

CENTURY CASINOS INC /CO/
Form DEFR14A
June 07, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.1)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- | | |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2)) |
| <input checked="" type="checkbox"/> Definitive Proxy Statement | |
| <input type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material Pursuant to Rule 14a-12 | |

CENTURY CASINOS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

[] Fee paid previously with preliminary materials.
[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CENTURY CASINOS, INC.
200 - 220 EAST BENNETT AVENUE
CRIPPLE CREEK, CO 80813

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JULY 5, 2002

IN GENERAL

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Century Casinos, Inc. (the "Company"), to be used at the Annual Meeting of Stockholders (the "Meeting") to be held on July 5, 2002, at the administrative offices of the Company, 157 East Warren Ave., Cripple Creek, CO USA., at 10:00 a.m. MDT (18:00 Central European Time), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. The enclosed material was mailed on or about June 7, 2002, to stockholders of the Company.

All properly executed proxies received at or prior to the Meeting will be voted at the Meeting. If a stockholder directs how a proxy is to be voted with respect to the business coming before the meeting, the proxy will be voted in accordance with the stockholder's directions. If a stockholder does not direct how a proxy is to be voted, it will be voted in favor of the election of the nominees to the Board of Directors named in this proxy statement. A proxy may be revoked at any time before it is exercised by giving written notice to the Secretary of the Company at the above address or by a subsequently executed proxy. Stockholders may vote their shares in person if they attend the Meeting, even if they have executed and returned a proxy. If no instructions are indicated on the proxy, the shares will be voted in favor of the proposals to be considered at the Meeting.

The matters to be brought before the Meeting are the election of two

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Class II directors of the Board of Directors, and the transaction of such other business as may come before the Meeting.

Expenses in connection with the solicitation of proxies will be paid by the Company. Proxies are being solicited by mail, and, in addition, directors, officers and employees of the Company (who will not receive any additional compensation) may solicit proxies personally, by telephone, by email, or by special correspondence. The Company will reimburse brokerage firms and others for their expenses in forwarding proxy materials to the beneficial owners of the Company's common stock.

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VOTING SECURITIES

Only stockholders of record at the close of business on June 6, 2002, will be entitled to vote at the Meeting. On that date, there were issued and outstanding 13,728,784 shares of the Company's \$.01 par value common stock, the only class of voting securities of the Company. Each share of common stock is entitled to one vote per share. Cumulative voting in the election of directors is not permitted.

A majority of the number of the outstanding shares of common stock, represented either in person or by proxy, will constitute a quorum for the transaction of business at the Meeting. Of the votes cast at the Meeting, a vote of the holders of a majority of the common stock present, either in person or by proxy, is required to elect each director nominee.

In accordance with Delaware law, a stockholder entitled to vote for the election of directors can withhold authority to vote for certain nominees for director. Abstentions are counted for purposes of determining a quorum to conduct business, but are ignored in vote tabulation, thereby increasing the number of votes necessary to approve any proposal. The inspectors of election will treat any shares held by brokers or nominees for which they have no discretionary power to vote on a particular matter and for which they have received no instructions from the beneficial owners or persons entitled to vote ("broker non-votes") as shares that are present for purposes of determining the presence of a quorum. However, for purposes of determining the outcome of any matters as to which the broker has indicated on the Proxy that it does not have discretionary authority to vote, those shares will be treated as not entitled to vote with respect to that matter (even though those shares may be entitled to vote on other matters).

All shares of Common Stock will vote as a single class. Neither the Company's Certificate of Incorporation nor its Bylaws provide for cumulative voting rights.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of May 1, 2002, concerning record common stock ownership by beneficial owners of five percent or more of the Company's common stock and the officers and directors of the Company. All of the named persons below, other than Thomas Graf and Lloyd I. Miller, III, are officers or directors of the Company.

| TITLE OF CLASS | NAME AND ADDRESS OF BENEFICIAL OWNER | AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP |
|----------------------------------|---|--|
| Common Stock, \$.01 par value | Erwin Haitzmann 200-220 E. Bennett Ave. Cripple Creek, CO 80813 | 1,953,669 (a) |
| Common Stock, \$.01 par value | Peter Hoetzinger 200-220 E. Bennett Ave. Cripple Creek, CO 80813 | 1,167,078 (b) |
| Common Stock, \$.01 par value | James D. Forbes 1 Nerina Street Caledon 7230 South Africa | 989,264 (c) |
| Common Stock, \$.01 par value | Robert S. Eichberg 1801 California St. Ste. 4650 Denver, CO 80202 | 60,000 (d) |
| Common Stock, \$.01 par value | Gottfried Schellmann Bahnhofplatz 1A 2340 Moedling, Austria/Europe | 99,000 (e) |
| Common Stock, \$.01 par value | Dinah Corbaci Schlossgasse 1 A-1050 Wien Austria/ Europe | 30,000 (f) |
| Common Stock, \$.01 par value | Larry Hannappel 200-220 E. Bennett Ave. Cripple Creek, CO 80813 | 42,500 (g) |

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| TITLE OF CLASS | NAME AND ADDRESS OF BENEFICIAL OWNER | AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP |
|----------------------------------|---|---|
| Common Stock, \$.01 par value | All Officers and Directors as a Group (seven persons) | 4,341,511 |
| Common Stock, \$.01 par value | Thomas Graf Liechtensteinstrasse 54 A-2344 Maria Enzersdorf Austria/Europe | 2,494,300 |
| Common Stock, \$.01 par value | Lloyd I. Miller, III 4550 Gordon Drive Naples, FL 34102 | 2,502,623 |

(a) Includes: (i) a non-statutory stock option for 350,000 shares exercisable at \$0.75 per share; (ii) a non-statutory stock option for 950,000 shares exercisable at \$1.50 per share, indirectly owned and held by The Haitzmann Family Foundation, which is managed by three independent trustees; and (iii) 550,000 shares indirectly owned and held by The Haitzmann Family Foundation.

During 2001 an incentive stock option for 130,000 shares exercisable at \$1.50 per share and an incentive stock option for 183,333 shares exercisable at \$0.75 per share were converted to non-statutory stock options with the same terms and conditions as the original incentive stock options; further the non-statutory stock options in (ii) above were transferred from Mr. Haitzmann's ownership during 2001 with the same terms and conditions as the original options. Neither the conversions nor the transfer were additional option grants during 2001.

(b) Includes: (i) a non-statutory stock option for 250,000 shares exercisable at \$0.75 per share; (ii) a non-statutory stock option for 543,000 shares exercisable at \$1.50 per share, indirectly owned and held by The Hoetzing Family Foundation, which is managed by three independent trustees; and (iii) 100,000 shares held by Mr. Hoetzing's spouse; and (iv) 143,728 shares

indirectly owned and held by The Hoetzing Family Foundation.

During 2001 an incentive stock option for 130,000 shares exercisable at

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\$1.50 per share and an incentive stock option for 183,333 shares exercisable at \$0.75 per share were converted to non-statutory stock options with the same terms and conditions as the original incentive stock options; further the non-statutory stock options in (ii) above were transferred from Mr. Hoetzingers ownership during 2001 with the same terms and conditions as the original options. Neither the conversions nor the transfer were additional option grants during 2001.

- (c) Includes: (i) an incentive stock option for 130,000 shares exercisable at \$1.50 per share; (ii) an incentive stock option for 160,000 shares exercisable at \$0.75 per share; and (iii) a non-statutory stock option for 328,000 shares exercisable at \$1.50 per share.
- (d) Includes: (i) an option for 10,000 shares exercisable at \$0.938 per share; (ii) an option for 10,000 shares exercisable at \$0.75 per share; and (iii) an option for 20,000 shares exercisable at \$1.00 per share; and (iii) an option for 10,000 shares exercisable at \$2.12 per share.
- (e) Includes: (i) an option for 10,000 shares exercisable at \$0.938 per share; (ii) an option for 10,000 shares exercisable at \$0.75 per share; and (iii) an option for 20,000 shares exercisable at \$1.00 per share; and (iii) an option for 10,000 shares exercisable at \$2.12 per share.
- (f) Includes (i) an option for 20,000 shares exercisable at \$1.75 per share and (ii) an option of 10,000 shares exercised at \$2.12 per share.
- (g) Includes: (i) an incentive stock option for 10,000 shares exercisable at \$0.75 per share; (ii) an incentive stock option for 22,500 shares exercisable at \$1.50 per share; and (iii) an incentive stock option for 5,000 shares exercisable at \$2.25 per share.
- (h) Less than 1%.

INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS

Information regarding the Board of Directors and executive officers of the Company, as of May 1, 2002, is as follows:

| Name | Age | Positions Held | Officer or Director Since |
|----------------------|-----|---|---------------------------|
| ----- | --- | ----- | ----- |
| Erwin Haitzmann | 48 | Chairman of the Board & Chief Executive Officer | March 1994 |
| Peter Hoetzingers | 39 | Vice Chairman of the Board & President | March 1994 |
| James D. Forbes | 44 | Director | March 1994 |
| Robert S. Eichberg | 56 | Director | January 1997 |
| Gottfried Schellmann | 48 | Director | January 1997 |
| Dinah Corbaci | 47 | Director | April 2000 |

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CERTAIN INFORMATION REGARDING THE BOARD OF DIRECTORS

During 2001, on several occasions during the year, the members of the Board of Directors executed unanimous written consents in lieu of meetings, in accordance with Delaware law. The Audit Committee of the Board of Directors (consisting of Messrs. Eichberg and Schellmann, and Dr. Corbaci), which assesses the Company's system of internal controls and assists in considering the recommendations and performance of the Company's independent accountants, have held one (1) meeting since the date of the last annual meeting June 12, 2001. The Board of Directors does not have a separate Nominating Committee.

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EXECUTIVE COMPENSATION

This information is incorporated by reference from Form 10-KSB, filed with the SEC for the year ended December 31, 2001.

STOCK OPTION GRANTS IN LAST FISCAL YEAR

There were no grants of stock options during 2001 to purchase shares of common stock of the Company to any of the Company's executive officers.

AGGREGATED OPTIONS EXERCISED IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table sets forth the aggregate options held by certain executive officers of the Company. No options were exercised by the specified officers in 2001.

| NAME | SHARES ACQUIRED ON EXERCISE | VALUE REALIZED | NUMBER OF SECURITIES UNDERLYING OPTIONS AT DECEMBER 31, 2001 EXERCISABLE/ UNEXERCISABLE | VALUE IN-THE-MONTH OF DECEMBER 31, 2001 |
|---|-----------------------------|----------------|---|---|
| Erwin Haitzmann, Chairman of the Board and Chief Executive Officer | - | - | 1,300,000 / -0- (a) | \$1,224,000 |
| Peter Hoetzing, Vice Chairman of the Board and President | - | - | 793,000 / -0- (b) | \$774,000 |
| James D. Forbes, Director | - | - | 618,000 / -0- | \$577,000 |
| Larry Hannappel, Chief Accounting Officer and Secretary | - | - | 37,500 / -0- | \$31,500 |

(a) Includes 950,000 options held by The Haitzmann Family Foundation. See Security Ownership of Certain Beneficial Owners and Management.

(b) Includes 543,000 options held by The Hoetzing Family Foundation. See Security Ownership of Certain Beneficial Owners and Management.

(c) Based on the closing bid price (\$2.24) of the Company's Common Stock on the NASDAQ Stock Market on December 31, 2001.

Directors who are employees receive no compensation for their services as directors. With the exception of Messrs. Eichberg and Schellmann and Dr. Corbaci, all of the Company's directors are employees.

Messrs. Eichberg and Schellmann and Dr. Corbaci, the outside directors of the Company, are being compensated for their services as follows:

(a) Stock options - In 1998, upon joining the Board of Directors, both Eichberg and Schellmann received options to purchase 10,000 shares of the Company's common stock. The options have a five-year term and are exercisable at \$0.938 per share. In 1999, Both Messrs. Eichberg and Schellmann received options to purchase an additional 10,000 shares of the Company's stock, which have a four-year term and are exercisable at \$.75 per share. In February, 2000, both Messrs. Eichberg and Schellmann received options to purchase an additional 20,000 shares of the Company's stock; these options have a five-year term and are exercisable at \$1.00 per share. In April, 2000, Dr. Corbaci received options to purchase 20,000 shares of the Company's stock, which have a five-year term and are exercisable at \$1.75 per share. In February 2002, both Messrs. Eichberg and Schellmann and Dr. Corbaci received options to purchase an additional 10,000 shares of the Company's stock, which have a 5 year term and are exercisable at \$2.12 per share.

(b) Compensation, Reimbursement - The outside directors receive \$1,000 per Board or committee meeting attended and the Company will pay for reasonable expenses incurred in conjunction with those meetings. In addition, the outside directors receive \$1,000 per gaming application filed with gaming regulators to compensate them for their time spent.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and persons who beneficially own more than 10% of its outstanding common stock, to file with the Securities and Exchange Commission (the "SEC") initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers and greater

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than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) reports they file.

To the Company's knowledge (based solely on review of the copies of such reports furnished to the Company and representations that no other reports were required, during the fiscal year ended December 31, 2001), all Section 16(a) filing requirements applicable to its officers, directors and greater than 10% stockholders were complied with in a timely manner.

STOCK PRICE PERFORMANCE

This information is incorporated by reference from Part II, Item 5, in the Company's Annual Report on Form 10KSB for the year ended December 31, 2001.

Plot Points for Stock Comparison

| | CNTY | NASDAQ | S&P 500 |
|----------|--------|--------|---------|
| | ----- | ----- | ----- |
| 06/30/99 | 97.05 | 104.03 | 100.38 |
| 12/31/99 | 94.12 | 157.60 | 107.44 |
| 06/30/00 | 158.87 | 153.61 | 106.36 |
| 12/29/00 | 158.87 | 95.68 | 96.54 |
| 06/29/01 | 203.30 | 83.70 | 89.53 |
| 12/31/01 | 210.82 | 75.54 | 83.95 |
| 06/04/02 | 291.77 | 61.12 | 76.10 |

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TRANSACTIONS WITH MANAGEMENT, DIRECTORS AND STOCKHOLDERS

At December 31, 2001, the Company had an unsecured note payable that matures on April 1, 2004, in the principal amount of \$380,000 to Thomas Graf, a stockholder of the Company.

On March 1, 2001, as amended on October 11, 2001, the Company entered into separate management agreements with Focus Casino Consulting AG, a Swiss corporation, to secure the services of Mr. Hoetzing, and with Flyfish Casino Consulting AG, a Swiss corporation, to secure the services of Mr. Haitzmann, to provide executive casino management services to the Company through December 31, 2005, and for five (5) year renewable periods thereafter, unless sooner terminated by them or by the Company. Each of these management agreements provides for an annual base management fee of \$100,000, plus such annual increases and bonuses, and such other incentives, benefits and compensation as may be awarded to them, respectively, by the Compensation Committee of the Board of Directors of the Company. Payments to each of these management companies are included in the Executive Compensation Table, Item 10 of the Company's Annual Report on Form 10KSB for the year ended December 31, 2001. Each of the management fees will be reviewed annually by the Compensation Committee. The management agreements further provide for termination payments to be made for a period of six (6) months if the management agreement is terminated by the

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Company without cause, or for a payment of three times the management company's annual fee and average bonus if the termination occurs (a) after a Change of Control of the Company, or (b) by the management company, for cause.

Both Mr. Haitzmann and Mr. Hoetzingler are Austrian citizens, and have established Austrian trusts (The Haitzmann Family Foundation and The Hoetzingler Family Foundation, respectively) to hold, on behalf of their respective families, a certain portion of their interests in the Company. (See Security Ownership of Certain Beneficial Owners and Management)

There have been no transactions with management, except as otherwise disclosed herein, since the date of the Company's last annual meeting on June 12, 2001, and the transactions disclosed in the Proxy Statement for that meeting.

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PROPOSAL 1

ELECTION OF DIRECTORS

The Board is divided into three classes of directors as nearly equal in number as possible. Presently, the Board consists of six directors comprising the following: (i) two Class I directors, Mr. Eichberg and Dr. Dinah Corbaci, whose terms will expire at the 2004 Annual Meeting; (ii) two Class II directors, Messrs. Hoetzingler and Forbes, who are standing for reelection at this meeting; and (iii) two Class III directors, Messrs. Haitzmann and Schellmann, whose terms will expire at the 2003 Annual Meeting. Each director who is elected at an Annual Meeting will be elected for a three-year term expiring at the third Annual Meeting of Stockholders after such director's election. Accordingly, under most circumstances, directors of one Class only are elected at each year's Annual Meeting of Stockholders. If elected, all nominees are expected to serve until the expiration of their respective terms and until their successors are duly elected and qualified.

At the 2002 Annual Meeting, two Class II directors will be elected. The proxies named on the enclosed proxy intend to vote for the election of the nominees for Class II directors, Peter Hoetzingler and James D. Forbes. Proxies cannot be voted for a greater number of directors than the number nominated.

Peter Hoetzingler, a nominee for a Class II director, is presently a member of the Board of Directors, having served continuously as a director since March 1994. Mr. Hoetzingler is also presently serving as Vice Chairman of the Board and President of the Company. He has indicated a willingness to serve; however, in the event he should become unable to serve as a director, the proxy will be voted in accordance with the best judgment of the persons acting under the proxy.

James D. Forbes, a nominee for a Class II director, is presently a member of the Board of Directors, having served continuously as a director since March 1994. He has indicated a willingness to serve; however, in the event he should become unable to serve as a director, the proxy will be voted in accordance with the best judgment of the persons acting under the proxy.

The information concerning Mr. Hoetzingler and Mr. Forbes, the nominees for the Class II directors, is set forth above under "Information Concerning

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Directors and Executive Officers."

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ABOVE NOMINEES.

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INDEPENDENT ACCOUNTANTS

Grant Thornton LLP ("Grant Thornton") was the Company's independent public accounting firm for the fiscal year ending December 31, 2001. The Audit Committee has recommended, and the Board of Directors has selected Grant Thornton to again be the Company's independent accountants for the fiscal year ending December 31, 2002. A representative of Grant Thornton is expected to be present at the Annual Meeting via telephone and/or web cast, to make a statement and/or to respond to appropriate questions.

REPORT OF THE AUDIT COMMITTEE

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, the following report of the Audit Committee shall not be incorporated by reference into any such filings and shall not otherwise be deemed filed under such acts.

In accordance with its written charter adopted by the Board of Directors, the Audit Committee assists the Board of Directors with fulfilling its oversight responsibility regarding the quality and integrity of the accounting, auditing and financial reporting practices of the Company.

The Audit Committee has reviewed and discussed the audited financial statements of the Company for the year ended December 31, 2001, with the Company's management. The Committee discussed with Grant Thornton LLP, the Company's independent auditors, the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended by Statement on Auditing Standards No. 90 (Audit Committee Communications).

The Committee has received the written disclosures and the letter from Grant Thornton LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and has discussed with Grant Thornton, LLP, its independence.

Based upon the review and discussions noted above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2001, which was filed with the Securities and Exchange Commission on March 28, 2002.

The Board of Directors and the Audit Committee believe that the Audit Committee's current member composition (three independent directors) satisfies the

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rule of the National Association of Securities Dealers, Inc. ("NASD") that governs audit committee composition, Rule 4310(c)(26)(B)(i), including the requirement that audit committee members all be "independent directors" as that terms is defined by NASD Rule 4200(a)(15).

Audit Committee:

Robert S. Eichberg, Chairman
 Gottfried Schellmann
 Dinah Corbaci

The following table sets forth the aggregate fees billed to the Company for the year ended December 31, 2001, by Grant Thornton and its foreign affiliate Grant Thornton Kessel Feinstein:

| | |
|--|------------|
| Audit fees..... | \$ 85,365 |
| Financial information systems design and implementation fees..... | - |
| All other fees..... | 37,322 |
| | ----- |
| | \$ 122,687 |
| | ===== |

The amounts shown above include out-of-pocket expenses incurred by Grant Thornton in connection with the provision of such services in the amount of \$1,211. Audit fees also include fees relating to quarterly reviews of unaudited financial statements. Audit fees of \$ 49,838 had been billed through December 31, 2001, and the remaining \$72,849 was billed subsequent to December 31, 2001. The amount shown for all other fees also includes fees relating to tax returns and benefit plan audits. The audit committee of the board of directors concluded Grant Thornton's provision of the services generating all other fees is compatible with maintaining Grant Thornton's independence.

PROXY

PROXY

CENTURY CASINOS, INC.
 THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned stockholder of Century Casinos, Inc. acknowledges receipt of the Notice of Annual Meeting of Stockholders, to be held on Friday, July 5, 2002, at the Administrative Offices of the Company, 157 East Warren Ave., Cripple Creek, CO USA at 10:00 AM Mountain Daylight Time, (18:00 Central European Time), and hereby appoints Erwin Haitzmann or Peter Hoetzing, or either of them, each with the power of substitution, as attorneys and proxies to vote all the shares of the undersigned at said Annual Meeting and at all adjournments thereof, hereby ratifying and confirming all that said attorneys and proxies may do or cause to be done by virtue hereof. The above-named attorneys and proxies are instructed to vote all of the undersigned's shares as follows:

(1) To elect two Class II directors to the Board of Directors:

PETER HOETZINGER [] FOR [] WITHHOLD

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JAMES D. FORBES

FOR

WITHHOLD

(2) In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Continued and to be signed on reverse side)

Side Two

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE NOMINEES IN PROPOSAL I.

Dated this _____ day of _____, 2002

Signature_____

Signature_____

Please sign your name exactly as it appears on your stock certificate. If shares are held jointly, each holder should sign. Executors, trustees, and other fiduciaries should so indicate when signing.

I plan to attend the meeting.

Note: Securities dealers please state the number of Shares voted by this proxy

_____.