainsworth Independent Board Committee (**IBC**) has assessed the lodged proxy forms to date and determined that it is unlikely that the Shareholder Approval Condition Precedent will be satisfied. Under clause 3.6 of the Transaction Implementation Deed dated 20 August 2025 (**"Implementation Deed"**)[1], the parties have an obligation to consult in good faith if there is an occurrence which will prevent a Condition Precedent, including the Shareholder Approval Condition Precedent, from being fulfilled. Given the imminent requirement to apply to the Court to either defer or cancel the Scheme Meeting currently scheduled for 29 August 2025, Ainsworth and Novomatic have agreed to waive the required consultation period and to terminate the Implementation Deed in respect of the Scheme only under clauses 3.7(a) and 13.1(e) of the Implementation Deed, effective immediately.

The Implementation Deed remains in effect in respect of the Novomatic Takeover Bid.

Ainsworth intends to apply to the Supreme Court of New South Wales for orders that the Scheme Meeting be cancelled.

Novomatic Takeover Bid update

Ainsworth notes that Novomatic provided its Bidder's Statement in relation to the Novomatic Takeover Bid to Ainsworth and released it to ASX on 20 August 2025.

The IBC maintains its unanimous recommendation that Ainsworth shareholders (other than Novomatic) accept the Novomatic Takeover Bid, subject to the independent expert concluding and continuing to conclude that the Novomatic Takeover Bid is fair and reasonable or not fair but reasonable to Ainsworth shareholders (other than the Novomatic) and there being no Superior Proposal.[2]

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[1] Previously, clause 3.6 of the original Scheme Implementation Deed dated 28 April 2025.

[2] The interests of the IBC in relation to the Scheme are set out in sections 10.1 to 10.4 of the Scheme Booklet. As at the Last Practicable Date (as defined in the Scheme Booklet), Mr Daniel Gladstone has a Relevant Interest in 174,765 Ainsworth Shares, Mr Graeme Campbell has a Relevant Interest in 389,241 Ainsworth Shares and Ms Heather Scheibenstock has a Relevant Interest in 15,344 Ainsworth Shares. You should have regard to these interests when considering whether to accept the Novomatic Takeover Bid.

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Ainsworth expects to send its Target's Statement in relation to the Novomatic Takeover Bid to shareholders in or around September 2025. The Target's Statement will contain an Independent Expert's Report on whether the Novomatic Takeover Bid is fair and reasonable, or not fair but reasonable, to Ainsworth Shareholders in the absence of a Superior Proposal. Ainsworth Shareholders should take no action in relation to the Novomatic Takeover Bid, until they receive the Target's Statement.

Terms defined in the Transaction Implementation Deed have the same meaning in this announcement unless the context requires otherwise.

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

Ends

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