



# **LOTTOMATICA GROUP S.p.A.**

## Ordinary and extraordinary Shareholders' Meeting

APRIL 9, 2024

Q&A

**LOTTOMatica**

**1. Where and when was the notice of the Shareholders' meeting published?**

The notice of the Shareholders' meeting of April 9, 2024, was published on the website of Lottomatica Group S.p.A. (hereinafter, also: the "**Company**") and on the storage mechanism [www.1info.it](http://www.1info.it), as well as published in extract form in the newspaper "Il Sole 24 Ore" of 10 March 2024.

As the Shareholders' meeting is called for the approval of the financial statements, the notice was given, pursuant to art. 125-bis of the Consolidated Law of Finance (hereinafter: "**TUF**"), within 30 days from the date set for the meeting.

**2. Why was the notice of the Shareholders' meeting published in the newspaper as an extract?**

In accordance with current legislation (art. 125-bis of the TUF), the notice of the Shareholders' meeting must be published as an extract in daily newspapers.

The full version of the notice of the meeting - as required by art. 125-bis of the TUF - was published on the Company's website.

**3. Why was the meeting called in a single call? What quorums apply to the meeting in a single call?**

Article 8 of the Company's bylaws, in compliance with the provisions of Article 2369, paragraph 1, of the Italian Civil Code, provides that the Ordinary and Extraordinary Shareholders' meeting are usually held in a single call.

With regard to the quorums provided for the meeting, the aforementioned Article 2369, paragraph 1, of the Italian Civil Code establishes that, in case of a single call, no constitutive quorum is required for the valid constitution of the Ordinary Session, while the deliberative quorum is represented by the absolute majority of the voters (the majorities indicated by the third and fourth paragraphs of the same Article 2369 and by Article 2368, first paragraph, second sentence of the Italian Civil Code are applied to the Ordinary Session). For the Extraordinary Session, Article 2369, paragraph 1, of the Italian Civil Code provides that the majorities provided for by the seventh paragraph of the same article shall apply, i.e. a constitutive quorum equal to one fifth of the share capital and a deliberative quorum of two thirds of the share capital represented in the meeting.

**4. Why was the meeting also called in an Extraordinary Session?**

The meeting is also called in an Extraordinary Session pursuant to art. 2365 of the Italian Civil Code as some amendments to the Company's bylaws are proposed.

**5. Where and when are the reports on the agenda items and the documentation prepared for the meeting made available to the public?**

The documentation prepared for the meeting, including the explanatory reports on the agenda items pursuant to art. 125-ter of the TUF, is made available to the public within the terms provided for by current legislation (in particular, as regards the explanatory reports of the directors, they are made available within 30 days from the date of the meeting) on the website of Lottomatica Group S.p.A. [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Governance - Shareholders' Meeting" and on the 1Info storage mechanism [www.1info.it](http://www.1info.it). These documents are also available, within the terms of the law, at the registered office of the Company in Rome, Via degli Aldobrandeschi 300 (on weekdays from Monday to Friday from 09.00 to 13.00 and from 15.00 to 17.00 at the Corporate & Legal Affairs department).

**6. Can I have information on the first item on the agenda concerning the Company's financial statements as of December 31, 2023?**

On February 29, 2024, the Company published a press release on the website of Lottomatica Group S.p.A. [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Investors - Documents and Results" and on the 1Info storage mechanism [www.1info.it](http://www.1info.it), together with a presentation. All the documents just mentioned describe and comment on the results and main items of the Company's financial statements and the Group's consolidated financial statements. Further information on the first item on the agenda is available in the explanatory report on the items on the agenda prepared by the Company pursuant to art. 125-ter of the TUF and made available to the public (see question no. 5).

**7. What do I have to do to receive the dividend?**

To receive the dividend of Euro 0.26 per Share, gross of any legal withholdings, it is sufficient to own the Company's shares on the "Dividend Record Date", i.e. the date of entitlement to payment pursuant to art. 83-terdecies of the TUF and art. 2.6.6, paragraph 2, of the Regulation of the Markets managed by Borsa Italiana S.p.A. If approved, the dividend payment will be made starting from May 22, 2024, with the ex-dividend date on May 20, 2024, and the "Dividend Record Date" set on May 21, 2024. Dividend will be paid to each ordinary share that will be in circulation on the ex-dividend date. The amount of the dividend will be automatically credited to the Shareholder's bank account through the intermediary where the shares are deposited.

**8. Where can I find information on the Report on the Remuneration Policy and the compensation paid?**

The Report on the Remuneration Policy and the compensation paid is made available to the public within the terms of the law at the Company's registered office, on the Company's website at [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Governance - Shareholders' Meeting" and on the authorized storage mechanism 1info [www.1info.it](http://www.1info.it)

**9. Where can I find information on the first item on the agenda of the extraordinary part of the meeting (i.e. amendments to the bylaws)?**

Information on the first item on the agenda of the extraordinary part of the meeting is available in the explanatory report on the items on the agenda prepared by the Company pursuant to art. 125-ter of the TUF and made available to the public (see question no. 5). In addition, the proposed amendments to the articles of the bylaw are made available in the manner and within the terms provided for by the regulations (see question no. 10)

**10. How will the Company's bylaws be amended?**

A version of the Company's bylaw with the currently in force text and highlighting of the proposed changes compared to the previous version will be made available to the public, in the manner and within the terms provided for by the regulations and in particular by art. 72 of the Issuers' Regulation, at the Company's registered office, on the Company's website at [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Governance - Shareholders' Meeting" and on the authorized storage mechanism [www.1info.it](http://www.1info.it)

**11. Is it possible to request the integration of the agenda or to submit new proposals for resolutions on the subjects already on the agenda?**

Yes. Pursuant to art. 126-bis of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital of Lottomatica Group S.p.A. may request, within 10 days of the publication of the notice of the Shareholders' meeting, the integration of the list of subjects to be dealt with, indicating in the application the proposed topics or submitting proposals for resolutions on subjects already on the agenda.

The integration of the agenda is not allowed for subjects on which the Shareholders' meeting resolves, by law, on the proposal of the Board of Directors or on the basis of a project (e.g. budget) or a report prepared by it, other than that on the subjects on the agenda.

The requests, together with the communication made to the authorized intermediary certifying the ownership of the participation, are submitted in writing, also by correspondence or electronically, according to the methods indicated in the notice of the meeting.

Within the last term for the submission of the request for integration, the requesting or proposing Shareholders transmit to the Board of Directors a report that reports the motivation of the request or the proposal.

The Board of Directors then makes the report available to the public, accompanied by its possible evaluations, at the same time as the publication of the news of the integration of the agenda or the proposal of further proposals for resolutions on subjects already on the agenda in the same forms provided for the documentation relating to the meeting.

Since the intervention in the meeting and the exercise of the right to vote can take place exclusively through the Designated Representative (Computershare S.p.A.), the Company -

in order to make it possible for those interested to exercise the right referred to in art. 126-bis, paragraph 1, third period, of the TUF, and therefore to present individual proposals for resolutions on the points on the agenda, albeit with methods and terms compatible with the provisions of the Cura Italia Decree defined at the subsequent point 12 - provides that those entitled to intervene in the meeting and to exercise the right to vote may individually present proposals for resolutions on subjects already on the agenda by March 20, 2024, committing themselves to the subsequent publication of the same, to allow the proposals referred to in this paragraph to be known by the generality of those entitled to intervene in the meeting and to exercise the right to vote in time to provide voting instructions to the Designated Representative. In particular, the legitimacy of the presentation of such proposals is subject to the receipt by the Company of the certification that confirms the ownership of the shares at the Record Date.

Any additions or presentation of resolution proposals admitted by the Board of Directors will be announced at least 15 days before the date set for the meeting, in the same forms prescribed for the publication of the notice of convocation (published on the website of Lottomatica Group S.p.A., on the storage mechanism [www.1info.it](http://www.1info.it) and published in at least one newspaper).

## **12. Why did the Company decide to hold the meeting through the Exclusive Designated Representative?**

The Company has decided to hold the meeting through the use of the Exclusive Designated Representative, provided for by art. 106 of the decree law of March 17, 2020, n. 18 (so-called "Cura Italia Decree"), converted with modifications L. April 24, 2020, n. 27 and whose effectiveness was, lastly, extended until April 30, 2024 by the decree law of December 30, 2023, n. 215 (so-called thousand extensions), converted with modifications by L. February 23, 2024, n. 18. The Company made this choice in light of the efficiencies and simplifications that the institute of the Exclusive Designated Representative allows, thus conforming to the widespread practice among other Italian issuers. Moreover, the bill n. 674 (the "DDL Capitali"), which became law on February 27, 2024, following parliamentary approval, in addition to extending until December 31, 2024 the deadline referred to in art. 106 of the Cura Italia Decree to hold the meeting through an exclusive designated representative, introduces for listed companies the possibility of providing in the Bylaw that the meeting is held exclusively through the designated representative, making it definitively possible to continue with the methods of intervention and exercise of the right to vote used in the meetings of recent years.

## **13. Who can attend and vote at the meeting and what must be done to attend?**

Attendance at the meeting and the exercise of the right to vote may only take place through the Designated Representative. The holder of the right to vote who wishes to participate in the meeting must be represented therein by proxy conferred on the Designated

Representative identified by the Company in Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145.

Pursuant to art. 83-sexies of the TUF, the legitimacy to attend the meeting and to exercise the right to vote is subject to the receipt, by the Company, of the communication issued by an authorized intermediary pursuant to the applicable regulations, attesting to the ownership of the right to vote on the basis of the evidence of its own accounting records relating to the end of the accounting day of the seventh open market day prior to the date of the meeting (therefore March 27, 2024), so-called "Record Date".

The communication must reach the Company by the end of the third open market day prior to the date set for the first call of the meeting (and therefore by April 4, 2024). The legitimacy to attend and vote remains valid if the communication is received by the Company even beyond the aforementioned deadline, provided that it is within the meeting proceedings, and subject to the principle that the right to attend and the right to vote at the meeting can only be exercised exclusively through the Designated Representative (Computershare S.p.A.).

Credit and debit entries made on accounts after the Record Date are not relevant for the purpose of legitimizing the exercise of the right to vote. Therefore, those who become shareholders only after this date will not be entitled to attend and exercise the right to vote.

The proxy to the Designated Representative must contain voting instructions on all or some of the proposals on the agenda and is effective only for the proposals for which voting instructions have been given.<sup>3</sup>

The proxy must be granted by the end of the second open market day prior to the date set for the meeting in a single call (therefore by April 5, 2024).

In this regard, it is possible to use the form downloadable from the website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Governance - Shareholders' Meeting" to be transmitted within the terms indicated above to Computershare S.p.A. at the certified email address [ufficioroma@pecserviziolitoli.it](mailto:ufficioroma@pecserviziolitoli.it) using the methods indicated in the specific "Warnings for compilation and transmission" of the aforementioned form.

The proxy and voting instructions are revocable in the same manner and within the same terms provided for their sending.

The granting of proxies pursuant to art. 135-novies TUF does not entail any expenses for the Shareholder, except for those of transmission or shipment.

#### **14. Why was a deadline for submitting questions before the meeting set in the notice of the meeting published on the website?**

Questions must reach the Company by the seventh open market day prior to the date of the meeting in a single call (and therefore by March 27, 2024), pursuant to art. 127-ter TUF, together with the personal data of the applicant (surname and name, place and date of birth, tax code or all identifying data in the case of an entity or company) and the

certification attesting to the ownership of the shares on Record Date. Ownership can also be attested later, provided that it is within the third day following the Record Date.

Questions must be sent to the certified email address [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it)

**15. Will any questions submitted after the deadline indicated in the notice of the meeting be answered?**

The notice of the meeting indicates the deadline by which the questions asked before the meeting must reach the Company. This means that the questions that reach the Company by the deadline indicated in the notice of the meeting are considered as questions asked before the meeting. The Company is only required to provide an answer to these questions, pursuant to the aforementioned art. 127-ter of the TU6F.

The Company is not required to provide any answer to questions received after the aforementioned deadline.

**16. How are answers provided to questions submitted before the meeting within the deadline indicated in the notice of the meeting?**

In order to allow those entitled to vote to express their vote through the Designated Representative, the answers to the questions submitted by shareholders before the meeting (which must be received by the seventh open market day prior to the date of the meeting and therefore by March 27, 2024) will be provided by the Company at least two days before the actual holding of the meeting by publication on the Company's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Governance - Shareholders' Meeting".

**17. To whom and how can the voting proxy be issued?**

Those who do not wish to use the intervention methods through the designated representative may still confer proxies and/or sub-proxies pursuant to art. 135-undecies TUF and pursuant to art. 135-novies TUF, which, with the related written voting instructions, must reach Computershare S.p.A. at the certified email address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) respectively by April 5, 2024 (for proxies and/or sub-proxies pursuant to art. 135-undecies TUF) and preferably by 12:00 pm on April 8, 2024 (proxies and/or sub-proxies pursuant to art. 135-novies TUF). The proxy can be conferred by signing the specific form available on the Company's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section "Governance - Shareholders' Meeting").

Legal & Corporate Affairs Department, or by electronic notification to the certified email address [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it)

The representative may, instead of the original, deliver or transmit a copy, even on a computer medium, of the proxy, attesting under his own responsibility the conformity of the proxy to the original and the identity of the principal.

In accordance with art. 135-novies of the TUF, it is allowed that the proxy may be conferred with an electronic document, signed in electronic form.

Lottomatica Group S.p.A. makes available on its website and at its registered office a form that can be used for the release of the proxy. The granting of proxies pursuant to art. 135-novies and 135-undecies TUF does not entail any expenses for the Shareholder, except for those of transmission or shipment.

**18. Will the minutes of the meeting be made available on the internet?**

Yes. The minutes of the meeting will be made available on the Lottomatica Group S.p.A. website, in the section "Governance - Shareholders' Meeting" within 30 days from the date of the meeting, subject to notice of availability that will be published in a national newspaper.

In addition, within days from the date of the meeting, a summary report of the votes will be made available on the Lottomatica Group S.p.A. website containing the number of Shares: (i) represented at the meeting (ii) for which the vote was cast on each item on the agenda, (iii) and the percentage of capital that such shares represent; (iv) and the relative percentage for the favourable, contrary and abstention votes on each resolution.