

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 21-068
REGARDING WAIVER OF LICENSURE
FOR INSTITUTIONAL INVESTOR

December 1, 2021

WHEREAS, Allan Gray Australia Party Ltd. (hereafter, "Allan Gray"), has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

WHEREAS, Allan Gray has stated that it may acquire interests in Ainsworth Game Technology Limited, a Missouri licensee, of more than ten percent (10%) but not more than twenty percent (20%); and

WHEREAS, Allan Gray has affirmed that it may acquire these interests for investment purposes only and not for the purposes of causing directly or indirectly changes in the management, policies or operations of said licensee, and that Allan Gray has no involvement in the business activities of any licensee in which it holds or may acquire interest or any intention of influencing or affecting the affairs of any licensee with the stock that it now owns or may in the future acquire; and

WHEREAS, Allan Gray has affirmed that in the event Allan Gray subsequently develops an intention of controlling or participating in the management of any licensee, Allan Gray will notify the Commission of said changes and refrain from participating in management or exercising such control until approved by the Missouri Gaming Commission; and

WHEREAS, Allan Gray has complied and affirmed its willingness to conform to all disclosures and notices required by 11 CSR 45-4.

NOW, THEREFORE, BE IT RESOLVED, that the Missouri Gaming Commission grants Allan Gray's request to waive licensure requirements required under 11 CSR 45-4.020 for up to and including twenty percent (20%) ownership in Ainsworth Game Technology Limited.

BE IT FURTHER RESOLVED that the granting of this waiver in no way prevents the Missouri Gaming Commission at some future date, with or without cause, from requiring Allan Gray to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in Allan Gray being required to divest all or part of their interest in a licensee or the loss of the licensee's ability to do business in Missouri.

BE IT FURTHER RESOLVED that this waiver is for a period of two (2) years from the date of this Resolution, and it will be necessary for Allan Gray Australia Party Ltd. to reapply for a waiver on or before sixty (60) days prior to the expiration of this waiver.

SO ADOPTED.



Mike Leara, Chairman
Missouri Gaming Commission

RECEIVED

OCT 29 2021



MISSOURI GAMING COMMISSION

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October 29, 2021

VIA HAND DELIVERY

Honorable Peggy Richardson
Executive Director
Missouri Gaming Commission
3417 Knipp Drive
Jefferson City, MO 65109

RE: **Request of Waiver for Licensure of Institutional Investor – Allan Gray Australia Party Ltd**
MGC Licensee – Ainsworth Game Technology Limited

Dear Judge Richardson:

Ainsworth Game Technology is submitting the attached Request of Waiver for Licensure of Institutional Investor being filed by Allan Gray Australia Party Ltd, (“Allan Gray”). It is Allan Gray holds a 7.63% of Ainsworth Game Technology Limited (“Ainsworth”), an Australian publicly-traded company. It is requesting a waiver for up to 10% ownership interest pursuant to 11 CSR 45.4.020(3)(B)2.

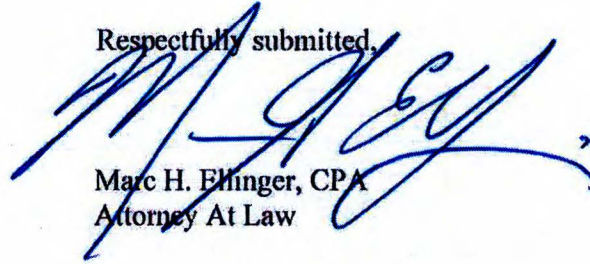
Allan Gray is a privately owned, Australian-based asset manager that holds an Australian Financial Services License and is classified as a “Professional Investor” under Section 9 of the Australian Corporations Act and qualifies as an institutional investor under the Commission’s regulations. As a professional investor/institutional investor, Allan Gray is a passive investor in Ainsworth, i.e., it does not have active participation in Ainsworth’s management and has no involvement in the day-to-day operations of the business.

If you have questions or need information from Ainsworth Game Technology, please contact the undersigned. We understand that the requestor for the waiver is Allan Gray and that you may be communicating with it directly. We request that Ainsworth Game Technology be kept advised of the status of the Request of Waiver and any final action on it. Thank you for your consideration of the attached.



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Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'M. Ellinger', written over the typed name.

Marc H. Ellinger, CPA
Attorney At Law

Enclosure

c: Ed Grewach
Pete Studer



Missouri Gaming Commission REQUEST OF WAIVER FOR LICENSURE OF INSTITUTIONAL INVESTOR

(Pursuant to 11 CSR 45-4.020)

Name of Individual / Entity Holding Interest: Allan Gray Australia Pty Ltd

Business Address: Level 2, 4-10 Martin Place, Sydney, NSW, Australia 2000

(To enter another row in below table, press **tab** key.)

Entity (Licensee or Applicant) in which Interest is held	% of Interest held	Publicly Traded	Privately Held
Alnsworth Game Technology Limited	7.63%	✓	

A holder of any direct or indirect legal or beneficial publicly traded interest of five percent (5%) or more, or privately held interest of one percent (1%) or more, in a Missouri gaming licensee or applicant, is required to obtain a key person or key person business entity license from the Missouri Gaming Commission.

A holder may, however, be exempted from the licensure requirements if such interest is held for passive investment purposes only. Individuals or entities holding up to twenty percent (20%) interest in a licensee or applicant may be exempted by the Commission for one or multiple licenses or applicants. Exemptions shall be for a period of two (2) years unless renewed. Ownership of 20% or more in a licensee or applicant requires licensure by the Commission.

Waiver applications shall be submitted to the Missouri Gaming Commission's Jefferson City office, P.O. Box 1847, Jefferson City, Missouri 65102 or emailed to mgcmail@mgc.dps.mo.gov.

REQUEST OF WAIVER – The individual or entity named above, as holder of such interest hereby applies in writing certifying under oath as follows:

- a) The acquired interest is for passive investment purposes only;
- b) Holder does not and will not have any involvement in the management activities of the entity in which interest is acquired;
- c) Holder has no intention of controlling the entity in which interest is acquired, regardless of additional stock that may be acquired;
- d) The holder will within ten (10) days notify the Commission of any purchase of stock in the entity which causes the total holding of the entity's outstanding stock to exceed 20%;
- e) That in the event an intention of controlling or participating in the management of the entity in which interest is acquired or held subsequently develops, holder shall notify the Commission of said change and refrain from participating in management or exercising such control until approved for licensure by the Commission.

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

If the applicant for waiver is an individual, then the home and business address, occupation, employer, and title shall be provided.

- Home Address: _____
- Business Address: _____
- Occupation: _____
- Employer: _____
- Title: _____

If the applicant for a waiver is a business entity, then it shall provide the following:

- Type of entity (corporation, partnership, limited partnership, LLC, LLP, etc.):
Allan Gray Australia Pty Ltd as investment manager incorporated in Australia
- State of charter _____
- The names and addresses (both home and business) must be included for the following officers;
(I) chief executive officer; (II) chief financial officer; (III) chief operating officer;
(IV) managing partner; (V) general partners; (VI) members of the board of directors; and
(VII) the registered agent.

****Check all that apply**** (Use page 3 for information on additional officers)

Name and title: Simon Mawhinney - Director

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

This page is used to include additional information.

Name and title: Simon Mawhinney - Director

Home address: 100 Beatrice Street, Balgowlah Heights NSW 2093

Business address: Allan Gray Australia Pty Ltd
Level 2, 4-10 Martin Place, Sydney, NSW, Australia 2000

Name and title: William Buchanan Gray - Director

Home address: 17 Mill Shares Road, Pembroke HM05, Bermuda

Business address: Allan Gray Australia Pty Ltd
Level 2, 4-10 Martin Place, Sydney, NSW, Australia 2000

Name and title: Johan Coenraad De Lange - Director

Home address: 25 Burns Road, Wahroonga, NSW, Australia 2076

Business address: Allan Gray Australia Pty Ltd
Level 2, 4-10 Martin Place, Sydney, NSW, Australia 2000

Name and title: John Charles Ross Collis - Director

Home address: 10 Keith Hall Road, Warwick Wk06, Bermuda

Business address: Allan Gray Australia Pty Ltd
Level 2, 4-10 Martin Place, Sydney, NSW, Australia 2000

Name and title: _____

Home address: _____

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

Business address:

I, the undersigned, in my capacity as Simon Mawhinney with

Allan Gray Australia Pty Ltd attest that the foregoing information is accurate, and that nothing in the granting of this waiver shall prohibit the Commission, at a future date, in its sole discretion, with or without cause, from requiring any owner of any interest in a license from becoming licensed by the Commission or to divest itself of stock ownership.

Signed: *S Mawhinney*

25 October 2021

Date:

Solicitor: *[Signature]*

25 October 2021

Date:

Affix seal:

Elizabeth Lee
Australian solicitor under the
Legal Profession Uniform Law (NSW)
NSW Law Society No. 54835