

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Lottomatica Group S.p.A. is called in ordinary and extraordinary sessions on 9 April 2024 at 12:00 p.m., single call, to be held exclusively via means of telecommunications pursuant to Article 8 of the Company's bylaws, to resolve on the following

agenda:

Ordinary session

1. Financial Statements and Consolidated Financial Statements as at 31 December 2023.
 - 1.1 Approval of the Financial Statements as at 31 December 2023 and presentation of the Consolidated Financial Statements as at 31 December 2023 including the Management Report, the Board of Statutory Auditors' report and the External Independent Auditor's report. Presentation of the Non-Financial report pursuant to d. lgs. n. 254/2016. Relevant resolutions.
 - 1.2 Dividend distribution. Relevant resolutions.
2. Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter d.lgs. n. 58/1998.
 - 2.1 Binding resolution on the first section of the Remuneration policy drafted pursuant to art. 123-ter, paragraph 3, d.lgs. n. 58/1998.
 - 2.2 Non-binding resolution on the second section regarding fees paid pursuant to art. 123-ter, paragraph 4, d.lgs. n. 58/1998.

Extraordinary session

1. Proposal to amend the Company's bylaws; relevant resolutions.

Please note that the Shareholders' Meeting will be held in compliance with the provisions of Art. 106 of Law Decree No. 18 of 17 March 2020 (the so-called "Cura Italia Decree"), as converted, with amendments, into Law No. 27 of 24 April 2020, the effectiveness of which was extended by Law Decree No. 215 of 30 December 2023 as converted, with amendments, into Law No. 18 of 23 February 2024. Therefore, the participation and the exercise of the voting right will be only possible by written proxy with voting instructions on all or part of the agenda to a representative appointed by the Company, the "**Appointed Representative**" pursuant to Article 135-*undecies* d.lgs. n. 58/1998 (the Consolidated Financial Act, "CFA"). The Shareholders' Meeting will consequently be held without the physical presence of the shareholders.

Description of the share capital

The share capital of Lottomatica Group S.p.A. (the "Company") amounts to Euro 10,000,000.00 fully subscribed and paid, represented by 251.630.412 ordinary shares without nominal value, each one granting one vote at the Company's shareholders meeting.

The Company does not hold its own shares.

Right to attend the Shareholders' Meeting and to exercise voting rights

The right to attend the Shareholders' Meeting and to exercise voting rights may only take place through the Appointed Representative (Computershare S.p.A.), in the manner detailed in the paragraph titled "Participation and Vote through the Shareholders' Appointed Representative".

Pursuant to Art. 83-sexies of CFA the right to attend the Shareholders' Meeting and to exercise the voting rights is subject to the receipt, by the Company, of a statement issued by an authorized intermediary in accordance with the regulations in force, certifying the ownership of voting rights based on its accounting records at the end of the accounting day on the seventh trading day prior to the date of the first call of the Shareholders' Meeting (i.e. 27 March 2024), the so-called "Record Date".

The statement must reach the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (i.e., by 4 April 2024). Nevertheless, Shareholders will be entitled to attend and vote even if the notice has reached the Company after the aforesaid time limit, provided it is received within the Meeting's proceedings, and without prejudice to the principle according to which the right to attend and vote at the Shareholders' Meeting may be exercised exclusively through the Appointed Representative (Computershare S.p.A.), as specified in the paragraph titled "Participation and Vote through the Shareholders' Appointed Representative". Any credit and debit entries made to the accounts after the Record Date are not relevant for the entitlement to exercise voting rights. Therefore, anyone who becomes a holder of shares only after such date will not be entitled to attend and vote at the Shareholders' Meeting.

Participation and Vote through the Appointed Representative

In accordance with the Cura Italia Decree that allows listed companies to order that the attendance at the Shareholders' Meeting takes place exclusively through the Appointed Representative pursuant to Art. 135-undecies of CFA, the Company provides that any holder of voting rights who intends to attend Shareholders' Meeting may be represented thereat by means of a proxy granted to the Appointed Representative identified by the Company in Computershare S.p.A., based in Milan, Via Lorenzo Mascheroni 19 - 20145.

The proxy to the Appointed Representative must contain voting instructions on all or some of the proposals on the agenda and is effective only for the proposals in relation to which voting instructions have been given.

The proxy must be granted by the end of the second trading day before the date set for the single call Shareholders' Meeting (therefore, by 5 April 2024).

It is possible to download the form on the Company's website (www.lottomaticagroup.com, Section "Governance – Shareholders Meeting") to be sent within the terms set out above, to Computershare S.p.A. to the certified email address ufficioroma@pecserviziotitoli.it or by fax to No. +390645417450

in the manner stated in the specifications titled "Instructions for filling in and submitting the form" referred to in the above-mentioned form.

The proxy and the voting instructions may be revoked in the same way and within the same terms as for sending them. Furthermore, pursuant to the above-mentioned Cura Italia Decree, those who do not intend to use the methods of attendance described above, may grant proxies and/or sub-proxies pursuant to Art. 135-novies CFA, which, with related written voting instructions, shall be sent to Computershare S.p.A. to the certified email address ufficioroma@pecserviziottoli.it preferably by 12:00 p.m. of the day before the date set for the Shareholders' Meeting (and therefore by 12:00 p.m. on 8 April 2024). The proxy may be granted by signing the specific form available on the Company's website (www.lottomaticagroup.com, Section "Governance - Shareholders Meeting") in the manner stated therein. The proxy and the voting instructions may be revoked in the same way and within the same terms as for sending them.

The granting of proxies pursuant to Art. 135-novies and Art. 135-undecies CFA does not involve any expense for the Shareholder, except for those incurred for their delivery or notification. Computershare S.p.A. is at the disposal of the Shareholders to provide them with any necessary information and clarification, to the phone number +390645417413, or to the email address ufficiorm@computershare.it.

There is no provision for casting the vote electronically or by mail.

Additions to the agenda and submission of resolution proposals by the Shareholders

Pursuant to Art. 126-bis CFA, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital may, within 10 days after the publication of this notice (i.e. 20 March 2024), request additions to the items on the agenda or submit additional resolution proposals on those already on the agenda, stating the additional issues and/or motions in the relevant request. Proposals for integration of the agenda or submissions of new resolutions shall be filed only by Shareholders for which Company has received a specific communication from an authorised intermediary pursuant to applicable laws and regulations.

The proposing Shareholders shall prepare a report stating the reasons for the resolution proposals on the new items they propose to discuss or the reasons for the additional resolution proposals submitted on items already on the agenda.

Such report must be delivered to the Board of Directors by the deadline for submitting the request for additions. The Board of Directors shall then make the report, accompanied by its own evaluations, if any, available to the public at the same time as the publication of the announcement of the addition to the agenda or the submission of further resolution proposals on items already on the agenda, in the same form as the documents relating to the Shareholders' Meeting.

No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting is entitled to resolve, by law, at the proposal of the Directors or in relation to projects or reports prepared by said Directors.

Shareholders are entitled to, by 20 March 2024, to submit individual proposals of resolutions on the items already on the agenda.

Requests must be submitted in writing by the proposing Shareholders by certified mail to the Company's registered office at Via degli Aldobrandeschi 300, Rome to the attention of Corporate & Legal Affairs department or to the certified email address assemblealottomatica@legalmail.it.

The Company has the right not to accept applications for additions or further proposals for resolution by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate in the message accompanying the integration request a telephone number or e-mail address of the sender.

Any additions to the agenda or the submission of additional motions will be notified by the Company, in the same manner as the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting.

Right to ask questions before the Shareholders' Meeting

Anyone who has voting rights may submit questions regarding the items on the agenda before the Shareholders' Meeting. The questions must be received by the Company by no later than the seventh trading day before the date of the Shareholders' Meeting (and, therefore, by 27 March 2024), pursuant to Art. 127-ter CFA, together with the applicant's personal data (surname and name, place and date of birth, tax code or all identification details in the case of an entity or company) and the certificate of ownership of the shares as at the Record Date. Ownership may also be certified at a later time, provided it is done so by the third day following the "Record Date". Questions must be sent to the certified email address assemblealottomatica@legalmail.it.

In order to allow those entitled to vote to cast their vote through the Appointed Representative, while also taking into account the feedback the Company has provided to these questions, the answers will be provided by the Company at least two days before the Shareholders' Meeting takes actually place through publication on the Company's website (www.lottomaticagroup.com, Section "Governance – Shareholders Meeting").

The Company will not take into consideration any questions that are not strictly related to the items on Shareholders' Meeting agenda, nor those which have already been answered as "Shareholders' Meeting Q&A" format in the Section "Governance – Shareholders Meeting" of the Company's website (www.lottomaticagroup.com).

Documentation

The documentation pertaining to the Shareholders' Meeting, including the Explanatory Reports pursuant to Art. 125-ter CFA on the items on the agenda, is made available to the public - within the terms provided for by current regulations – granting Shareholders and other subjects entitled to vote the right to obtain copies. Documents will be available at the registered office, via degli Aldobrandeschi 300, Roma (during working days from Monday to Friday, from 09:00 a.m. to 13:00 p.m. and from 15:00 p.m. to 17:00 p.m.) at Corporate & Legal Affairs department and on the Company's website (www.lottomaticagroup.com, Section "Governance – Shareholders Meeting"), as well as on the website of the authorized storage mechanism "1Info" (www.1info.it).

For any further information concerning the participation in the Shareholders' Meeting and the exercise of the voting rights through the Designated Representative, it is possible to contact the telephone number +390645417413 (Computershare S.p.A.).

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This notice of call, pursuant Article 125-ter CFA and Article 84 of Consob Regulation n. 11971/1999 (the “Issuers Regulation”) is published on the Company's website www.lottomaticagroup.com (Section “Governance – Shareholders Meeting”), on the website of the authorized storage mechanism “1Info” (www.1info.it), and in extract form on the newspaper “Il Sole 24 Ore” of 10 March 2024.

On behalf of the Board of Directors
The Chairman
(Andrea Moneta)