

NOVOMATIC announces unconditional Board recommended takeover offer for Ainsworth

NOVOMATIC AG Group (NOVOMATIC), Europe's largest gaming technology group, today announced an unconditional 'best and final' cash takeover offer of A\$1.00 per share for all the Ainsworth Game Technology Limited ("Ainsworth") shares it does not currently own ("Takeover Offer").

Gumpoldskirchen/Newington, August 20, 2025 – The Takeover Offer, which will run in parallel with NOVOMATIC's existing A\$1.00 per share Scheme of Arrangement offer ("Scheme Offer") for Ainsworth, provides choice and certainty for Ainsworth shareholders who are concerned about future liquidity and the performance of Ainsworth shares.

As the Takeover Offer is unconditional, NOVOMATIC is also eligible to purchase Ainsworth shares on-market at or below A\$1.00 per share.

NOVOMATIC holds the largest shareholding in Ainsworth with an existing stake of 52.9%.

Ainsworth Board recommendation

Ainsworth's Independent Board Committee has maintained its unanimous recommendation of the Scheme Offer and has extended its recommendation to the Takeover Offer, in the absence of a superior proposal, and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable or not fair but reasonable to AGI Shareholders and there being no Superior Proposal.

Both offers represent a 35% premium to the closing price of Ainsworth shares ahead of the initial announcement and fall within the Independent Expert's valuation range. The Independent Expert found that the Scheme Offer price is fair and reasonable and in the best interests of Ainsworth shareholders in the absence of a superior proposal.

Consideration and permitted dividend

NOVOMATIC's Takeover Offer is for a 'best and final' cash consideration of A\$1.00 per share and is in accordance with the Scheme Implementation Deed entered into with Ainsworth on 28 April 2025 (as amended by the amending deed dated [TBC] 2025). The Takeover Offer will run concurrently with the Scheme Offer. The meeting at which the Scheme will be voted on is currently scheduled for 29 August 2025, although NOVOMATIC expects that Ainsworth will apply to the Court to postpone the Scheme Meeting in light of the Offer.

Should the Scheme of Arrangement be approved by shareholders, additional value may be realised by certain shareholders through the payment of one or more fully franked dividends, which may be declared and paid at the discretion of the Ainsworth Board.

As outlined in the Scheme Booklet, declaration of a permitted dividend of A\$0.19 per share would result in eligible shareholders receiving a consideration of A\$0.81 cash per Scheme Share plus the permitted fully-franked dividend of A\$0.19 cash per Scheme Share.

For those eligible Scheme shareholders who can realise the full benefit of franking credits, the total value of the consideration would be up to A\$1.08 per Scheme Share. This franking credit benefit is not available to Ainsworth shareholders who accept the Takeover Offer.

Intentions

NOVOMATIC's intentions should the Scheme of Arrangement be approved are clearly outlined in the Scheme Booklet.

NOVOMATIC intends to seek a delisting of Ainsworth should a shareholding of 75% and other requirements of the ASX ultimately be achieved, further reducing liquidity and potentially leaving remaining shareholders in an unlisted entity.

In the event the Scheme is not approved, and Ainsworth remains an illiquid listed company, NOVOMATIC intends to adopt a more active approach to management of its significant investment in Ainsworth, including:

- considering increased NOVOMATIC representation on the Ainsworth Board by appointing a NOVOMATIC representative as a fifth director; and
- undertaking a strategic review of Ainsworth's business including its dividend and cash retention policy, assets, operations, structure, employees, future capital requirements and funding mix.

Stefan Krenn, Member of the Executive Board of NOVOMATIC AG Group stated:

"NOVOMATIC's unconditional takeover offer provides instant liquidity to all Ainsworth shareholders and ensures every Ainsworth shareholder is able to make their own decision in relation to the offer, regardless of the outcome of the Scheme meeting.

"We note that a small number of shareholders including members of the Ainsworth family, have indicated they will not support the Scheme of Arrangement. This decision, if implemented, may block the Scheme and would eliminate the opportunity for Ainsworth retail shareholders to participate in the Scheme. By providing the option to sell into a takeover offer, NOVOMATIC has put the decision-making process back into the hands of individual shareholders, regardless of the size of their holding.

"Given the significance of our stake in Ainsworth, NOVOMATIC intends to take a more active approach to its investment, creating greater alignment between the decision-making process and the overall investment.

"The acquisition of Ainsworth is consistent with our international growth strategy and the expansion of our presence across the Asia-Pacific and the US region."

Next steps

Further details in relation to NOVOMATIC's Takeover Offer and its intentions are outlined in the [Bidder's Statement](#). AGI shareholders are encouraged to read the Bidder's Statement. The [Scheme Booklet](#) contains all relevant information on the Scheme, including the notice of the Scheme Meeting.

NOVOMATIC is advised by J.P. Morgan and King & Wood Mallesons.

About NOVOMATIC

The NOVOMATIC AG Group is, as a producer and operator, one of the largest gaming technology groups in the world and employs more than 20,000 people. The Group was founded by the industrialist Professor Johann F. Graf in 1980 and has locations in about 45 countries, and exports innovative gaming equipment, system solutions, lottery system solutions, and services to more than 130 countries. The Group operates gaming terminals and video lottery terminals (VLTs) in its more than 1,600 own electronic and regular casinos, as well as via rental models.

The NOVOMATIC AG Group is active as a full-service provider in all segments of the gaming industry through its numerous international subsidiaries, offering a comprehensive omni-channel product portfolio for partners and customers worldwide. This ranges from terrestrial gaming products and services, through management systems, cash management solutions, and online, mobile, and social gaming solutions, to lottery and sports betting solutions, as well as a whole host of other first-rate products and services. For more information, please visit www.novomatic.com

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