



LOTTOMATICA GROUP S.p.A.

Board of Directors' report on the proposals on the items on the
agenda of the ordinary Meeting convened for 23 November
2026

LOTTOMatica

ORDINARY SESSION

ITEM 1

1. Increase in the number of members of the Board of Directors, appointment of two additional directors and determination of the total remuneration of the members of the Board of Directors, subject to and with effect from the effective date of the Merger; inherent and consequent resolutions.

Dear Shareholders,

in the context of the cross-border merger by absorption of CIRSA Enterprises S.A. ("**CIRSA**") into Lottomatica Group S.p.A. (the "**Company**") (the "**Merger**"), which you will be asked to approve at the extraordinary session of this Meeting, the agreement governing the final terms of the proposed Merger entered into on 1 September 2026 (the "**Merger Agreement**") provides for, as one of the conditions precedents for completion of the Merger, the approval by the Shareholders' Meeting of the increase in the number of members of the Company's Board of Directors from 11 to 13 and the appointment of two additional directors designated by LHMC Midco S.à r.l., a private limited liability company (*société à responsabilité limitée*) organised under the laws of the Grand Duchy of Luxembourg and which is ultimately controlled by funds managed or advised by Blackstone Inc. ("**LHMC**") in its capacity as controlling shareholder of CIRSA.

Accordingly, this Meeting has been convened to resolve upon the increase in the number of members of the Company's Board of Directors, on the appointment of two additional directors as well as on the determination of the total remuneration of the members of the Board of Directors.

In light of the foregoing, in connection with the proposed increase in the number of members of the Board of Directors, the appointment of two additional directors, and the determination of the total remuneration of the members of the Board of Directors please note the following.

Increase in the number of members of the Board of Directors

Pursuant to article 13 of the articles of association of the Company (the "**Articles of Association**") the Company is managed by a Board of Directors consisting of no fewer than 7 (seven) and no more than 15 (fifteen) members, who need not be shareholders. The Shareholders' Meeting held on 20 April 2026 resolved that the Board of Directors of the Company, which will remain in office until the date of the Shareholders' Meeting to be convened to approve the financial statements for the year ending 31 December 2028, would consist of 11 members.

The following directors are currently in office: Guglielmo Angelozzi, Laurence Van Lancker, Nadine Faruque, John Paul Maurice Bowtell, Alessandro Fiumara, Catherine Guillouard, Augusta Iannini, Marzia Mastrogiacomio, Tiziana Togna, Fabrizio Virtuani and Francesco Giammaria.

Directors Guglielmo Angelozzi, Laurence Van Lancker and Alessandro Fiumara are executive directors, while all other directors are non-executive.

Nadine Faruque, John Paul Maurice Bowtell, Catherine Guillouard, Augusta Iannini, Marzia Mastrogiacomio, Tiziana Togna, Fabrizio Virtuani and Francesco Giammaria also qualify as "independent directors" pursuant to Article 148, paragraph 2 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the "**Consolidated Law on Finance**" or "**CFA**"), as referred to in Article 147-ter, paragraph 4 of the CFA, and pursuant to Recommendation 7 of the Corporate Governance Code promoted by the Italian Corporate Governance Committee (the "**Corporate Governance Code**"), to which the Company adheres.

The applicable legal and statutory provisions

Pursuant to Article 13 of the Articles of Association, the Company is managed by a Board of Directors consisting of no fewer than 7 and no more than 15 members.

Within those limits, the number of members of the Board of Directors is determined by the Shareholders'

Meeting. As noted above, by resolution dated 20 April 2026, the Shareholders' Meeting determined that the Board of Directors would consist of 11 members.

Pursuant to Article 13, paragraph xvii, of the Articles of Association, the Shareholders' Meeting may change the number of members of the Board of Directors at any time, including during their term of office, within the limits set out in Article 13, paragraph i, of the Articles of Association and subject to the applicable voting majorities. Any directors appointed following such a change will remain in office for the remainder of the term of the directors already in office.

In such circumstances, the slate voting mechanism does not apply, without prejudice to compliance with the applicable provisions on gender balance and the appointment of independent directors.

Directors, including additional directors appointed by the Shareholders' Meeting during the term of office of the Board of Directors, must meet the requirements prescribed by applicable law; failure to meet any such requirement will result in the director ceasing to hold office. In particular:

- pursuant to Article 147-ter, paragraph 4, of the CFA, at least one of the members of the Board of Directors, or two if the Board of Directors is composed of more than seven members, must meet the independence requirements established for Statutory Auditors in Article 148, paragraph 2, of the CFA;
- considering that the Company adheres to the Corporate Governance Code, in the manner illustrated in the "Report on Corporate Governance and Ownership Structure", available in the "Corporate Governance – Shareholders' Meetings" Section of the Company's website www.lottomaticagroup.com, and that the Company, pursuant to the Corporate Governance Code, qualifies as a "large" company, Article 2, Recommendation 5, of the same Corporate Governance Code, which requires that the number and expertise of independent Directors be adequate to the needs of the business and the functioning of the Board of Directors, as well as the composition of the relevant committees, and that independent directors constitute at least half of the board of directors, applies to the Company;
- considering that Article 2, Recommendation 7, of the Corporate Governance Code concerning independence requirements also applies, it should be noted that at its meeting held on 27 February 2023, the Board of Directors of the Company defined a "*Policy on qualitative and quantitative criteria for assessing independence requirements, pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d), of the Corporate Governance Code*" (the "**Policy**"), pursuant to which the quantitative and qualitative criteria for assessing the significance of (i) the commercial, financial or professional relationships maintained by the directors (and statutory auditors), and (ii) the additional remuneration received by the directors (and statutory auditors) are defined;
- pursuant to the above-mentioned Policy, the following matters are considered relevant, where they relate to the three financial years preceding the date on which the director's (or statutory auditor's) declaration of independence is issued, or to the financial year during which such declaration is issued (the "**Reference Period**"):
 - o the commercial, financial or professional relationships that the director (or statutory auditor) has or has had, directly or indirectly, with the Company, its subsidiaries, the party that controls the Company, even jointly with others parties through a shareholders' agreement, their respective executive directors or top management (the "**Relevant Parties**"), if they have entailed, individually or cumulatively considered, an economic compensation exceeding Euro 200,000, also taking into account, for these purposes, any relationships maintained with the Relevant Parties by their Close Family Members¹;
 - o the commercial, financial or professional relationships that the director (or statutory auditor) has or has had, directly or indirectly through its subsidiaries, of which the director (or statutory auditor) serves as executive director, or as a partner in a professional firm or

¹ For the purposes hereof, "**Close Family Members**" means: the parents, children, the spouse not legally separated, or the cohabiting partner of the director or statutory auditor.

consultancy company and that have resulted, individually or cumulatively, in an annual economic compensation exceeding Euro 250,000;

the additional remuneration paid to the director (or statutory auditor) during the Reference Period by: (i) the Company, (ii) any of its subsidiaries, and/or (iii) the controlling company (including indirectly), for professional appointments or consultancy services in addition to the fixed remuneration for the office and the remuneration provided for participation in the committees (or bodies) recommended by the Code or provided for by the regulations in force, which is equal to or greater than Euro 200,000 per annum, with the clarification that being a Close Family Member of a person who has received such additional remuneration also constitutes a circumstance capable of compromising independence

(the “**Quantitative Criteria**”);

- likewise, pursuant to the above-mentioned Policy, if the director (or statutory auditor) is also a partner of a professional firm or consulting company, professional relationships of the firm and/or consulting company with the Relevant Parties (as defined above) are considered significant if: (a) they can affect the position and role of the director (or statutory auditor) within the professional firm or consulting company; or (b) they relate to significant transactions of the Company and its group, taking into account the overall professional activity usually carried out by the director (or statutory auditor), the assignments usually entrusted to them, as well as the relevance that such relationships may have for the director (or statutory auditor) in terms of reputation within their organization

(the “**Qualitative Criteria**”).

The Board of Directors may, providing appropriate reasons in the resolution: (i) consider relationships that, although lacking in economic content or economically insignificant, are particularly relevant to the prestige of the director or statutory auditor involved or are otherwise capable of concretely affecting their independence and autonomy of judgement; (ii) assess, based on concrete circumstances, the existence and/or maintenance of independence requirements in respect of a director (or statutory auditor), even in the presence of one of the significance criteria described above;

- the composition of the Board of Directors must also comply with gender balance requirements pursuant to Article 147-ter, paragraph 1-ter, of the CFA. In particular, the less represented gender must account for at least one fifth of elected members, rounded up to the next whole number. It is also recalled that Article 2, Recommendation 8, of the Corporate Governance Code prescribes that **at least one third** of the management body is composed of directors belonging to the less represented gender;
- Article 3, Recommendation 15, of the same Corporate Governance Code also applies with respect to limits on the accumulation of positions. In this regard, on 27 February 2023, the Board of Directors of the Company, approved its “*Guidance on the maximum number of offices that can be held by directors and statutory auditors*”. This document, available on the Company’s website (www.lottomaticagroup.com in the “*Governance*” – “*Documents and Procedure*” Section) outlines the following general criteria regarding the maximum number of administrative and control positions in other companies that can be considered compatible with the effective performance of the role of the member of the Board of Directors of the Company (the “**Limits on Accumulation**”).

Executive Directors

Executive Directors who are assigned managerial powers and/or management roles in the Company, or in a strategically important subsidiary, or in the parent company when the position also concerns the Company, are not permitted to hold the position of executive director in other companies listed on regulated markets (including foreign ones) or in other large companies, as defined below, except for the Company and its directly or indirectly controlled companies. However, it is permitted to hold the position of non-executive director and/or statutory auditor in no more than two companies listed on regulated markets (including foreign ones) or large companies, as defined below, other than companies otherwise directly or indirectly controlled by the Company.

Non-Executive Directors

Non-Executive Directors (whether independent or not) are allowed to serve as executive directors in no more than two companies listed on regulated markets (including foreign ones) or large companies. However, it is permitted to hold the position of non-executive director and/or statutory auditor in no more than five companies listed on regulated markets (including foreign ones) and/or large companies.

For the purposes of these limits on the accumulation of positions:

- a “*large company*” is any Italian or foreign company with a net asset (*patrimonio netto*) – also consolidated – of more than Euro 1 billion;
- if a director holds positions in several companies belonging to the same group, for the purposes of counting the number of positions held, only one position within that group is considered;
- any positions as chairman of board of directors are considered to have double weight.

In any case, the Board of Directors may grant reasoned exceptions for exceptional and/or temporary cases, deviating from the criteria set out above. In any case, the Board of Directors ensures, also by monitoring the frequency of participation in board and committee activities, that the members of the Board of Directors have adequate time and can devote sufficient effort to performing their duties.

The Board of Directors' evaluations and proposal

The Merger Agreement governing the final terms of the Merger provides, as one of the conditions precedents to completion of the Merger, for (i) an increase in the number of members of the Board of Directors from 11 (eleven) to 13 (thirteen) and (ii) the appointment of 2 directors designated by LHMC in its capacity as controlling shareholder of CIRSA, identified in Mr Michele Rabà and Mr Miguel García Gómez (or, in case they are not available to take office, other 2 (two) persons designated by LHMC itself), in each case subject to and with effect from the effective date of the Merger.

Accordingly, LHMC has designated Mr Michele Rabà and Mr Miguel García Gómez to be appointed as directors of the Company.

Therefore, the Board of Directors proposes that Mr Michele Rabà and Mr Miguel García Gómez are appointed as additional directors, subject to and with effect from the effective date of the Merger. Their statements accepting their candidacy and confirming that they satisfy the statutory requirements for appointment, together with their CVs outlining their personal and professional experience, are attached to this report.

Neither Mr Michele Rabà nor Mr Miguel García Gómez will be appointed to any committee of the Board of Directors.

As of the date of this report, neither Mr. Michele Rabà nor Mr. Miguel García Gómez holds any shares in the Company.

Since the increase in the number of members of the Board of Directors from 11 (eleven) to 13 (thirteen) and the appointment of Mr Michele Rabà and Mr Miguel García Gómez constitute conditions precedent to completion of the Merger, shareholders may not submit alternative nominations for appointment to the Company's Board of Directors in connection with this agenda item.

The composition of the Board of Directors resulting from the proposed resolution would ensure diversity in terms not only of educational and professional background, but also of gender and age, and is also appropriate in terms of the number of independent directors. This would be true regardless of the gender and independence of the additional two directors to be appointed. Therefore, the additional directors may be executive or non-executive directors and, if non-executive, independent or non-independent, and may be of either gender.

Term of office of the new directors and remuneration of the new directors

The Board of Directors proposes that the new directors remain in office for the same term as the other directors currently in office, and therefore until the date of the Shareholders' Meeting to be convened to

approve the financial statements for the financial year ending 31 December 2028.

The Board of Directors also recalls that the Shareholders' Meeting of 20 April 2026 resolved *“to set the total remuneration to be allocated, in accordance with the provisions of the Articles of Association, among the members of the Board of Directors at Euro 1,700,000.00 gross per year, in addition to the reimbursement of expenses incurred”* and that the Board of Directors has allocated such amount among the members of the Board of Directors by resolution adopted on 5 May 2026. In light of the proposed appointment of the two new members of the Board of Directors, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee proposes to increase, subject to and with effect from the effective date of the Merger, the maximum total remuneration to be allocated among the members of the Board of Directors to Euro 1,980,000.00 gross per year, in addition to the reimbursement of expenses incurred.

Mr Michele Rabà and Mr Miguel García Gómez have already stated their intention to accept the appointments and to waive any remuneration.

With reference to this item on the agenda of the Ordinary Shareholders' Meeting, we hereby submit for your consideration the following

resolution proposal:

“With reference to point 1 on the agenda of the Ordinary Shareholders' Meeting of Lottomatica Group S.p.A.

- *having examined the report of the Board of Directors; and*
- *having taken into account the applicable laws and the Articles of Association,*

resolves:

to increase the number of members of the Board of Directors from 11 (eleven) to 13 (thirteen) subject to and with effect from the effective date of the Merger; to appoint as directors Mr. Michele Rabà and Mr. Miguel García Gómez, subject to and with effect from the effective date of the Merger, and to determine that their term of office will be the same as that of the other directors currently in office and will therefore expire on the date of the Shareholders' Meeting to be convened to approve the financial statements for the financial year ending 31 December 2028; to set the total remuneration to be allocated, in accordance with the provisions of the Articles of Association, among the members of the Board of Directors at a maximum Euro 1,980,000.00 gross per year, in addition to the reimbursement of expenses incurred, subject to and with effect from the effective date of the Merger.”

ITEM 2

2. Adoption of the “2027-2029 Stock Options Plan” pursuant to Article 114-bis of the Legislative Decree No. 58/1998, subject to and with effect from the effective date of the Merger; inherent and consequent resolutions.

Dear Shareholders,

as part of the proposed cross-border merger by absorption of CIRSA Enterprises S.A. (“**CIRSA**”) into Lottomatica Group S.p.A. (the “**Company**”) (the “**Merger**”), which you will be asked to approve at the extraordinary session of this Shareholders' Meeting, the agreement governing the terms and conditions of the proposed Merger (the “**Merger Agreement**”) provides for the approval, conditional upon the completion of the Merger, of a new long-term incentive plan for the management of the combined group resulting from the Merger, whose economic terms and conditions shall be identical to those governing the Company's current stock option plan for the 2026-2028 period approved by the Shareholders' Meeting held on 20 April 2026, except for, *inter alia*, (i) the strike price, which will be equal to the average price of the Company's shares for the 30 days before the effective date of the Merger and (ii) the kick factor, which will be equal to 1.7 times the strike price, as further detailed in the Information Document (as defined below).

Therefore, you have been convened – in accordance with the provisions of Article 114-bis of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**Consolidated Law on Finance**” or “**CFA**”) – to discuss and resolve upon the proposal to adopt a new long-term stock option incentive plan for the period 2027-2029 named “**2027-2029 Stock Options Plan**” (the “**Plan**” or “**2027-2029 Stock Options Plan**”), subject to and with effect from the effective date of the Merger.

The Plan, reserved for the executive directors, Executives with Strategic Responsibilities, and other key employees with relevant managerial responsibilities (the “**Beneficiaries**”) of the Company and the companies directly or indirectly controlled by the Company pursuant to Article 2359 of the Italian Civil Code from time to time (the “**Subsidiaries**” and, together with the Company, the “**Lottomatica Group**”), including members of CIRSA's management team following completion of the Merger, will be implemented through the grant of options. The Plan provides for the delivery to the Beneficiaries of a maximum number of shares corresponding to 3.5% of the share capital of Lottomatica at the effective date of the Merger.

The structure of the 2027-2029 Stock Options Plan has been defined by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, at its meeting held on 5 October 2026.

The main features of the Plan are described in the information document prepared by the Company (the “**Information Document**”) pursuant to Article 84-bis of the Issuers' Regulation, which will be made available to the public at the Company's registered office, on the Company's website www.lottomaticagroup.com (“Governance - Shareholders' Meeting” section), and through the authorised storage mechanism known as “1Info” available at www.1info.it.

The principal purpose of the Plan is to support the retention and continuity of the management of both groups, particularly CIRSA's management team, which will be responsible for implementing the integration alongside the Company's management following completion of the Merger. Continuity of CIRSA's management is particularly important to preserve operational expertise, knowledge of its local markets and established commercial relationships, while maintaining business performance throughout the integration. By establishing in advance the long-term remuneration framework applicable to these managers within the combined group, the Plan is intended to promote their retention during the initial integration period and to avoid deferring the definition of that framework until after completion.

The Plan is also intended to align the interests of management, from completion of the Merger, with the strategic objectives, realisation of synergies and long-term value creation expected from the Merger. A common incentive framework is designed to orient both management teams towards the performance of the combined group and to support coordinated decisions on investment, resource allocation and integration priorities. In light of the exercise price described above, the economic benefit attributable to the options depends on appreciation of the Company's share price above that price. Vesting is subject to the achievement of the applicable performance objectives, and a portion of the shares delivered upon exercise is subject to lock-up obligations extending for several years following completion. These

features are intended to support sustained management commitment to the timely and effective implementation of the integration and realisation of the operational, technological and commercial synergies.

Accordingly, while the Merger and the Plan are submitted to the Shareholders' Meeting for approval under separate resolutions, its terms have been developed to support the agreed management structure and implementation of the combined group's business plan. The proposed approval of the Plan is therefore supported by its role in promoting management continuity, alignment of interests and successful integration of the two businesses.

In light of the foregoing, the Board of Directors submits for your approval the following

resolution proposal:

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

- having taken note of the proposal of the Board of Directors;*
- having examined the Information Document prepared by the Board of Directors pursuant to Article 84-bis of the Issuers' Regulation,*

resolves

- 1. to approve, subject to and with effect from the effective date of the Merger, pursuant to and for the purposes of Article 114-bis of the CFA, and agreeing with the related rationale, the 2027-2029 Stock Options Plan, on the terms and conditions described in the Information Document made available to the public on the registered office, on the Company's website www.lottomaticagroup.com ("Governance - Shareholders' Meeting" section) and on the centralized storage mechanism authorized by Consob named "1info", implemented through the assignment of options and the delivery to the Beneficiaries of a maximum number of ordinary shares of "Lottomatica Group S.p.A." corresponding to 3.5% of the share capital of Lottomatica at the effective date of the Merger;*
- 2. to grant the Board of Directors and, on its behalf, the CEO and the Deputy CEO, acting severally, after consulting the Nomination and Remuneration Committee, the broadest powers necessary or even merely appropriate for the full and effective implementation of the Plan, to be exercised in compliance with the principles set forth in the Information Document, including, by way of example but without limitation, all powers, to the extent of their respective competences, to: (i) implement the Plan and establish all terms and conditions for its execution; (ii) approve the relevant regulation; (iii) carry out any act, fulfilment, formality or communication necessary or appropriate for the management and/or implementation and/or interpretation of the Plan."*

Miguel García Gómez



PROFESSIONAL EXPERIENCE

London, UK June 2014 – Present	Blackstone <i>Private Equity – Managing Director</i> ■ Involved in the execution of Blackstone's investments in Center Parcs, Tangerine, Cerdia, Cirsa, The NEC, Bourne Leisure, Civica, and Ambassador Theatre Group. ■ Currently serves on the board of Cirsa, Civica, and The NEC.
London, UK July 2013 – Sep 2013	Goldman Sachs <i>Investment Banking – Summer Intern</i> ■ Rotated in the Southern European Group and in the Financial Institutions Group ■ Prepared an RFP including detailed DCF and LBO analyses ■ Received a full-time offer at the end of the internship
Madrid, Spain Sep 2012 – Mar 2013	Deutsche Bank <i>Investment Banking – Off-Cycle Intern</i> ■ Worked on a Latin American live deal, preparing presentations for the client, building model components and performing sensitivity analyses of the business plan ■ Prepared client pitches for several Large Cap Spanish companies ■ Developed basic financial models for transaction and trading comparables and DCF analyses
London, UK Jul 2012 – Sep 2012	Jefferies <i>Industrials Group – Summer Intern</i> ■ Participated actively in a European live deal, writing parts of the teaser and the IM ■ Organised the data room and the request list in coordination with external advisors ■ Received a full-time offer at the end of the internship
Madrid, Spain Jul 2011	EPTISA <i>Construction Site – Assistant to Project Manager</i> ■ Supervised the construction of an emergency highway in Barajas airport ■ Assisted AENA's auditors by presenting the overall costs of the project

LANGUAGES AND COMPUTER SKILLS

Languages:

- Spanish: native
- English: fluent (CPE Certificate of Proficiency in English)
- French: intermediate

Computer skills: Proficient in MS Excel, MS Word, MS PowerPoint, MATLAB, Autocad and Revit. Experience in Bloomberg, Capital IQ, FactSet, C++ and Derive

PERSONAL ACHIEVEMENTS AND INTERESTS

Sep 2007 – Present	Running and participating in numerous races
Sep 2007 – Jun 2011	Prepared students for their math university entrance exams with a 100% success rate
Jun 2007	Finished top of the class for science subjects in the "Selectividad" university entrance exams
Sep 2003 – Jun 2007	Four times winner of the IES Gerardo Diego high school math competition
Hobbies: running, swimming, reading and skiing	

References available upon request

DECLARATION OF ACCEPTANCE OF THE CANDIDACY AND THE POSITION OF DIRECTOR OF LOTTOMATICA GROUP S.p.A. ("LOTTOMATICA" OR THE "COMPANY") AND CERTIFICATION OF POSSESSION OF THE ELIGIBILITY REQUIREMENTS

The undersigned **Miguel Garcia Gomez**, born in [REDACTED] [REDACTED] residing in [REDACTED] tax code [REDACTED], in relation to his/her candidacy for the office of director of Lottomatica, with registered office in Rome (RM), via degli Aldobrandeschi n. 300, share capital of Euro 10,000,000.00, fully paid-up, tax code, VAT number and registration number with the Companies' Register of Rome 11008400969, under his/her own responsibility, aware of the criminal penalties provided for in the event of false declarations, formation or use of false documents (pursuant to Article 76 of Presidential Decree no. 445 of 28 December 2000)

I. ACCEPTANCE OF THE POSITION OF DIRECTOR OF LOTTOMATICA

declares

to irrevocably accept the candidacy for member of the board of directors of Lottomatica and any appointment to the aforementioned office, as well as to elect electronic domicile, for the purposes of all communications relating to the office, at the following certified e-mail address:

[REDACTED].

II. SITUATIONS OF INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY

declares

not to fall into any situation of ineligibility, forfeiture and incompatibility provided for the office of director of Lottomatica by the provisions of the law or regulations in force and by the Articles of Association of Lottomatica and to be in possession of the requisites and to meet the criteria prescribed by current legislation, by the Corporate Governance Code adopted by the Corporate Governance Committee (the "CG Code") and by the Articles of Association of Lottomatica to hold the position of director of the Company, as specified below;

III. PROFESSIONALISM AND COMPETENCE REQUIREMENTS

declares

(tick two or more boxes)

also taking into account the provisions of the "Guidance Opinion of the Board of Directors of Lottomatica Group S.p.A. to the Shareholders on the quantitative and qualitative composition of the new Board of Directors", approved by the outgoing Board of Directors of the Company on 2 March 2026 (the "Guidance Opinion"), to possess expertise in the following areas.

- ☒ In-depth knowledge of the gaming sector, gained through an adequate number of years over the last decade in managerial roles (AD, DG, AD/DG-I) within companies operating in the gaming sector or

in other related sectors, characterized by dimensions and complexity comparable to those of Lottomatica ⁽¹⁾.

- ☒ Financial/accounting skills, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (*Finance, Accounting, M&A*) within large companies or multinationals of comparable size and complexity to those of Lottomatica ⁽²⁾.
- ☒ Skills in the field of risks, supervision and control systems, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (*Risk, Audit, Compliance*) within large companies or multinationals of comparable size and complexity to those of Lottomatica ⁽³⁾.
- ☒ Legal, regulatory and compliance skills, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (*Legal, Compliance, Regulatory Affairs*) within large companies or multinationals of size and complexity comparable to those of Lottomatica ⁽⁴⁾.
- ☒ Experience in the corporate bodies of listed companies, gained over the last decade as Chairman/Member of the Board of Directors for at least a full three-year term ⁽⁵⁾.
- ☒ Technological, data analysis, artificial intelligence and cybersecurity skills, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (CIO, CTO, CDO) within *high tech/digital/cybersecurity companies* and/or companies operating in other sectors with a strong technological matrix ⁽⁶⁾.
- ☒ Sustainability skills, gained through an adequate number of years over the last decade in managerial roles (AD, DG, AD/DG-1) within companies or sectors with proven integration of sustainability principles as key elements of the long-term strategy ⁽⁷⁾.

⁽¹⁾ According to the Guidance Opinion, experience gained in the consulting sector is considered relevant only if it is closely related to the *gaming or digital entertainment industry*.

⁽²⁾ On the basis of the provisions of the Guidance Opinion, experience (i) as Chairman/Member of the Audit/Control/Risk Committee in a listed company is relevant if gained for at least a full three-year term and (ii) as an Auditor/Chartered Accountant and/or within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if closely related to the financial and/or accounting field.

⁽³⁾ On the basis of the provisions of the Guidance Opinion, experience (i) as Chairman/Member of the Audit/Control/Risk Committee in a listed company is relevant if gained for at least a full three-year term and (ii) as an Auditor/Chartered Accountant and/or within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if acquired through roles of responsibility closely related to matters of management of risks, internal control and supervision.

⁽⁴⁾ On the basis of the provisions of the Guidance Opinion, experience (i) as Chairman/Member of the Audit/Control/Related Parties/Risks Committee in a listed company is relevant if gained for at least a full three-year term and (ii) as an Auditor/Chartered Accountant and/or within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if closely linked to highly regulated sectors.

⁽⁵⁾ On the basis of the provisions of the Guidance Opinion, experience as Chairman/Member of Board Committees is considered particularly valuable if it has been gained for at least three years.

⁽⁶⁾ According to the provisions of the Guidance Opinion, the experience acquired within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if closely linked to the technological, digital and *cybersecurity fields*.

⁽⁷⁾ According to the Guidance Opinion, experience (i) as Chairman/Member of the Sustainability Committee (*ad hoc* or in combination with other Committees) in a listed company is relevant if it has been completed for at least a full three-year term and (ii) acquired in the consulting/academic and supervisory sector is considered relevant only if it is closely linked to sustainability initiatives or projects.

IV. REQUIREMENTS OF GOOD REPUTE

declares

to possess the requisites of good repute prescribed by Article 2 of the regulation adopted – in agreement with the Minister of the Treasury, the Budget and Economic Planning – by the Minister of Justice with Decree No. 162 of 30 March 2000, referred to in the combined provisions of Articles 147-quinquies and 148, paragraph 4, of the Legislative Decree of 24 February 1998, no. 58 (the “TUF”).

V. AVAILABILITY OF TIME AND LIMIT ON THE ACCUMULATION OF ASSIGNMENTS

declares

- to be able to devote the time necessary to the full and diligent performance of the office of director of the Company, also taking into account the provisions of the Guidance Opinion;
- to comply with (and/or in any case to undertake to comply with) the limits on the accumulation of offices referred to in the “*Guidelines on the maximum number of offices that may be held by Directors and Statutory Auditors*”, approved by the Company’s outgoing board of directors on 27 February 2023.

VI. OTHER CAUSES OF INCOMPATIBILITY

declares

- not to be in one of the situations referred to in Article 2390 of the Civil Code;
- that there are no disqualifications against him or her from the office of director adopted in a Member State of the European Union pursuant to Article 2383, paragraph 1, of the Civil Code.

VII. INDEPENDENCE REQUIREMENTS

- A. with reference to the independence requirements provided for by Article 148, paragraph 3, of the TUF as referred to in Article 147-ter, paragraph 4, of the TUF, having noted that, pursuant to the aforementioned legislation, the following cannot be qualified as independent:
- a) those who meet the conditions provided for in Article 2382 of the Civil Code;
 - b) the spouse, relatives and in-laws up to the fourth degree of the directors of the company, the directors, the spouse, relatives and in-laws up to the fourth degree of the directors of the companies controlled by it, of the companies that control it and of those subject to common control;
 - c) those who are linked to the company or to the companies controlled by it or to the companies that control it or to those under common control or to the directors of the company and to the persons referred to in letter b) by self-employment or subordinate relationships or by other relationships of a financial or professional nature capable of compromising their independence,

declares

(tick the reference box)

- ☒ **that they are not** in possession of the independence requirements provided for by the aforementioned rules of the TUF;
- ☐ **to be** in possession of the independence requirements provided for by the aforementioned rules of the TUF, as well as to undertake to maintain possession of the requirements set out herein during the duration of the mandate and in any case to promptly inform the board of directors of Lottomatica of any circumstances and/or situations that may compromise its independence, specifying in particular with reference to letter c) above:
- ☐ **not to have** any self-employment or subordinate employment relationship or other relationships of a financial or professional nature with Lottomatica, its subsidiaries, the companies that control it, the companies under common control, with the directors of Lottomatica and with the subjects referred to in letter b) above;
- ☐ **to maintain** self-employment or subordinate employment relationships or other relationships of a financial or professional nature with Lottomatica, its subsidiaries, the companies that control it, the companies under common control, with the directors of Lottomatica and/or the persons referred to in letter b) above, specifying that such relationships are not such as to compromise their independence.
- B. with reference to the independence requirements set out in Article 2, Recommendation 7, of the CG Code, also taking into account the significance criteria set out in the document *"Policy on qualitative and quantitative criteria for the purposes of assessing the independence requirements pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d) of the Corporate Governance Code"* approved by the Company's Board of Directors on 27 February 2023 (the **"Policy"**),

declares

(tick the reference box)

- ☒ **that they are not** in possession of the independence requirements provided for in Article 2, Recommendation 7, of the CG Code;
- ☐ **to be** in possession of the independence requirements provided for in Article 2, Recommendation 7, of the CG Code, as well as to undertake to maintain the possession of the requirements set out herein during the duration of the mandate, and in any case to promptly inform the board of directors of Lottomatica of any circumstances and/or situations that may compromise their independence. In particular, it declares the following with reference to the circumstances referred to in Article 2, Recommendation 7, of the Code CG *(tick the reference boxes)*:
- ☐ **that he/she is not** a significant shareholder ⁽⁸⁾ of Lottomatica;

⁽⁸⁾ "Significant shareholder" means, within the meaning of the CGC Code, the person who directly or indirectly (through subsidiaries, trustees or third parties) controls the Company or is able to exercise significant influence over it or who participates, directly or indirectly, in a shareholders' agreement through which one or more persons exercise control or significant influence over the Company. In relation to the above, "significant influence" means the situation in which a person can exercise at least one tenth of the votes in the ordinary shareholders' meeting of Lottomatica.

- ☐ not to be or not to have been in the previous three financial years, an executive director or employee of (i) Lottomatica, or of a subsidiary of it having strategic importance or of a company under common control and/or (ii) a significant shareholder of Lottomatica;
- ☐ that he/she does not have or has not had in the previous three financial years (the “**Reference Period**”), directly or indirectly (for example, through subsidiaries or of which he/she is an executive director, or as a *partner* of a professional firm or consulting firm) a significant commercial, financial or professional relationship ⁽⁹⁾ with (i) Lottomatica or its subsidiaries, or with its executive directors or *top management* ⁽¹⁰⁾ and/or (ii) with a person who, also together with others through a shareholders’ agreement, controls the Company; or, if the parent company is a company or entity, with its executive directors or *top management* (the persons referred to in points (i) and (ii), the “**Relevant Persons**”);
- ☐ not to receive or not to have received in the previous three financial years, from Lottomatica, one of its subsidiaries or the parent company, a significant remuneration in addition to ¹¹the fixed remuneration for the office and that provided for participation in the committees recommended by the CG Code or provided for by current legislation;
- ☐ not to have been a director of Lottomatica for more than nine financial years, even if not consecutive, in the last twelve financial years;
- ☐ not to hold the office of executive director in another company in which an executive director of Lottomatica has a position of director;
- ☐ not to be a partner or director of a company or entity belonging to the network of the company in charge of the statutory audit of Lottomatica;
- ☐ that he/she is not a close family member of a person who is in one of the situations referred to in the previous points.

⁽⁹⁾ “**Significant relationship**” means, within the meaning of the Policy: (i) as a general rule, commercial, financial or professional relationships with Relevant Persons that involve, individually or cumulatively, an economic recognition exceeding Euro 200,000. For the purposes of the above, (a) the relationships with the Relevant Persons by a close family member of the director – whose independence is being assessed – are also relevant, meaning (1) the parents, (2) the children, (3) the spouse who is not legally separated and (4) the cohabitants (each, the “**Close Family Member**”) and (b) where such relations with the Relevant Persons are maintained by the director – whose independence is subject to assessment – indirectly (for example, through subsidiaries or of which he is an executive director, or as a *partner* of a professional firm or a consulting firm) relationships existing or maintained in the Reference Period that have entailed, individually or cumulatively, an annual economic recognition exceeding Euro 250,000 are normally to be considered significant; and (ii) in the event that the director concerned is also a *partner* of a professional firm or a consulting firm, regardless of the quantitative parameters referred to in point (i) above, the professional relationships of the firm and/or consulting firm with the Relevant Persons which: (a) may have an effect on his position and role within the professional firm or consulting firm; or (b) in any case relate to important transactions of the Company and its group. The significance of the above-mentioned relationships is assessed taking into account the overall professional activity normally carried out by the director concerned, the tasks normally entrusted to him, as well as the relevance that these relationships may assume for the director concerned in terms of reputation within his or her organisation.

⁽¹⁰⁾ “**Top management**” means, within the meaning of the CG Code, senior executives who are not members of the administrative body and have the power and responsibility for planning, directing and controlling the activities of Lottomatica and its group.

⁽¹¹⁾ Pursuant to the Policy, the additional remuneration is normally to be considered significant – and therefore capable of compromising the independence of the director concerned – if equal to or greater than Euro 200,000 per year. It should be noted that the fact that he or she is a close family member of a person who receives such additional remuneration also constitutes a circumstance capable of compromising the independence of the director concerned.

The undersigned hereby undertakes to promptly notify the Board of Directors of the Company of any circumstance and/or event that involves a change with respect to the above. This declaration is made pursuant to and for the purposes of Articles 46 and 47 of Presidential Decree No. 445 of 28 December 2000.

By signing at the bottom, I declare that I have read the *privacy* policy relating to the processing of my personal data for the purposes relating to the assessment process on the possession of the requirements and criteria provided for by current legislation, the Lottomatica Articles of Association, the CG Code, the Policy and the Guidance Opinion of the members of the Company's board of directors available on the website of the Company.

Place and date

Signature

Attachments:

- Annex 1 – Copy of an identity document.
- Annex 2 – *Curriculum vitae* containing exhaustive information on the personal and professional characteristics of the same and on the skills gained in the areas indicated as relevant in the Guidance Opinion, as well as the list of management and control positions held in other companies.

Table 2

List of companies in which the directors or a Close Family member control or are executive directors and of the professional firms and consulting firms in which they or a Close Family member are *partners*

Owner of the relationship	Company / Professional firms / Consulting firm	Group	Turnover of the last three years	Role	Other information

Table 3

Disclosure of circumstances relevant to declarations of independence under the Code of Independence

Circumstance	Reason why it is not likely to compromise independence

Michele Rabà

PROFESSIONAL EXPERIENCE

2026/04 – Present	Blackstone Europe, LLP – Private Equity - Head of European Private Equity, responsible for sourcing, originating, executing, managing and exiting investment opportunities in Europe. Responsibility across sectors and European countries. - Member of Executive Committee	London, UK
2010/05 – 2025/10	Apollo Management International, LLP – Private Equity - Lead Partner for European Private Equity, responsible for sourcing, originating, executing, managing and exiting investment opportunities in Europe. Primary focus on the following sectors: financial services, gaming, lodging, leisure, media, telecom and building materials. - Global Co-Head of Apollo Portfolio Performance Solutions. - Member of Apollo European Management Committee. - Member of Apollo Global Valuation Committee. - Relevant deal experience includes: Monier. World's largest manufacturer of roofing tiles and pitched roofing solutions; headquartered in Germany. Restructured in 2009. IPO executed in 2014. Remaining stake sold in 2016 Gala Coral. Leading integrated UK gaming operator. Restructured in 2010. Merged with Ladbrokes in July 2015 to create Ladbrokes Coral. Merged Ladbrokes Coral into GVC in 2017. Sold in 2017 Oldenburgische Landesbank AG (f/k/a Bremer Kreditbank AG (BKB)). German fully licenced bank, focused on lending to SMEs, real estate and acquisition finance, predominantly in Germany. BKB was first acquired in 2014 and merged into Oldenburgische Landesbank AG in August 2018. Sale to Credit Mutuel agreed in 2025 EVO Banco. Spanish fully licenced bank, focused on retail and consumer finance. Acquired in 2014 and sold in May 2019 Watches of Switzerland Group (f/k/a Aurum). Largest luxury watch retailer and one of the largest prestige and luxury jewellers in the UK, owning the Watches of Switzerland, Mappin & Webb and Goldsmiths brands. Acquired in 2013. IPO executed in 2019 Nova KBM. Slovenian fully licensed bank, focused on retail and commercial banking. Acquired in 2016. NKBM acquired Summit Leasing Slovenia in September 2017. Sold to OTP Group in 2023 KBS banka. Slovenian fully licensed bank, focused on retail and commercial banking. Acquired in 2016 (merged into Nova KBM in January 2017) Gamenet and Lottomatica. Leading Italian gaming company. Gamenet was acquired in 2019 and used as the bidding entity for Lottomatica which was acquired in 2021. IPO executed in 2023 Abanka. Slovenian fully licensed bank, focused on retail and commercial banking. Acquired in 2020 by Nova KBM and merged into Nova KBM in 2020 Allwyn AG (f/k/a Sazka). Czech Republic based leading European lottery operator. Apollo Funds provided a convertible preferred equity instrument in 2021 Reno De Medici. Italian recycled carton board manufacturer that Apollo Funds acquired in 2021 Ingenico. A global leader in payments acceptance solutions that Apollo Funds acquired in 2022 TTC Travel Group Company: A platform of 18 travel brands which offer travel tours and other products across the globe across five travel style segments that Apollo Funds acquired in 2024 Kelvion: A heat exchanger platform based in Germany, focused on traditional industries as well as data centres	London, UK
2024-10 –2025/10	Horizon Midco 2 Limited - Member of the Supervisory Board. - Activity/Function: Attending board meetings and advising on strategic activities. - Representational authority: Joint	Guernsey
2024-10 –2025/10	Horizon IPCO Limited - Non-executive director - Activity/Function: Attending board meetings and advising on strategic activities.	Guernsey

	• Representational authority: Joint	
2023/02 – 2024/09	SLS Holdco d.o.o • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Slovenia
2022/09 – 2025/09	Poseidon Holdco S.A.S • Member of the Supervisory Board. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	France
2022/01 – 2024/05	Jewel UK Watch Holdings Limited (liquidated) • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	United Kingdom
2021/11-2025/09	Reno De Medici S.p.A • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Italy
2021/10 – 2023/03	Gamma GP LLC/Gamma Management LLC • Member	Cayman Islands
2021/10 – 2025/03	Oldenburgische Landesbank AG • Member of the Supervisory Board • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Germany
2021/09 – 2023/06	Allwyn AG / Allwyn International a.s. • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Switzerland/Czech Republic
2021/07 – 2022/05	Rimini Topco S.p.A./ Rimini Bidco S.p.A. • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Italy
2020/02 – 2020/09	Abanka d.d. (merged into Nova Kreditna banka Maribor d.d.) • Member of the Supervisory Board • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Slovenia
2019/10-2025/06	Lottomatica Group S.p.A. (f/k/a Gamma Midco S.p.A.) • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Italy
2019/10-2022/02	Gamma Bidco S.p.A. • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Italy
2019/12-2025/06	Lottomatica S.p.A. • Non-executive director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Italy
2018/04 – 2023/06	Jewel Holdco S.à r.l. (liquidated) / Jewel Holdco 2 S.à r.l. (liquidated) • Class A Manager of holding company for Apollo’s affiliated funds and vehicles and certain third party investors’ former investment in Watches of Switzerland. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Luxembourg
2018/05 – 2024/09	Biser Holdings Limited (in liquidation)	Cayman Islands

	• Director • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Individual	
2017/09 – 2021/12	Summit Leasing Slovenija d.o.o • Member of the Supervisory Board • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Slovenia
2016/06 – 2017/01	KBS banka d.d. (merged into Nova Kreditna banka Maribor d.d.) • Member of the Supervisory Board • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Slovenia
2016/04 – 2023/02	Nova Kreditna banka Maribor d.d. • Member of the Supervisory Board • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Slovenia
2015/06 – 2023/02	Biser Topco S.à r.l., Biser Bidco S.à r.l. • Class A Manager of holding companies for Apollo's affiliated funds and vehicles and the European Bank for Reconstruction and Development investing in Nova Kreditna banka Maribor d.d. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Luxembourg
2014/08 – 2021/10	Champ II Luxembourg Holdings S.à r.l. • Class A Manager of holding company for Apollo's affiliated funds and vehicles and certain third party investors investing in German bank, Oldenburgische Landesbank. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Luxembourg
2014/02 – 2024/09	Jewel UK Topco Limited • Director of holding company for Watches of Switzerland Group which is the largest luxury watch retailer and one of the largest prestige and luxury jewellers in the UK. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	United Kingdom
2013/08 – 2021/11	Champ Luxembourg Holdings S.à r.l. • Class A Manager of holding company for Apollo's affiliated funds and vehicles and certain third party investors investing in German bank, Oldenburgische Landesbank AG. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	Luxembourg
2012/11 – 2019/07	Jewel UK Midco Limited, Jewel UK Bidco Limited, Jewel UK Bondco PLC, Watches of Switzerland Operations Limited • Director of holding companies for Apollo's affiliated funds investing in Watches of Switzerland Group. • Activity/Function: Attending board meetings and advising on strategic activities. • Representational authority: Joint	United Kingdom
2007/07 – 2010/05	Goldman Sachs International • Analyst in the Investment Banking Division – Financial Institutions Group, responsible for helping advise Italian and European banks, insurers, asset managers and specialty finance companies on mergers, acquisitions, divestitures, joint ventures and public financing. As an Analyst, Mr. Rabà performed his duties under the supervision of various executive directors and managing directors in the organization. • Representational authority: N/A	London, UK

EDUCATION

2005/09 – 2007/07	Master of Science in Finance Università Commerciale “Luigi Bocconi”, Milan. Final mark: 110/110 cum laude
2007/01 – 2007/05	Exchange Student at Schulich School of Business MBA Program, Schulich School of Business, York University, Toronto, Canada
2002/09 – 2005/07	BA in Institutions and Financial Markets Management Università Commerciale “Luigi Bocconi”, Milan. Final mark: 110/110 cum laude

1997/09 – 2002/07

High School Diploma in Scientific Studies

Liceo Scientifico Statale Farnesina, Rome. Final mark: 100/100 cum laude

LANGUAGES

Italian: Native

English: Fluent

Spanish: Intermediate

IT SKILLS

Proficiency: MS Windows, MS Office, Bloomberg, Factiva, CapitalIQ, Thomson Research

DECLARATION OF ACCEPTANCE OF THE CANDIDACY AND THE POSITION OF DIRECTOR OF LOTTOMATICA GROUP S.P.A. (“LOTTOMATICA” OR THE “COMPANY”) AND CERTIFICATION OF POSSESSION OF THE ELIGIBILITY REQUIREMENTS

The undersigned Michele Rabà, born in [REDACTED],
[REDACTED], residing in [REDACTED], tax code
[REDACTED], in relation to his/her candidacy for the office of director of Lottomatica,
with registered office in Rome (RM), via degli Aldobrandeschi n. 300, share capital of Euro
10,000,000.00, fully paid-up, tax code, VAT number and registration number with the Companies’
Register of Rome 11008400969, under his/her own responsibility, aware of the criminal penalties
provided for in the event of false declarations, formation or use of false documents (pursuant to Article 76
of Presidential Decree no. 445 of 28 December 2000)

I. ACCEPTANCE OF THE POSITION OF DIRECTOR OF LOTTOMATICA

declares

to irrevocably accept the candidacy for member of the board of directors of Lottomatica and any
appointment to the aforementioned office, as well as to elect electronic domicile, for the purposes of all
communications relating to the office, at the following certified e-mail address:

[REDACTED].

II. SITUATIONS OF INELIGIBILITY, FORFEITURE AND INCOMPATIBILITY

declares

not to fall into any situation of ineligibility, forfeiture and incompatibility provided for the office of
director of Lottomatica by the provisions of the law or regulations in force and by the Articles of
Association of Lottomatica and to be in possession of the requisites and to meet the criteria prescribed by
current legislation, by the Corporate Governance Code adopted by the Corporate Governance Committee
(the “**CG Code**”) and by the Articles of Association of Lottomatica to hold the position of director of the
Company, as specified below;

III. PROFESSIONALISM AND COMPETENCE REQUIREMENTS

declares

(tick two or more boxes)

also taking into account the provisions of the “*Guidance Opinion of the Board of Directors of
Lottomatica Group S.p.A. to the Shareholders on the quantitative and qualitative composition of the new
Board of Directors*”, approved by the outgoing Board of Directors of the Company on 2 March 2026 (the
“**Guidance Opinion**”), to possess expertise in the following areas.

☒ In-depth knowledge of the *gaming* sector, gained through an adequate number of years over the last
decade in managerial roles (AD, DG, AD/DG-1) within companies operating in the *gaming* sector or

in other related sectors, characterized by dimensions and complexity comparable to those of Lottomatica ⁽¹⁾.

- ☒ Financial/accounting skills, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (*Finance, Accounting, M&A*) within large companies or multinationals of comparable size and complexity to those of Lottomatica ⁽²⁾.
- ☒ Skills in the field of risks, supervision and control systems, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (*Risk, Audit, Compliance*) within large companies or multinationals of comparable size and complexity to those of Lottomatica ⁽³⁾.
- ☒ Legal, regulatory and *compliance* skills, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (*Legal, Compliance, Regulatory Affairs*) within large companies or multinationals of size and complexity comparable to those of Lottomatica ⁽⁴⁾.
- ☒ Experience in the corporate bodies of listed companies, gained over the last decade as Chairman/Member of the Board of Directors for at least a full three-year term ⁽⁵⁾.
- ☒ Technological, data analysis, artificial intelligence and *cybersecurity* skills, gained over an adequate number of years over the last decade in top roles (CEO, DG) and/or in relevant functions (CIO, CTO, CDO) within *high tech/digital/cybersecurity companies* and/or companies operating in other sectors with a strong technological matrix ⁽⁶⁾.
- ☒ Sustainability skills, gained through an adequate number of years over the last decade in managerial roles (AD, DG, AD/DG-1) within companies or sectors with proven integration of sustainability principles as key elements of the long-term strategy ⁽⁷⁾.

⁽¹⁾ According to the Guidance Opinion, experience gained in the consulting sector is considered relevant only if it is closely related to the *gaming or digital entertainment industry*.

⁽²⁾ On the basis of the provisions of the Guidance Opinion, experience (i) as Chairman/Member of the Audit/Control/Risk Committee in a listed company is relevant if gained for at least a full three-year term and (ii) as an Auditor/Chartered Accountant and/or within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if closely related to the financial and/or accounting field.

⁽³⁾ On the basis of the provisions of the Guidance Opinion, experience (i) as Chairman/Member of the Audit/Control/Risk Committee in a listed company is relevant if gained for at least a full three-year term and (ii) as an Auditor/Chartered Accountant and/or within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if acquired through roles of responsibility closely related to matters of management of risks, internal control and supervision.

⁽⁴⁾ On the basis of the provisions of the Guidance Opinion, experience (i) as Chairman/Member of the Audit/Control/Related Parties/Risks Committee in a listed company is relevant if gained for at least a full three-year term and (ii) as an Auditor/Chartered Accountant and/or within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if closely linked to highly regulated sectors.

⁽⁵⁾ On the basis of the provisions of the Guidance Opinion, experience as Chairman/Member of Board Committees is considered particularly valuable if it has been gained for at least three years.

⁽⁶⁾ According to the provisions of the Guidance Opinion, the experience acquired within Institutions/Authorities/Public Bodies and/or in the consultancy/academic sector is considered relevant only if closely linked to the technological, digital and *cybersecurity fields*.

⁽⁷⁾ According to the Guidance Opinion, experience (i) as Chairman/Member of the Sustainability Committee (*ad hoc* or in combination with other Committees) in a listed company is relevant if it has been completed for at least a full three-year term and (ii) acquired in the consulting/academic and supervisory sector is considered relevant only if it is closely linked to sustainability initiatives or projects.

IV. REQUIREMENTS OF GOOD REPUTE

declares

to possess the requisites of good repute prescribed by Article 2 of the regulation adopted – in agreement with the Minister of the Treasury, the Budget and Economic Planning – by the Minister of Justice with Decree No. 162 of 30 March 2000, referred to in the combined provisions of Articles 147-quinquies and 148, paragraph 4, of the Legislative Decree of 24 February 1998, no. 58 (the “TUF”).

V. AVAILABILITY OF TIME AND LIMIT ON THE ACCUMULATION OF ASSIGNMENTS

declares

- to be able to devote the time necessary to the full and diligent performance of the office of director of the Company, also taking into account the provisions of the Guidance Opinion;
- to comply with (and/or in any case to undertake to comply with) the limits on the accumulation of offices referred to in the “*Guidelines on the maximum number of offices that may be held by Directors and Statutory Auditors*”, approved by the Company’s outgoing board of directors on 27 February 2023.

VI. OTHER CAUSES OF INCOMPATIBILITY

declares

- not to be in one of the situations referred to in Article 2390 of the Civil Code;
- that there are no disqualifications against him or her from the office of director adopted in a Member State of the European Union pursuant to Article 2383, paragraph 1, of the Civil Code.

VII. INDEPENDENCE REQUIREMENTS

- A.** with reference to the independence requirements provided for by Article 148, paragraph 3, of the TUF as referred to in Article 147-ter, paragraph 4, of the TUF, having noted that, pursuant to the aforementioned legislation, the following cannot be qualified as independent:
- a) those who meet the conditions provided for in Article 2382 of the Civil Code;
 - b) the spouse, relatives and in-laws up to the fourth degree of the directors of the company, the directors, the spouse, relatives and in-laws up to the fourth degree of the directors of the companies controlled by it, of the companies that control it and of those subject to common control;
 - c) those who are linked to the company or to the companies controlled by it or to the companies that control it or to those under common control or to the directors of the company and to the persons referred to in letter b) by self-employment or subordinate relationships or by other relationships of a financial or professional nature capable of compromising their independence,

declares

(tick the reference box)

☒ **that they are not** in possession of the independence requirements provided for by the aforementioned rules of the TUF;

☐ **to be** in possession of the independence requirements provided for by the aforementioned rules of the TUF, as well as to undertake to maintain possession of the requirements set out herein during the duration of the mandate and in any case to promptly inform the board of directors of Lottomatica of any circumstances and/or situations that may compromise its independence, specifying in particular with reference to letter c) above:

☐ **not to have** any self-employment or subordinate employment relationship or other relationships of a financial or professional nature with Lottomatica, its subsidiaries, the companies that control it, the companies under common control, with the directors of Lottomatica and with the subjects referred to in letter b) above;

☐ **to maintain** self-employment or subordinate employment relationships or other relationships of a financial or professional nature with Lottomatica, its subsidiaries, the companies that control it, the companies under common control, with the directors of Lottomatica and/or the persons referred to in letter b) above, specifying that such relationships are not such as to compromise their independence.

B. with reference to the independence requirements set out in Article 2, Recommendation 7, of the CG Code, also taking into account the significance criteria set out in the document *“Policy on qualitative and quantitative criteria for the purposes of assessing the independence requirements pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d) of the Corporate Governance Code”* approved by the Company’s Board of Directors on 27 February 2023 (the **“Policy”**),

declares

(tick the reference box)

☒ **that they are not** in possession of the independence requirements provided for in Article 2, Recommendation 7, of the CG Code;

☐ **to be** in possession of the independence requirements provided for in Article 2, Recommendation 7, of the CG Code, as well as to undertake to maintain the possession of the requirements set out herein during the duration of the mandate, and in any case to promptly inform the board of directors of Lottomatica of any circumstances and/or situations that may compromise their independence. In particular, it declares the following with reference to the circumstances referred to in Article 2, Recommendation 7, of the Code CG *(tick the reference boxes)*:

☐ **that he/she is not** a significant shareholder ⁽⁸⁾ of Lottomatica;

⁽⁸⁾ **“Significant shareholder”** means, within the meaning of the CGC Code, the person who directly or indirectly (through subsidiaries, trustees or third parties) controls the Company or is able to exercise significant influence over it or who participates, directly or indirectly, in a shareholders’ agreement through which one or more persons exercise control or significant influence over the Company. In relation to the above, **“significant influence”** means the situation in which a person can exercise at least one tenth of the votes in the ordinary shareholders’ meeting of Lottomatica.

- ☐ not to be or not to have been in the previous three financial years, an executive director or employee of (i) Lottomatica, or of a subsidiary of it having strategic importance or of a company under common control and/or (ii) a significant shareholder of Lottomatica;
- ☐ that he/she does not have or has not had in the previous three financial years (the “**Reference Period**”), directly or indirectly (for example, through subsidiaries or of which he/she is an executive director, or as a *partner* of a professional firm or consulting firm) a significant commercial, financial or professional relationship ⁽⁹⁾ with (i) Lottomatica or its subsidiaries, or with its executive directors or *top management* ⁽¹⁰⁾ and/or (ii) with a person who, also together with others through a shareholders’ agreement, controls the Company; or, if the parent company is a company or entity, with its executive directors or *top management* (the persons referred to in points (i) and (ii), the “**Relevant Persons**”);
- ☐ not to receive or not to have received in the previous three financial years, from Lottomatica, one of its subsidiaries or the parent company, a significant remuneration in addition to ¹¹the fixed remuneration for the office and that provided for participation in the committees recommended by the CG Code or provided for by current legislation;
- ☐ not to have been a director of Lottomatica for more than nine financial years, even if not consecutive, in the last twelve financial years;
- ☐ not to hold the office of executive director in another company in which an executive director of Lottomatica has a position of director;
- ☐ not to be a partner or director of a company or entity belonging to the network of the company in charge of the statutory audit of Lottomatica;
- ☐ that he/she is not a close family member of a person who is in one of the situations referred to in the previous points.

⁽⁹⁾ “**Significant relationship**” means, within the meaning of the Policy: (i) as a general rule, commercial, financial or professional relationships with Relevant Persons that involve, individually or cumulatively, an economic recognition exceeding Euro 200,000. For the purposes of the above, (a) the relationships with the Relevant Persons by a close family member of the director – whose independence is being assessed – are also relevant, meaning (1) the parents, (2) the children, (3) the spouse who is not legally separated and (4) the cohabitants (each, the “**Close Family Member**”) and (b) where such relations with the Relevant Persons are maintained by the director – whose independence is subject to assessment – indirectly (for example, through subsidiaries or of which he is an executive director, or as a *partner* of a professional firm or a consulting firm) relationships existing or maintained in the Reference Period that have entailed, individually or cumulatively, an annual economic recognition exceeding Euro 250,000 are normally to be considered significant; and (ii) in the event that the director concerned is also a *partner* of a professional firm or a consulting firm, regardless of the quantitative parameters referred to in point (i) above, the professional relationships of the firm and/or consulting firm with the Relevant Persons which: (a) may have an effect on his position and role within the professional firm or consulting firm; or (b) in any case relate to important transactions of the Company and its group. The significance of the above-mentioned relationships is assessed taking into account the overall professional activity normally carried out by the director concerned, the tasks normally entrusted to him, as well as the relevance that these relationships may assume for the director concerned in terms of reputation within his or her organisation.

⁽¹⁰⁾ “**Top management**” means, within the meaning of the CG Code, senior executives who are not members of the administrative body and have the power and responsibility for planning, directing and controlling the activities of Lottomatica and its group.

⁽¹¹⁾ Pursuant to the Policy, the additional remuneration is normally to be considered significant – and therefore capable of compromising the independence of the director concerned – if equal to or greater than Euro 200,000 per year. It should be noted that the fact that he or she is a close family member of a person who receives such additional remuneration also constitutes a circumstance capable of compromising the independence of the director concerned.

The undersigned hereby undertakes to promptly notify the Board of Directors of the Company of any circumstance and/or event that involves a change with respect to the above. This declaration is made pursuant to and for the purposes of Articles 46 and 47 of Presidential Decree No. 445 of 28 December 2000.

By signing at the bottom, I declare that I have read the *privacy* policy relating to the processing of my personal data for the purposes relating to the assessment process on the possession of the requirements and criteria provided for by current legislation, the Lottomatica Articles of Association, the CG Code, the Policy and the Guidance Opinion of the members of the Company's board of directors available on the website of the Company.

Place and date



Signature



Attachments:

- Annex 1 – Copy of an identity document.
- Annex 2 – *Curriculum vitae* containing exhaustive information on the personal and professional characteristics of the same and on the skills gained in the areas indicated as relevant in the Guidance Opinion, as well as the list of management and control positions held in other companies.

Table 2

List of companies in which the directors or a Close Family member control or are executive directors and of the professional firms and consulting firms in which they or a Close Family member are *partners*

Owner of the relationship	Company / Professional firms / Consulting firm	Group	Turnover of the last three years	Role	Other information

Table 3

Disclosure of circumstances relevant to declarations of independence under the Code of Independence

Circumstance	Reason why it is not likely to compromise independence