

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

NOVOMATIC AG

(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on November 1, 2017, and before the Nevada Gaming Commission (“Commission”) on November 16, 2017, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Novomatic AG for (i) registration as a publicly traded corporation, (ii) an acquisition of control of Ainsworth Game Technology Limited, and (iii) a finding of suitability as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited,

b. The applications of Novo Invest GmbH for (i) registration as a holding company, (ii) a finding of suitability as a shareholder of Novomatic AG, and (iii) a finding of suitability as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited,

c. The applications of Gryphon Invest AG for (i) registration as a holding company, (ii) a finding of suitability as a shareholder of Novomatic AG, and (iii) a finding of suitability as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited, and

d. The applications of Johann Friedrich Graf for (i) a finding of suitability as a beneficial owner and controlling beneficial owner of Novomatic AG, and (ii) a finding of suitability as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited.

2. THAT Novomatic AG is registered as a publicly traded corporation, is approved, pursuant to NGC Regulation 16.200, to acquire control of Ainsworth Game Technology Limited, and is found suitable as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited.

3. THAT Novo Invest GmbH is registered as a holding company, is found suitable as a shareholder of Novomatic AG, and is found suitable as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited.

4. THAT Gryphon Invest AG is registered as a holding company, is found suitable as a shareholder of Novomatic AG, and is found suitable as a beneficial owner and controlling beneficial owner of Ainsworth Game Technology Limited.

5. THAT Johann Friedrich Graf is found suitable as a beneficial owner and controlling beneficial owner of Novomatic AG and Ainsworth Game Technology Limited.

6. THAT in addition to the requirements of NRS 463.639(2)(a) and NGC Regulation 16.330, and pursuant to NGC Regulation 16.330(6), Novomatic AG shall provide to the Board the following:

a. A copy of all material documents published by Novomatic AG in accordance with the Austrian Stock Exchange Act, EU Regulation No. 596/2014 on market abuse, the EU-Prospectus Regulation or any other such agency which regulates the sale of Novomatic AG's securities. These material documents include, but are not limited to, filings

which are similar in nature and purpose to those filed by a domestic publicly traded corporation with the Securities and Exchange Commission (“SEC”), such as registration statements, proxy statements, annual and quarterly financial reports to stockholders, or any report involving insider trading, self-dealing, related third party transactions, fraud, or market manipulations;

b. A copy of all press releases issued by Novomatic AG or a licensed subsidiary thereof, e-mailed to the Corporate Securities Section - Investigations Division in Carson City, Nevada, at or before the time of release;

c. Within 10 business days of receipt, a true copy of all material documents received by Novomatic AG from any national or regional securities exchange. In addition, Novomatic AG shall immediately advise the Board of any inquiries or investigations undertaken by any national or regional securities exchange or any other such agency which regulates the sale of Novomatic AG’s securities;

d. Within 5 calendar days of a request (oral or written) by the Board and/or the Corporate Securities Section - Investigations Division, any additional information which may be required to effectively and adequately investigate, monitor, and regulate the business and gaming activities of Novomatic AG, and its subsidiaries and any affiliated entities;

e. Within five (5) calendar days of the event, a report of any event that would be reportable by a domestic publicly traded corporation to the SEC on a Form 8-K; and

f. Within five (5) calendar days of notification of such an action, a report of any action filed by any governmental authority against Novomatic AG, its subsidiaries or affiliates.

7. THAT if Novomatic AG conducts an offering of securities that is a “public offering” pursuant to the Act on Conducting Business on the Capital Market, and if the securities or the proceeds from the sale thereof are intended to be used for any of the purposes set forth in NGC Regulation 16.110(2), then Novomatic AG shall comply with the provisions of NGC Regulations 16.100, 16.110, 16.115, 16.125, 16.130, and 16.140, which are hereby deemed applicable to

Novomatic AG as if it were a domestic publicly traded corporation, and it is required to prepare and publish a prospectus in accordance with the EU-Prospectus Regulation, which prospectus must be approved by the Austrian Financial Market Authority.

8. THAT if Novomatic AG publishes in the official gazette (*"Amtsblatt zur Wiener Zeitung"*) the convocation of a shareholders' meeting pursuant to the Stock Corporation Act and such publication includes a discussion of the nature and scope of, and procedures under, the Nevada Gaming Control Act (the "Act") and the Commission Regulations (the "Regulations"), the publication must be approved by the Board. The publication is deemed to have been approved if it has been filed with the Board for at least 10 days and the Board has not issued a stop order during such period.

9. THAT within 6 months from the effective date of this Order of Registration, Novomatic AG shall take the necessary actions to ensure the ability of the Board and the Commission to enforce the provisions of NGC Regulation 16.440(2).

10. THAT Novomatic AG shall establish and maintain a compliance plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Novomatic AG and its subsidiaries and affiliated entities, if any, with the Act, as amended, the Regulations, as amended, and the laws and regulations of any other jurisdiction in which Novomatic AG, its subsidiaries and affiliated entities operate, if any, may conduct gaming operations. The Plan, and any amendments thereto, shall be administratively reviewed and approved by the Chairman of the Board, or his designee, and the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively acknowledged by the Chairman of the Board, or his designee. Novomatic AG shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee relating

to a review of activities relevant to the continuing qualifications of Novomatic AG under the provisions of the Act and Regulations.

11. THAT Novomatic AG shall fund and maintain with the Board a revolving fund in the amount of \$75,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Novomatic AG and its affiliated companies.

12. THAT pursuant to NRS 463.625, Novomatic AG is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

13. THAT Novomatic AG is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.585.4-1 and 15.585.7-6, and shall instead comply with NGC Regulation 16, provided that, Novo Invest GmbH and Gryphon Invest AG shall not sell, assign, transfer, pledge or otherwise dispose of the equity securities of Novomatic AG without the prior approval of the Commission..

14. THAT the Commission hereby expressly finds that: (i) pursuant to NRS 463.627(2), the business activities of Novomatic AG are regulated in a manner which will prevent those activities from posing any threat to the control of gaming in the State of Nevada, and (ii) Novomatic AG is regulated in a manner which protects the investors and the State of Nevada and that the Austrian regulatory system complies with the factors set forth in NRS 463.633.

15. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Las Vegas, Nevada, this 16th day of November 2017.