



LOTTOMATICA GROUP S.p.A.

Report of the Board of Directors
on the Shareholders' Meeting agenda

LOTTOMatica

SESSION

AGENDA 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 Management Report, Board of Statutory Auditors' report and 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.

Dear Shareholders,

we submit for your approval the Draft Financial Statements as at 31 December 2023 approved by the Board of Directors of Lottomatica Group S.p.A. (the "Company") on 28 February 2024.

In particular, the year ended 31 December 2023 closes with a loss for the year of the Company of € 3.422.485,00.

In light of the results described above, we propose to distribute

- a dividend of Euro 0,26 for each of the shares outstanding on the ex-dividend date.

Payment will be made on 22 May 2024, with ex-dividend date on 20 May 2024 and "record date" on 21 May 2024.

For all detailed information and comments on the financial statements and the allocation of the result for the year, please refer to the Company's "Annual Financial Report as at 31 December 2023", which will be made available to the public within the legal terms at the Company's registered office, on the central storage mechanism authorized by Consob called "1Info" - available at www.1info.it, as well as on the Company's website, and contains the draft financial statements of Lottomatica Group S.p.A. and the consolidated financial statements, together with the report on operations and the declaration pursuant to Article 154-bis, paragraph 5, of Legislative Decree No. 58 of 24 February 1998 (the "TUF", Consolidated Financial Act, the "CFA").

The audit report prepared by the Independent Auditors as well as the Report of the Board of Statutory Auditors will be made available to the public together with the Annual Financial Report. The consolidated statement containing non-financial information pursuant to Legislative Decree no. 254 of 30 December 2016 will also be made available to the public.

In view of all this, and referring for further information to the aforementioned documentation, we submit for your approval the following

proposed resolution:

"With reference to the first item on the agenda, the Ordinary Shareholders' Meeting of Lottomatica Group S.p.A,

- having heard and approved the explanations provided by the Board of Directors;
- having examined the Draft Financial Statements of Lottomatica Group S.p.A. as at 31 December 2023 and the Management Report;

- having acknowledged the Report of the Board of Statutory Auditors and the Report of the External Independent Auditors;

resolves

1. to approve the Financial Statements of Lottomatica Group S.p.A. as at 31 December 2023
2. to allocate available reserves of Lottomatica Group S.p.A., for *65.423.907 euro*, to the Shareholders by way of a dividend in the amount of 0,26 euro for each of the shares that will be in circulation on the ex-dividend date;
3. to grant the Chairman and the Chief Executive Officer, with the power to sub-delegate severally and with single signature, also through special attorneys, a mandate to carry out all activities inherent, consequent or connected to the implementation of the above resolutions.

AGENDA 2

Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter CFA

2.1. Binding resolution on the first section about Remuneration policy drafted pursuant to art. 123-ter, paragraph 3, CFA

2.2. Non-binding resolution on the second section about Fees paid pursuant to art of the art. 123-ter, paragraph 4, CFA

Dear Shareholders,

Pursuant to Article 123-ter CFA and Article 84-quater of Consob Regulation No. 11971/1999 (the "Issuers' Regulation"), the Company's Board of Directors, upon the proposal of the Nomination and Remuneration Committee, has prepared the 2023 Report on the policy regarding remuneration and fees paid (the "Report"). This Report will be made available to the public within the terms of the law at the Company's registered office, on the central storage mechanism authorized by Consob called "1Info" (www.1info.it), as well as on the Company's website, Governance section.

Pursuant to Article 123-ter, paragraph 3-bis, of the CFA, the Shareholders' Meeting is called upon with the frequency required by the policy and, in any case, at least every three years or when the policy itself is amended, to resolve, in favor or against, on the first section of the Report, which illustrates the company's policy on the remuneration of the members of the governance bodies, general managers and managers with strategic responsibilities with reference to at least the following year and the members of the control bodies, as well as the procedures used for the adoption and implementation of such policy. The resolution is binding.

Pursuant to Article 123-ter, sixth paragraph, of the CFA, the Shareholders' Meeting is called upon annually to resolve, in favor or against, on the second section of the Report containing the illustration of the items that make up the remuneration, highlighting their consistency with the Remuneration Policy approved by the Shareholders' Meeting, as well as the illustration of the remuneration paid in the year 2023 to Directors, Statutory Auditors, General Managers, as well as, in aggregate form, to other Managers with strategic responsibilities. The resolution is not binding.

In view of all this, the Board of Directors submits the following for your approval

proposed resolution:

"The Ordinary Shareholders' Meeting of Lottomatica Group S.p.A.

- - having regard to Articles 123-ter CFA and 84-quater of Consob Regulation no. 11971/1999
- - having acknowledged the Report on the policy regarding remuneration and fees paid prepared by the Board of Directors

resolves

1. to approve the first section of the Report on the policy regarding remuneration and fees paid, prepared by the Board of Directors;
2. to express a favorable opinion on the second section of the Report on the policy regarding remuneration and fees paid, prepared by the Board of Directors.

EXTRAORDINARY SESSION

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

Dear Shareholders,

you have been convened to an Extraordinary Shareholders' Meeting to examine and approve the proposed amendments to the bylaws and namely:

- the amendment to the text of Article 13, paragraph (vi), in order to align with market standards the provisions of the bylaws on the slate proposed by the Board of Directors to the shareholders' meeting called to appoint a new Board;
- the amendment of the text of Article 15, paragraph (ii), to ensure flexibility in holding Board of Directors' meeting in those limited circumstances in which are convened urgently, usually in order to approve extraordinary transactions;
- the introduction of a new paragraph (v) to Article 15, to include the case of the so-called 'totalitarian board of directors', which allows for a valid meeting of the Board of Directors when the majority of its members is present, provided that all members have been informed and no one has opposed to the holding of the meeting;
- a change in the wording of Article 17(i), for the sole purpose to bring the text in line with the above-mentioned amendment to Article 15(v).

CURRENT TEXT	PROPOSED AMENDMENTS
Art. 13, paragraph vi	
<p>The outgoing Board of Directors, subject to the approval of the Nomination Committee, as well as those shareholders who, alone or together with other shareholders, hold shares representing a percentage of the Ordinary Shares not less than the percentage prescribed for the Company by the laws and regulations in force from time to time have the right to submit slates. The notice of call of the Shareholders' Meeting called to resolve upon the appointment of the Board of Directors shall indicate the percentage share of the share capital required for the submission of candidate slates.</p>	<p>The outgoing Board of Directors, subject to the approval of supported by the Nomination Committee, as well as those shareholders who, alone or together with other shareholders, hold shares representing a percentage of the Ordinary Shares not less than the percentage prescribed for the Company by the laws and regulations in force from time to time have the right to submit slates. The notice of call of the Shareholders' Meeting called to resolve upon the appointment of the Board of Directors shall indicate the percentage share of the share capital required for the submission of candidate slates.</p>

Art. 15, paragraph ii	
The convocation shall be made by notice sent by registered letter, fax or email, at least 3 (three) days before the date set for the meeting or, in cases of urgency, at least 24 (twenty-four) hours prior to the meeting.	The convocation shall be made by notice sent by registered letter, fax or email, at least 3 (three) days before the date set for the meeting or, in cases of urgency, at least 24 (twenty-four) 12 (twelve) hours prior to the meeting.
Art. 15, paragraph v	
/	Meetings of the Board of Directors are validly held and may pass resolutions if the majority of its members and of the members of the Board of Statutory Auditors are present, and all those who are entitled to participate in the meeting were informed of it, even if no formal notice has been given, as long as the information has been provided and those who do not participate in the meeting declare that they have no reason to object.
Art. 17, paragraph, i	
In order for the meetings of the Board of Directors to be valid, the majority of the directors in office must be present (including by audio and/or video conference).	Without prejudice to the provisions of Article 15, paragraph v, herein, in order for the meetings of the Board of Directors to be valid, the majority of the directors in office must be present (including by audio and/or video conference).

In view of all this, you are hereby invited to adopt the following resolutions:

The Extraordinary Shareholders' Meeting, having reviewed the Report of the Board of Directors on the Agenda, and in light of the bylaws currently in force

resolves

i) to amend the text of Article 13, paragraph vi, as follows:

"The outgoing Board of Directors, supported by the Nomination Committee, as well as those shareholders who, alone or together with other shareholders, hold shares representing a percentage of the Ordinary Shares not less than the percentage prescribed for the Company by the laws and regulations in force from time to time have the right to submit slates. The notice of call of the Shareholders' Meeting called to resolve upon the appointment of the Board of Directors shall indicate the percentage share of the share capital required for the submission of candidate slates."

ii) to amend the text of Article 15, paragraph ii, as follows:

"The convocation shall be made by notice sent by registered letter, fax or email, at least 3 (three) days before the date set for the meeting or, in cases of urgency, at least 12 (twelve) hours prior to the meeting."

iii) to introduce a new paragraph v to Article 15 as follows:

"Meetings of the Board of Directors are validly held and may pass resolutions if the majority of its members and of the members of the Board of Statutory Auditors are present, and all those who are entitled to participate in the meeting were informed of it, even if no formal notice has been given, as long as the information has been provided and those who do not participate in the meeting declare that they have no reason to object."

iv) to change the wording of Article 17(i) as follows:

"Without prejudice to the provisions of Article 15, paragraph v, herein, in order for the meetings of the Board of Directors to be valid, the majority of the directors in office must be present (including by audio and/or video conference)."

v) *to grant the Chairman and the Chief Executive Officer - with the right to sub-delegate - severally and with single signatures, all powers necessary to execute this resolution by implementing every activity required, appropriate, instrumental and/or connected for the successful outcome of the same as well as to make, where necessary, additions, amendments and formal deletions for the registration in the Companies' Register and to perform any other action necessary and appropriate for the successful outcome of the resolution".*