

LOTTOMatica

**BOARD OF DIRECTORS'
REPORT**

ON THE PROPOSALS ON THE ITEMS ON THE AGENDA
OF THE ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING CONVENED FOR
20 APRIL 2026

SHAREHOLDERS' MEETING
20 APRIL 2026

ORDINARY SESSION

ITEM 1

1. Financial Statements and Consolidated Financial Statements as of 31 December 2025.

1.1 Approval of the Financial Statements as of 31 December 2025 and presentation of the Consolidated Financial Statements as of 31 December 2025 together with the Management Report for 2025 – including the Sustainability Report prepared in accordance with the Corporate Sustainability Reporting Directive (Directive 2022/2464/EU) – and the Reports of the Board of Statutory Auditors and of the External Auditors; inherent and consequent resolutions.

1.2 Allocation of profit for the year and distribution of available reserves; inherent and consequent resolutions.

Dear Shareholders,

we submit for your approval the draft Financial Statements as of 31 December 2025 approved by the Board of Directors of Lottomatica Group S.p.A. ("**Lottomatica Group**", "**Lottomatica**" or the "**Company**") on 2 March 2026, as well as the proposal for the allocation of the result for the financial year ended 31 December 2025.

In particular, the financial year as of 31 December 2025 closed with a **profit** equal to **Euro 5,353,595.00**, which is proposed to be allocated to a reserve called "Retained Earnings".

It is also proposed to the Shareholders' Meeting to allocate a total amount of up to **Euro 110,717,381.00** from the reserve called "Retained Earnings", to cover the **dividend** proposed for distribution to Shareholders in the amount of **Euro 0.44** per ordinary share outstanding as at the "ex-dividend date", set for 18 May 2026 (net of treasury shares held as of the record date pursuant to Article 83-*terdecies* of Legislative Decree of 24 February 1998 No. 58, as subsequently amended and integrated (the "**Consolidated Law on Finance**" or "**TUF**") on 19 May 2026), with payment to be made – gross of any applicable withholding taxes – on 20 May 2026.

The amount of the dividend proposed to be paid is calculated, in line with the Company's dividend policy, as 30% of the consolidated Adjusted Net Profit, taking into account the shares issued by the Company as of today, amounting to 251,630,412, including the treasury shares currently held by the Company.

The dividend will be paid on **20 May 2026**, with ex-dividend date of **18 May 2026** and "record date" of **19 May 2026**.

For all detailed information on the financial statements and on the allocation of the result for the year, please refer to the Company's folder "Annual Financial Report as at 31 December 2025", containing the draft financial statements of Lottomatica Group S.p.A. and the consolidated financial statements, together with the management report – including the Sustainability Report drafted pursuant to the Corporate Sustainability Reporting Directive (Directive 2022/2464/EU) – the declarations pursuant to Article 154-*bis*, paragraph 5 and paragraph 5-*ter*, of the TUF, the Reports of the External Auditors and of the Board of Statutory Auditors. The aforementioned folder 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.

Together with these documents, the Corporate Governance Report and Ownership Structure as well as the Report on remuneration policy and compensation paid will also be made available to the public in the same manner.

In the light of the above, and referring, for further information, to the aforementioned documentation, we submit for your approval the following

resolution proposal:

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

- *having examined the report of the Board of Directors;*

- *having examined the Draft Financial Statements of Lottomatica Group S.p.A. as of 31 December 2025 and the Management Report;*
- *having acknowledged the Report of the Board of Statutory Auditors and the Reports of the External Auditors;*

resolves:

1. *to approve the Financial Statements of Lottomatica Group S.p.A. as of 31 December 2025;*
2. *to allocate the net profit for the year 2025 of Lottomatica Group S.p.A., amounting to **Euro 5,353,595.00**, to the reserve called "Retained Earnings";*
3. *to allocate a total amount of up to **Euro 110,717,381**, drawn from the reserve called "Retained Earnings", to cover the dividend to be distributed to shareholders in the amount of Euro 0.44 for each ordinary share outstanding as at the ex-dividend date, set for 18 May 2026 (net of treasury shares held as at the record date pursuant to Article 83-terdecies of the TUF, which is 19 May 2026), with payment to be made – gross of any applicable withholding taxes – on 20 May 2026;*
4. *to grant the Chairman of the Board of Directors 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."*

ITEM 2

2. Appointment of the Board of Directors.

2.1 Determination of the number of members of the Board of Directors;

2.2 Determination of the term of office of the Directors;

2.3 Appointment of the Directors;

2.4 Determination of the total remuneration of the Directors.

Dear Shareholders,

with the approval of the financial statements of Lottomatica for the year ended 31 December 2025, the term of office of the Board of Directors, conferred by the Ordinary Shareholders' Meeting of the Company with a resolution dated 27 February 2023 (with effect from the date on which trading in the Company's ordinary shares on Euronext Milan commenced, i.e., 5 May 2023) for the period 2023-2025, expires.

Therefore, you are called upon to appoint the new Board of Directors and, specifically: (i) to determine the number of members of the Board of Directors, (ii) to determine the term of office of the Directors, (iii) to appoint the Directors, and (iv) to determine the total annual remuneration of the members of the Board of Directors.

In light of the above, with respect to the appointment of the Board of Directors, please note the following.

2.1 Determination of the number of members of the Board of Directors

Article 13 of the articles of association of the Company (the "**Articles of Association**") provides that the Company is managed by a Board of Directors consisting of a minimum of 7 (seven) and a maximum of 15 (fifteen) members, whether or not shareholders. The Shareholders' Meeting, before appointing them, determines the number of members of the Board of Directors within the above limits. In the view of the resolutions to be taken at the convened Ordinary Shareholders' Meeting, we also remind you that:

- pursuant to Article 147-ter, paragraph 4, of **TUF**, 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 3, of the TUF;
- considering that the Company adheres to the Corporate Governance Code promoted by the Italian Corporate Governance Committee (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 €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 consultancy company and that have resulted, individually or cumulatively, in an annual economic compensation exceeding Euro 250,000;
 - o 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**");
 - o 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 TUF. With reference to the mandate of the new administrative body, the less represented gender must account for at least one fifth of elected members, rounded up to the next whole number, since the Law No. 160 of 27 December 2019, stated that "*The criterion of at least two fifths [...] applies from the first renewal of administrative and*

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.

*control bodies of companies listed on regulated markets following the date of entry into force of this law, while **the criterion of at least one fifth** [...] **applies** for the first renewal after the first trading date". 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 chair 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 Directors have adequate time and can devote sufficient effort to performing their duties.

As specified in the "*Guidelines 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 on 2 March 2026 and available on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section), the Board of Directors proposes to confirm the current number of Directors (eleven), deeming it appropriate and functional to ensure effective collegial decision-making as well as an adequate composition of the Board committees.

With reference to item 2.1 of the agenda of the Ordinary Shareholders' Meeting, we hereby submit for your consideration the following

resolution proposal:

"With reference to point 2.1 of 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 Company's Articles of Association,*

resolves:

to determine the number of members of the Board of Directors at 11 (eleven)."

2.2 Determination of the term of office of the Directors

As regards the term of office, Article 13.2 of the Articles of Association provides that the Directors shall remain in office for the period established by the shareholders' resolution appointing them, up to a maximum of 3 (three) financial years, and may be re-elected. They shall expire on the date of the Shareholders' Meeting convened to approve the financial statements relating to the last financial year of their term, except for the causes of termination and forfeiture (*decadenza*) provided for by law and by the Articles of Association.

With regard to the duration of the related mandate, therefore, in continuity with what was previously established for the outgoing Board of Directors, it is proposed that the new Board of Directors remains in office for 3 (three) financial years, namely the financial years 2026-2027-2028, until the date of the Ordinary Shareholders' Meeting that will be convened to approve the financial statements as at 31 December 2028.

With reference to item 2.2 of the agenda of the Ordinary Shareholders' Meeting, we hereby submit for your consideration the following

resolution proposal:

"With reference to point 2.2 of 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 Company's Articles of Association,*

resolves:

to set the term of office of the Directors at three (3) financial years, for the financial years 2026-2027-2028, i.e., until the date of the Ordinary Shareholders' Meeting that will be convened to approve the financial statements for the year ended 31 December 2028."

2.3 Appointment of the Directors

Pursuant to Article 13 of the Articles of Association, the appointment of Directors shall take place, in compliance with the laws and regulations in force from time to time, including those relating to gender balance, on the basis of slates of candidates.

Set out below is a list of the main provisions relating to slate voting for the appointment of the members of the Board of Directors:

- (i) the following have the right to submit slates: (a) Shareholders who, at the time of submission of the slate, hold – either alone or together with other shareholders – shareholding of at least 2.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting, or such lower shareholding in the share capital as may be established by the applicable laws or regulations in force from time to time; and (b) the outgoing Board of Directors. In particular, with reference to point (a) above, it should be noted that, pursuant to CONSOB Executive Determination (*determinazione dirigenziale*) no. 155 of 27 January 2026, CONSOB has set the minimum shareholding required for the submission of a slate at 1% of the share capital of Lottomatica. In this regard, it should be noted that the ownership of the minimum shareholding required for the submission of slates is determined with reference to the shares registered in the name of the shareholder on the day the slates are filed with the Company;

- (ii) each Shareholder, as well as (i) shareholders belonging to the same group, by which is meant the controlling entity, including non-corporate, pursuant to Article 2359 of the Italian Civil Code and Article 93 of the TUF and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of the TUF, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable may submit, or participate in the submission of only one slate, under penalty of inadmissibility of the slate;
- (iii) each candidate may be listed only in one slate, under penalty of ineligibility;
- (iv) each slate lists the candidate in sequential order and in a number not higher than the number of members that must be elected;
- (v) each slate shall indicate which candidates meet the independence requirements established by the laws and regulations in force from time to time, including the provisions set forth in the Corporate Governance Code as well as in the "*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*" adopted by the Company; if the slate contains a number of candidates greater than 7 (seven), it shall include and expressly indicate at least two directors who meet such requirements;
- (vi) slates that contain a number of candidates equal to or greater than 3 (three) must be composed of candidates belonging to both genders, to an extent that complies with the *pro tempore* regulations in force regarding gender balance, mentioned above²;
- (vii) slates must be accompanied, by: (a) information regarding the identity of the shareholders who have submitted the slates, with an indication of the percentage of the overall shareholding held, it being understood that the certification showing the ownership of such shareholding may also be produced after the filing of the slates provided that it is within the deadline set for the publication of the slates by the Company; (b) a declaration of the shareholders who have submitted the lists other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of any relationship of connection, even indirect, pursuant to the bylaws and the laws and regulations, including regulations, in force at the time, with the latter (e.g. taking into account CONSOB Communication DEM/9017893 of 26 February 2009); (c) exhaustive information on the personal and professional characteristics of the candidates, with any indication of their eligibility to qualify as independent directors pursuant to the laws and regulations, in force from time to time, as well as by a statement by the same candidates certifying that they meet the requirements provided for by the laws and regulations in force from time to time as well as the Articles of Association, including those of honorability and, where applicable, independence; (d) the statement by which each candidate accepts his/her candidacy (necessarily accompanied by a declaration issued pursuant to Article 2383, paragraph 1, of the Italian Civil Code, also including the designation of an electronic domicile in accordance with applicable laws); (e) any other or different statement, information and/or document required by the law and regulations, in force at the time;
- (viii) the minimum shareholding required for the submission of slates, in the amount indicated above, is determined with reference to the shares registered in the name of the relevant Shareholder on the day the slates are filed with the Company in the manner indicated above. The related certification proving the ownership of the minimum shareholding required for the submission of the slates must be provided together with the filing of the slates or, in any event, within the different deadline provided for by the applicable legislation for the publication of the slates, that is, at least 21 days before the date set for the Shareholders' Meeting in a single call (namely by Monday, 30 March 2026), by means of a communication issued by an intermediary authorised pursuant to applicable regulations.

² It should be noted the Law No. 160 of 27 December 2019, provides that "*The criterion of at least two fifths [...] applies from the first renewal of administrative and control bodies of companies listed on regulated markets following the date of entry into force of this law, while the criterion of at least one fifth [...] applies for the first renewal after the first trading date*"

Slates that do not comply with the above requirements are considered as not submitted.

Any changes that may occur up to the day on which the Shareholders' Meeting is actually held shall be promptly communicated to the Company.

For the purposes of submitting candidacies, Shareholders are invited to review: (i) the "*Guidelines of the Board of Directors of Lottomatica Group S.p.A. to Shareholders on the quantitative and qualitative composition of the new Board of Directors*", approved by the Board of Directors on 2 March 2026 and available on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" section); (ii) the "*Diversity Policy of the Board of Directors*", approved by the Board of Directors on 27 February 2023 and subsequently amended on 2 March 2026 and available on the Company's website (www.lottomaticagroup.com, "Governance - Documents and Procedures" section); and (iii) the "*Guidelines on the maximum number of offices that may be held by Directors and Statutory Auditors*", approved by the Board of Directors on 27 February 2023 and available on the Company's website (www.lottomaticagroup.com, "Governance - Documents and Procedures" section).

The slates of candidates (signed by the Shareholders submitting them), accompanied by the documentation required by law and by the Articles of Association, must be submitted by the Shareholder(s) no later than 25 days prior to the date set for the Shareholders' Meeting (i.e., by Thursday 26 March 2026) in one of the following ways:

- transmission **by certified e-mail** to assemblealottomatica@legalmail.it by **11.59 p.m. of Thursday, 26 March 2026**, together with a copy of a valid identity card of the shareholders who submitted them; or, alternatively,
- **by hand delivery to the Company's registered office** in Rome, Via degli Aldobrandeschi 300, no later than **6.00 p.m. of Thursday, 26 March 2026**.

The slates submitted will be made available to the public by the Company within 21 days before the date set for the Shareholders' Meeting on a single call (i.e., Monday, 30 March 2026), together with the documentation filed with them, at the registered office in Rome, Via degli Aldobrandeschi 300, on the authorized storage mechanism 1info – accessible at www.1info.it, as well as on the Company's website www.lottomaticagroup.com ("*Governance – Shareholders' Meeting*" Section).

The appointment of the Board of Directors and the election of the Directors shall be carried out in accordance with the provisions of Article 13 of the Articles of Association:

- each person entitled to vote, as well as (i) shareholders belonging to the same group, by which is meant the controlling entity, including non-corporate, pursuant to Article 2359 of the Italian Civil Code and Article 93 of the TUF and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of the TUF, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable, may vote for only one slate;
- at the end of the voting process, the candidates from the two slates which received the highest number of votes shall be elected based on the following criteria:
 - a) a number of Directors equal to the total number of members to be elected, less 1 (one), shall be drawn from the slate which received the majority of the votes cast, in the sequential order in which they are listed on that slate;
 - b) the remaining Director, who must in any case meet the independence requirements established by the laws and regulations in force from time to time, will be taken from the slate that came second in terms of the number of votes obtained ("minority slate"), which was not submitted by the Board of Directors and is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the slate that came first in terms of number of votes;
- in case of a tie vote, a new vote shall be taken by the entire Shareholders' Meeting; the candidates being elected shall be those who obtained the simple majority of the votes;

- if, upon the end of the vote, no sufficient number of Directors who meet the independence requirements set out by the laws and regulations in force is elected, the candidate who does not meet such requirements and who was last elected in the sequential order from the slate which received the highest number of votes shall be excluded and replaced by the following candidate who meets the independence requirements drawn from the same slate as the excluded candidate. If needed, this procedure shall be repeated until the number of independent Directors to be elected is reached. If, according to the above described mechanics, the elected candidates do not ensure the composition of the Board of Directors to be in compliance with the laws and regulations in force from time to time with regard to gender balance, the candidate belonging to the most represented gender as last elected according to the sequential order of the slate which obtained the highest number of votes shall be replaced by the first non-elected candidate belonging to the least represented gender according to the sequential order of the same slate. These replacement mechanics shall be applied until the composition of the Board of Directors is deemed to be in line with the gender balance rules in force from time to time. Lastly, if such procedure does not enable to reach the outcome detailed hereinabove, the replacement shall be made by a Shareholders' Meeting resolution passed by relative majority, after submission of the candidacies of the persons belonging to the least represented gender;
- should only one slate be submitted, the Directors shall be drawn from that slate, provided that it has been approved by simple majority vote;
- if the number of Directors so elected does not correspond to that of the members of the Board determined by the Shareholders' Meeting, or in the event that no slate was submitted or that the submitted slate does not permit the appointment of independent Directors in compliance with the laws and regulations in force, and, in any event, where it is not possible to proceed with the appointment of the Board of Directors in accordance with the foregoing, the Shareholders' Meeting shall pass resolutions with the statutory majorities; all the foregoing, however, is without prejudice to the compliance with the gender balance regulations in force from time to time;
- the slate voting procedure applies only in the case of the appointment of the entire Board of Directors;

In light of the above, with reference to item 2.3 on the agenda, Shareholders are invited to vote for one of the slates submitted and published in accordance with the applicable laws and the Company's Articles of Association.

2.4 Determination of the total remuneration of the Directors

With the appointment of the Board of Directors on the agenda of the Company's Ordinary Shareholders' Meeting, it is necessary to determine the remuneration of the members of the Board of Directors.

In this regard, it is recalled that, pursuant to Article 22 of the Articles of Association, the members of the Board of Directors are entitled to an annual remuneration, including in the form of profit-sharing or subscription rights, to be determined by the Shareholders' Meeting. The remuneration remains unchanged until otherwise resolved by the Shareholders' Meeting. The Shareholders' Meeting may establish an overall amount of remuneration for all Directors, including those vested with particular offices and to grant the Directors an indemnity for their end of office.

The remuneration of the Directors vested with particular offices in accordance with the Articles of Association is determined by the Board of Directors, having received the relevant opinion of the Board of Statutory Auditors, within the limits of the total amount, if any, determined by the Shareholders' Meeting. Directors are entitled to reimbursement of expenses incurred in the performance of their duties.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and on the benchmark analyses carried out by the latter on companies included in the FTSE MIB index and on the listed companies operating in the gaming sector, characterized by dimensions and a degree of complexity comparable to those of the Company, proposes to Shareholders to determine an overall remuneration for the Board of Directors, to be allocated among its members by the Board of Directors itself, equal to Euro 1,700,000.00 gross per year, in addition to the reimbursement of expenses incurred.

In the light of the above, with regards to the item 2.4 of the agenda, we submit for your approval the following

resolution proposal:

“With reference to item 2.4 of the agenda of the Ordinary Shareholders' Meeting of Lottomatica Group S.p.A,

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

resolves

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.”

ITEM 3

3. Appointment of the Board of Statutory Auditors.

3.1 Appointment of the members of the Board of Statutory Auditors;

3.2 Appointment of the Chairman of the Board of Statutory Auditors;

3.3 Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the Standing Auditors.

Dear Shareholders,

with the approval of the financial statements for the year ended 31 December 2025, the term of office of the Board of Statutory Auditors of Lottomatica, conferred by the Ordinary Shareholders' Meeting of the Company with a resolution dated 15 March 2023 (with effect from the date on which trading in the Company's ordinary shares commenced on Euronext Milan; i.e., 5 May 2023), expires. You are therefore called upon to appoint the new control body in line with the applicable law and by-laws provisions. In light of the foregoing, the main applicable provisions and the relevant by-laws clauses governing the composition, term of office and appointment procedures of the members of the Company's Board of Statutory Auditors are set out below.

3.1 Appointment of the members of the Board of Statutory Auditors

Pursuant to Article 24 of the Articles of Association, the Board of Statutory Auditors is made up of 3 (three) Standing Auditors and 2 (two) Alternate Auditors.

The powers, duties and term of office of the Statutory Auditors are those established by law. We also remind you that:

- all the members of the Board of Statutory Auditors must meet the independence requirements set out in Article 148, paragraph 3, of TUF. In this regard, it should also be noted that the Corporate Governance Code, to which the Company adheres, recommends that the control body have a composition suitable to ensure the independence and professionalism of its function and that all members of such control body meet the independence requirements provided for directors under Recommendation No. 7 of the Corporate Governance Code;
- in this regard, on 27 February 2023, the Board of Directors of Lottomatica, upon proposal of the Nomination and Remuneration Committee, approved the "*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*". Please refer to the information already provided in the Report under point 2.1.;
- the composition of the Board of Statutory Auditors must also comply with gender balance requirements pursuant to Article 148, paragraph 1-*bis*, of the TUF. With respect to the term of office of the new Board of Statutory Auditors, the less represented gender must obtain at least one-fifth of the elected members, rounded up to the next whole number, since the Law No. 160 of 27 December 2019, provides that "*the allocation criterion of at least two-fifths [...] shall apply from the first renewal of the administrative and control bodies of listed companies following the entry into force of this law, without prejudice to the allocation criterion of at least one-fifth [...], for the first renewal following the commencement of trading*". It is also recalled that Article 2, Recommendation 8, of the Corporate Governance Code prescribes that **at least one third** of the control body is composed of directors belonging to the less represented gender;
- without prejudice to the incompatibilities provided for by law, those who do not meet the integrity and professionalism requirements set out in Article 1, paragraph 2, letters (b) and (c) of Ministerial Decree No. 162 of 30 March 2000, and in the Articles of Association, may not be appointed as members of the Board of Statutory Auditors, and if appointed, shall forfeit their office (*decadono dall'incarico*). For the purposes of the application of the same decree and as provided for under Article 24.3 of the Articles of Association, matters strictly related to the Company's business activities shall be deemed to include those pertaining to the Company's business sectors, as well

as private law, administrative and tax law disciplines, economic and financial disciplines, and those relating to corporate economics, organization and corporate finance;

- since the Board of Statutory Auditors also acts as the "Internal Control and Audit Committee" pursuant to Article 19 of Legislative Decree No. 39/2010, the members of the Board of Statutory Auditors must collectively possess expertise in the sector in which the Company operates;
- furthermore, individuals who do not comply with the limits on the number of administrative and control positions, as established by the applicable laws and regulations (Articles 144-*duodecies* et seq. of the Regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**")), may not be appointed as members of the Board of Statutory Auditors;
- pursuant to applicable law, the Board of Statutory Auditors to be appointed shall remain in office for 3 (three) financial years, namely the financial years 2026-2027-2028, until the date of the Ordinary Shareholders' Meeting convened to approve the financial statements as of 31 December 2028.

Pursuant to Article 24 of the Articles of Association, the Board of Statutory Auditors shall be appointed based on the slates submitted by the Shareholders, on which candidates must be listed in sequential order and in a number not higher than the number of members that must be elected.

Below is a list of the main provisions regarding the slate voting mechanism for the appointment of the members of the Board of Statutory Auditors:

- each slate must contain two sections: one for the appointment of the Standing Auditors and another one for the appointment of the alternate Auditors. At least one candidate in each section must be registered in the register of auditors (*revisori contabili*) and have practiced statutory auditing for a period of not less than three years;
- in order to ensure compliance with the above-mentioned provisions in force from time to time on gender balance, slates with a number of candidates equal to, or greater than, 3 (three) shall contain candidates of both genders, in so far as provided for by the pro tempore regulations in force on gender balance;
- by virtue of the combined provisions of Article 24.6 of the Articles of Association and the Consob Executive Determination (*determinazione dirigenziale*) No. 155 of 27 January 2026, slates may be submitted by Shareholders who, individually or jointly, hold an interest of at least 1% of the share capital. In this regard, it should be noted that the ownership of the minimum shareholding required for the submission of slates is determined with reference to the shares registered in the name of the shareholder on the day the slates are filed with the Company;
- each Shareholder, as well as (i) shareholders belonging to the same group, by which is meant the controlling entity, including non-corporate, pursuant to Article 2359 of the Italian Civil Code and Article 93 of the TUF and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of the TUF, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable may submit, or participate in the submission of only one slate, under penalty of inadmissibility of the slate;
- each candidate may be listed only in one slate, under penalty of ineligibility;
- slates shall be accompanied by: (a) information regarding the identity of the shareholders who have submitted the slates, with an indication of the percentage of the overall shareholding held, it being understood that the certification showing the ownership of such shareholding may also be produced after the filing of the slates provided that it is within the deadline set for the publication of the slates by the Company; (b) a declaration of the shareholders who have submitted the lists other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of relations of connection, even indirect, pursuant to the Bylaws and the laws and regulations, including regulations, in force at the time (e.g., taking into account Consob Communication DEM/9017893 of 26 February 2009), with the latter; (c) exhaustive information on the personal and professional characteristics of the candidates, with an indication of the positions of administration

and control held in other companies, as well as by a declaration by the same candidates certifying that they possess the requirements, including those of honorability, professionalism, independence and relating to the accumulation of offices, provided for by the law, including regulations, in force at the time and by the Articles of Association (also for the purposes of Article 2400 of the Italian Civil Code); (d) a declaration with which each candidate accepts his/her candidacy; (e) any other or different declaration, information and/or document required by the law, including regulations, in force at the time;

- the minimum shareholding required for the submission of slates, in the amount indicated above, is determined with reference to the shares registered in the name of the relevant Shareholder on the day the slates are filed with the Company in the manner indicated above. The related certification proving the ownership of the minimum shareholding required for the submission of the slates must be provided together with the filing of the slates or, in any event, within the different deadline provided for by the applicable legislation for the publication of the slates, that is, at least 21 days before the date set for the Shareholders' Meeting in a single call (namely by Monday, 30 March 2026), by means of a communication issued by an intermediary authorised pursuant to applicable regulations.

Slates that do not comply with the above requirements shall be considered as not having been submitted.

For the purposes of submitting candidacies, Shareholders are invited to review: (i) the *"Guidelines of the Board of Statutory Auditors of Lottomatica Group S.p.A. to Shareholders on the quantitative and qualitative composition of the new Board of Statutory Auditors"*, approved by the Board of Statutory Auditors on 9 March 2026 and available on the Company's website (www.lottomaticagroup.com, section "Governance - Shareholders' Meeting"); (ii) the *"Diversity Policy of the Board of Statutory Auditors"*, approved by the Board of Statutory Auditors on 15 January 2024 and subsequently amended on 9 March 2026, available on the Company's website (www.lottomaticagroup.com, section "Governance - Documents and Procedures"); (iii) the *"Guidelines on the maximum number of offices that may be held by Directors and Statutory Auditors"*, approved by the Board of Directors on 27 February 2023 and available on the Company's website (www.lottomaticagroup.com, section "Governance - Documents and Procedures").

The slates of candidates (signed by the Shareholders submitting them) accompanied by the documentation required by law and by the Articles of Association, must be submitted by the Shareholder(s) no later than 25 days prior to the date set for the Shareholders' Meeting (i.e., **by Thursday, 26 March 2026**) in one of the following ways:

- transmission by **certified e-mail** to assemblealottomatica@legalmail.it by **11:59 p.m. of Thursday, 26 March 2026** together with a copy of a valid identity document of the shareholders who submitted them; or alternatively,
- **by hand delivery to the registered office** in Rome, Via degli Aldobrandeschi 300, by **6:00 p.m. of Thursday, 26 March 2026**.

The slates submitted will be made available to the public by the Company within 21 days before the date set for the Shareholders' Meeting on a single call (i.e., Monday 30 March 2026), together with the documentation filed with them, at the registered office in Rome, Via degli Aldobrandeschi 300, on the authorized storage mechanism 1info – accessible at www.1info.it, as well as on the Company's website www.lottomaticagroup.com ("*Governance – Shareholders' Meeting*" Section).

In the event that only one slate has been filed by the deadline for submitting slates (i.e., by Thursday, 26 March 2026) only one slate or only slates submitted by Shareholders who, based on the declaration provided under Article 24.7 (b) of the Articles of Association, are interrelated pursuant to Article 144-*quinquies*, paragraph 1, of the Issuers' Regulation, the deadline for the submission of the slates shall be extended until the third calendar day following such date. Specifically, the slates may be submitted:

- **by certified e-mail to the address** assemblealottomatica@legalmail.it by **11:59 p.m. of Sunday, 29 March 2026**, together with a copy of a valid identity document of the shareholders who submitted them; or alternatively

- **by hand delivery to the registered office** in Rome, Via degli Aldobrandeschi 300, by **6:00 p.m. of Sunday, 29 March 2026**.

In this case, the threshold for the submission of slates is reduced in half and thus to 0.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting.

For the appointment of the Board of Statutory Auditors, Article 24.10 of the Articles of Association shall apply:

- each person entitled to vote, as well as (i) shareholders belonging to the same group, by which is meant the controlling entity, including non-corporate, pursuant to Article 2359 of the Italian Civil Code and Article 93 of the TUF and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of the TUF, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable may vote for only one slate;
- at the end of the voting process, the candidates on the two slates that have obtained the highest number of votes shall be elected, according to the following criteria:
 - a) 2 (two) Standing Auditors and 1 (one) alternate Auditor shall be drawn, according to the sequential order in which they are listed, from the slate having obtained the highest number of votes during the Shareholders' Meeting;
 - b) the third Standing Auditor – who shall be appointed as the Chairman of the Board of Statutory Auditors – and the second alternate Auditor shall be drawn, according to the sequential order in which they are listed, from the slate having obtained the second highest number of votes in the Shareholders' Meeting and not being anyhow connected, not even indirectly, with the Shareholders who submitted or voted for the slate that received the highest number of votes. If more than one minority slate obtained an equal number of votes, the elected candidate, Standing Auditor and alternate Auditor, shall be the most senior in age;
 - c) if only one slate is submitted, the entire Board of Statutory Auditors shall be drawn from that slate, provided that it obtained the approval by simple majority of votes;
- if the above methods do not ensure the composition of the Board of Statutory Auditors, in its effective members, in accordance with the regulations applicable from time to time concerning the balance between genders, the necessary replacements will be made, within the candidates for the office of Standing Auditor of the slate that obtained the highest number of votes, according to the progressive order with which the candidates are listed.

Having regard to the foregoing, with reference to item 3.1 on the agenda, the Shareholders are invited to vote for one of the slates submitted and published in accordance with the applicable laws and the Articles of Association.

3.2 Appointment of the Chairman of the Board of Statutory Auditors

Concurrently with the election of the members of the Board of Statutory Auditors, the Shareholders' Meeting shall also appoint the Chairman of the Board of Statutory Auditors pursuant to Article 24 of the Articles of Association. In particular, in accordance with Article 24.15 of the Articles of Association, the chairmanship of the Board of Statutory Auditors shall remain in the hands of the Standing Auditor presented by the slate that came second in terms of number of votes obtained ("minority slate") and the composition of the Board of Statutory Auditors shall comply with the *pro tempore* regulations in force concerning the balance between genders. If only one slate is submitted, the Chairman of the Board of Statutory Auditors is drawn from it, provided that it has obtained the approval of a simple majority of votes.

In light of the above, we submit for your approval the following

resolution proposal:

“With reference to the item 3.2 on the agenda, 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 Company’s Articles of Association*

resolves

to appoint as the Chairman of the Board of Statutory Auditors the Standing Auditor named in the minority slate that obtained the highest number of votes.”

If, for any reason, no minority slates have been submitted, Shareholders are invited to appoint as Chairman of the Board of Statutory Auditors the candidate proposed by the slate that has obtained the approval of a simple majority of the votes.

3.3 Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the Standing Auditors

The Shareholders are also called upon to determine the annual remuneration of the members of the Board of Statutory Auditors for their entire office pursuant to Article 2402 of the Italian Civil Code. They shall be entitled to the reimbursement of the expenses incurred in the performance of their office.

In particular, the Board of Directors, without prejudice to the Shareholders’ right to submit additional or different resolution proposals, proposes – based on the recommendations of the Nomination and Remuneration Committee and on the benchmark analyses conducted by the latter on companies listed on the FTSE MIB index and companies operating in the gaming sector, characterized by size and level of complexity comparable to those of the Company – to grant the Chairman of the Board of Statutory Auditors and each Standing Auditor a remuneration equal to, respectively, Euro 85,000 and Euro 75,000, in addition to the reimbursement of expenses incurred.

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

resolution proposal:

“With reference to the item 3.3. on the agenda, the Ordinary Shareholders’ Meeting of Lottomatica Group S.p.A,

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

resolves

to determine the gross annual remuneration of the Chairman of the Board of Statutory Auditors and of each Standing Auditor, respectively, Euro 85,000 and Euro 75,000, in addition to the reimbursement of the expenses incurred.”

ITEM 4

4. Proposal to delegate the Board of Directors with the powers to implement a share buyback program and dispose of the purchased treasury shares, subject to the revocation of the prior authorisation approved by the Shareholders' Meeting on 30 April 2025 for the part, if any, not yet executed; inherent and consequent resolutions.

Dear Shareholders,

this report (the "**Report**") is provided pursuant to Article 125-ter of TUF and Article 73 of Issuers' Regulation, and in accordance with Annex 3A - Schedule 4, of the Issuers' Regulation.

The Board of Directors of Lottomatica has called this ordinary Shareholders' Meeting to discuss and resolve upon the proposal of revocation of the authorisation to implement a share buyback approved by the Shareholders' Meeting on 30 April 2025, limited to the not yet executed part, and to propose to resolve upon the granting of a new authorization for the purchase and the potential subsequent disposal of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of the TUF and in compliance with the provisions of Article 5 of EU Regulation 596/2014 (the "**MAR Regulation**") and Delegated Regulation (EU) no. 1052 of the 8 March 2016, related to the conditions applicable to the purchase of treasury shares and to stabilisation measures (the "**Delegated Regulation**"), as well as recognized market practices.

Please note that at the Ordinary Shareholders' Meeting of the Company held on 30 April 2025, an authorization was granted for (i) the purchase of treasury shares up to a maximum limit of 10% of the share capital to be carried out, also in several tranches, within 18 months from the date of approval by the said Shareholders' Meeting, as well as (ii) the disposal and/or use of treasury shares in the portfolio or that may have been acquired, without time limits (the "**2025 Resolution**"). Based on the 2025 Resolution, as of 2 March 2026 (i.e., the date of approval of this Report), the Company has acquired no. 15.614.504 treasury shares, equal to 6.205% of the share capital. In view of the approaching of the expiry of the term provided for under the 2025 Resolution and the continuing relevance of the objectives that will be recalled below, the Board of Directors considers it appropriate that the Shareholders' Meeting first revoke the authorization granted on 30 April 2025 for the part not yet carried out, before approving a new authorization for a period of 18 months starting from the date of the relevant shareholders' resolution. Therefore, it is proposed to revoke the authorization to purchase treasury shares resolved by the Shareholders' Meeting on 30 April 2025 for the part not yet carried out and to authorize the Board of Directors to purchase and dispose of the Company's ordinary shares under the terms set out in this Report, prepared pursuant to and for the purposes of Article 125-ter of the TUF, Article 73 and Annex 3A, Schedule no. 4, of the Issuers' Regulations.

The contents of the new authorization are substantially in line with those already envisaged by the 2025 Resolution, in terms of the purchase and authorization to dispose of both the treasury shares already in the portfolio and those that may be purchased under the authorization to purchase and dispose of treasury shares submitted for approval by the Shareholders' Meeting.

This Report is made available to the public at the Company's registered office, on the Company's website www.lottomaticagroup.com ("**Governance - Shareholders' Meetings**" Section) and available at the centralized storage mechanism authorized by Consob 1info (available at www.1info.it).

Reasons why authorization to purchase and dispose of treasury shares is required

The Board of Directors still considers the reasons already outlined in the context of the 2025 Resolution to be valid. Indeed, the request for authorization to purchase and dispose of treasury shares referred to in this Report is part of the initiatives outlined by the Board of Directors in light of the Company's performance and cash flow generation, while continuing to support its financial policy and any M&A opportunities, in compliance with Articles 2357 et seq. of the Italian Civil Code, Article 132 of the TUF, and of the applicable provisions of the MAR Regulation, the Delegated Regulation, as well as market practices allowed from time to time. In particular, the Board of Directors is asking to receive a delegation of powers to carry out, within 18 months of obtaining such a delegation, the purchase of treasury shares (so-called buyback program) to cover commitments arising from the stock options plans from time to time in place (including the need to sustain the strike price of the options and/or any tax charges), it

being understood that, should opportunities arise for potential acquisitions or other projects capable of ensuring attractive returns for the Company that require the use of the Company's cash, the buyback programme may be interrupted or reduced.

It shall be noted that the Board of Directors is also submitting to the Shareholders' Meeting, convened in extraordinary session, a proposal to cancel the treasury shares that will be purchased, directly or indirectly, under the buyback program, except for the number of shares that may be necessary to cover commitments arising from the Stock Options Plans from time to time in place or to be used in connection with extraordinary transactions, such as M&A transactions. For further information on the proposed cancellation of treasury shares, please refer to the Board of Directors' report under item 1 on the extraordinary session of the agenda.

Consistent with the foregoing and with the aim of still giving the Board of Directors the appropriate flexibility for the period of the authorization, the request for authorization to purchase and dispose of treasury shares submitted to the Shareholders' Meeting is intended to provide the Company with an effective tool that will enable it to:

- (i) seize opportunities for value creation as well as efficient use of liquidity in relation to market trends;
- (ii) carry out activities to support market liquidity, optimize capital structure, and remunerate shareholders in particular market situations, all within the limits set by current regulations;
- (iii) intervene, in compliance with current regulations and through intermediaries to regularize trading and price trends in the face of distorting phenomena related to excessive volatility or a lack of liquidity in trades;
- (iv) have a portfolio of treasury shares to be used, if necessary, to service any extraordinary transactions, including by way of example, acquisitions, mergers, capital transactions or financing transactions involving the assignment or disposition of treasury shares;
- (v) have treasury shares to service existing and future equity incentive plans reserved for Directors and/or managers of the Company or companies belonging to its Group;

and, in any case, pursue the purposes permitted by the applicable regulatory provisions, including those covered by the MAR Regulation, as well as, where applicable, market practices permitted by CONSOB; it being understood that when the reasons for the purchase cease to exist, the treasury shares purchased in execution of this authorization may be used for one of the other purposes indicated above.

It should be noted that the request for the authorization also includes the power of the Board of Directors to carry out repeated and successive transactions for the purchase and sale (or other acts of disposal) of treasury shares, including on a revolving basis, even for portions of the maximum authorized amount, so that, at any time, the number of shares subject to the proposed purchase and held by the Company and, if applicable, by its subsidiaries, does not exceed the limits set by law and by the authorization of the Shareholders' Meeting, and in any case such purchases are carried out in compliance with the applicable provisions of the TUF, the Issuers' Regulation, the MAR Regulation, the Delegated Regulation, and the market practices allowed from time to time.

Maximum number, category and nominal value of shares to which the authorization refers

Authorization is requested for the purchase, even in several tranches, of Lottomatica ordinary shares, with no nominal value and listed on Euronext Milan, organized and managed by Borsa Italiana S.p.A., for a maximum number that is not higher than 12,5% of the Company's total shares in circulation from time to time, in compliance with the provisions of Article 2357, paragraph 3, of the Italian Civil Code.

Except with regard to the proposed cancellation of Lottomatica's treasury shares, for which please refer to the report of the Board of Directors under item 1 on the extraordinary part of the agenda, the authorization also includes, in addition, the power to subsequently dispose of (in whole or in part, and even in more than one occasions) the shares in the portfolio, even before having exhausted the maximum amount of shares that can be purchased and, if necessary, to repurchase the shares themselves to such an extent that the treasury shares held by the Company and, if applicable, by its subsidiaries, do not exceed the limit established by the authorization. Notwithstanding the foregoing, it

should be noted that in implementing the share buyback and disposition program, following any authorization by the Shareholders' Meeting, the Board of Directors shall take into account the Company's contractual commitments in force from time to time.

Useful information for the purpose of a full assessment of compliance with the provision of Article 2357, paragraph 3, of the Italian Civil Code

As of the date of this Report (2 March 2026), the share capital of Lottomatica is €10,000,000.00, fully subscribed and paid up, divided into 251,630,412 ordinary shares, with no nominal value. It should also be noted that, as of the date of the approval of this Report (2 March 2026), the Company holds an amount of 15.614.504 treasury shares, purchased under the share buyback program authorized by the Company's Shareholders' Meeting dated 30 April 2025 and still ongoing. The above is without prejudice to what is discussed under the first item of the agenda of the extraordinary meeting related to the cancellation of the treasury shares.

The purchase authorization that is the subject of your authorization complies with the limit provided for in Article 2357, paragraph 3, of the Italian Civil Code, since it concerns a maximum number of shares within the limit provided for in the relevant article (*i.e.*, one-fifth of the share capital, which, in the case of shares with no nominal value, must be assessed with respect to the total number of shares issued by the Company), it being understood that the Company will ensure the respect of the limits established by the above-mentioned Article 2357, paragraph 3, of the Italian Civil Code, taking into account the transactions in treasury shares carried out from time to time. Compliance with the aforementioned limits must be verified prior to the commencement of each share buyback transaction.

Time period for which the authorization is requested

Authorization for the purchase of treasury shares is requested for the maximum term allowed by Article 2357, paragraph 2, of the Italian Civil Code, and thus for a period of 18 months from the date on which the Shareholders' Meeting adopts the relevant authorization resolution.

Authorization for the disposal, transfer and/or use of treasury shares is requested without time limits, giving the opportunity to make use of the maximum flexibility, also in terms of timing, to dispose of the shares.

The Company can carry out said authorized transactions in whole or in part, in one or more tranches and at any time, in compliance with the applicable Italian and European laws and regulations in force from time to time.

Objective criteria on the basis of which the minimum and maximum consideration for the purchase and/or disposition of treasury shares will be determined

The request of authorization provides for that:

- (i) the purchase will be executed at a price that will be identified by the Board of Directors on a case-by-case basis, having regard to the method chosen to carry out the transaction and in compliance with the applicable legal and regulatory requirements, as well as, where applicable, the admitted market practices in force from time to time, it being understood that such price shall not diverge downwards or upwards by more than 20% from the official price registered by the Company's shares in the stock exchange session, on the day prior to the execution of each individual transaction, subject to the application of the terms and conditions referred to in Article 5 of the MAR Regulation and Article 3 of the Delegated Regulation;
- (ii) the transfer and the other acts of disposal of treasury shares held in portfolio will be carried out pursuant to the terms and conditions determined from time to time by the Board of Directors, according to the parameter set out under point (i) above, without prejudice, in any case, to the compliance with the limits possibly set out by the regulations in force and, if applicable, the admitted market practice in force from time to time.

Modalities through which purchases and disposals will be carried out

The purchase transactions which are the subject of your authorization will be carried out (in one or more transactions) in accordance with the procedures regulated by Article 132 of the TUF, Article 144-*bis* of the Issuers' Regulation, Article 5 of MAR Regulation and the related implementing provisions.

In particular, it is proposed to carry out the purchases according to one of the procedures set out by Article 144-*bis*, paragraph 1, letters b), c), d), d-*ter*), and paragraph 1-*bis*, of the Issuers' Regulation.

With reference to the acts of disposal, the Board proposes that they can be carried out at any time, in whole or in part, including before having completed the purchases, by any means deemed appropriate in the interest of the Company, on Euronext Milan or multilateral trading facilities or any other mean deemed appropriate for the purpose of meeting the objectives pursued and, in any case, in compliance with the applicable laws and regulations.

The shares servicing the share incentive plans will be allocated according to the procedures and the terms provided for by the regulations of the relevant plans in force from time to time.

It shall be noted that, in accordance with Article 132, paragraph 3, of the TUF, the operating procedures set forth in Articles 132 of the TUF and 144-*bis* of the Issuers' Regulations do not apply to purchases of treasury shares held by employees of the Company or its subsidiaries and assigned or subscribed to in accordance with Articles 2349 and 2441, paragraph 8, of the Italian Civil Code or resulting from remuneration plans approved under Article 114-*bis* of the TUF.

Cancellation without reduction of the share capital

Concurrently, the Board of Directors submits to the extraordinary Shareholders' Meeting the proposal for the cancellation of any treasury shares purchased directly or indirectly in execution of authorizations by the Shareholder Meetings, with the exception of shares which are necessary to fulfil commitments arising from existing stock options plans (including any need to cover the strike price of the options and/or any tax charges) or to be used in the context of extraordinary transactions, such as M&A transactions, with the clarification that the cancellation may be carried out, even in more than one transaction, without a nominal reduction of the share capital, in view of the absence of nominal value of the Company's shares.

For further information regarding the cancellation of shares, please refer to the Board of Directors' Report under item 1 on the extraordinary session of the agenda.

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

resolution proposal:

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

- *having examined the Board of Directors' Report, drawn up in accordance with Article 125-ter TUF and Article 73 of Issuers' Regulation, as well as in accordance with Annex 3A - Schedule 4, of said Regulation, and the proposals contained therein*

resolves

1. *to revoke, with effect as of today and solely for the part not yet executed, the previous resolution authorizing the purchase of treasury shares adopted on 30 April 2025, without prejudice to the continued validity of the related authorization for the future disposal of the treasury shares already acquired by the Company;*
2. *to authorize pursuant to and in compliance with Articles 2357 et seq. of the Italian Civil Code and Article 132 of TUF, the purchase of treasury shares of the Company, on one or more tranches, directly or indirectly, even on a revolving basis, up to a maximum number that does not exceed a total of 12.5% of the total number of shares of the Company's total shares in circulation from time to time, for the maximum period permitted by law (currently set at 18 months starting from the date of this Shareholders' Meeting), within the limits of distributable profits and available reserves*

resulting from the latest approved financial statements at the time each transaction is carried out, and in any case, to the extent that at any time the total value of the treasury shares held by the Company never exceeds one fifth of the share capital, taking into account also any shares held by subsidiaries;

- 3. to provide that the authorization under resolution no. 2 can be used for the purpose of remunerating the shareholders of the Company, in light of its performance and cash flow generation, while continuing to support its financial policy and any M&A opportunities, as described in this Board of Directors' Report;*
- 4. to authorize the disposal, at any time, without time limits, in whole or in part, including before having completed the purchases, of the purchased treasury shares, for the same purposes under resolution no. 3 and within the applicable limits;*
- 5. to establish that the purchases and disposals shall be carried out at a price to be identified by the Board of Directors on a case-by-case basis, having regard to the method chosen to carry out the relevant transaction, in compliance with any applicable regulatory provisions and, where applicable, with the admitted market practices in force from time to time, it being understood that such price shall not diverge downwards or upwards by more than 20% from the official price registered by the Company's shares in the stock exchange session on the day prior to the execution of each individual transaction;*
- 6. to grant the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, severally, with the authority to sub-delegate, with all broad powers necessary or appropriate to perform the purchases of treasury shares, as well as for the performance of transfers, disposals and/or utilizations of all or part of the purchased treasury shares and in any case to implement the above resolutions, including through attorneys-in-fact, also approving and carrying out each and any action implementing the relevant purchase programs and in compliance with the requirements of the applicable laws and regulations and the competent Authorities."*

ITEM 5

5. Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58/1998.

5.1 Binding resolution on the first section on remuneration policy drafted pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58/1998.

5.2 Non-binding resolution on the second section on compensation paid drafted pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58/1998.

Dear Shareholders,

Pursuant to Article 123-ter of the TUF and Article 84-quater of Issuers' Regulation, the Company's Board of Directors, upon proposal of the Nomination and Remuneration Committee, prepared the "Report on the Remuneration Policy and Compensation Paid - Year 2025" (the "**Report**"). This Report will be made available to the public within the legal terms at the Company's registered office, on the central storage mechanism authorised by Consob called "1Info" – accessible at www.1info.it, as well as on the Company's website ("*Governance - Shareholders' Meeting*" section).

Pursuant to Article 123-ter, paragraph 3-bis, of the TUF, the Shareholders' Meeting is called upon, at the frequency required by the policy and, in any case, at least every three years or on the occasion of amendments to the policy, to resolve in favour or against upon 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 executives with strategic responsibilities with reference at least to 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, paragraph 6, of the TUF, the Shareholders' Meeting is called upon annually to resolve, in favour 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 financial year 2025 to Directors, Statutory Auditors, General Managers, as well as, in aggregate form, to the other executives with strategic responsibilities. The resolution is not binding.

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

resolution proposal:

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

- *having regard to Articles 123-ter of TUF and 84-quater of the Issuers' Regulation;*
- *having acknowledged the Report on Remuneration Policy and Compensation Paid prepared by the Board of Directors*

resolves

1. *to approve the first section of the "Report on Remuneration Policy and Compensation Paid", prepared by the Board of Directors pursuant to Article 123-ter, paragraph 3, of the TUF;*
2. *to express a favourable opinion on the second section of the "Report on Remuneration Policy and Compensation Paid", prepared by the Board of Directors pursuant to Article 123-ter, paragraph 4, of the TUF."*

ITEM 6

6. Adoption of the “2026-2028 Stock Options Plan” pursuant to Article 114-bis of the Legislative Decree No. 58/1998; inherent and consequent resolutions.

Dear Shareholders,

with reference to the present item on the agenda you have been convened – in accordance with the provisions of Article 114-bis of TUF – to discuss and resolve on the proposal to adopt a long term in stock option incentive plan for the period 2026-2028 named “**2026-2028 Stock Options Plan**” (the “**Plan**” or “**2026-2028 Stock Options Plan**”).

The Plan, reserved for the executive directors, Executives with Strategic Responsibilities, and other key employees with relevant responsibilities (the “**Beneficiaries**”) of Lottomatica Group S.p.A. (the “**Company**”) and of the companies directly or indirectly controlled by it pursuant to Article 2359 of the Italian Civil Code (the “**Subsidiaries**” and, together with the Company, the “**Group**”), will be implemented through the assignment of options. The Plan provides for the delivery to the Beneficiaries of a maximum number of 8.8 million shares as a result of the exercise of the options.

To service the Plan, treasury shares of the Company purchased pursuant to the authorisation granted from time to time by the Shareholders' Meeting under Article 2357 of the Italian Civil Code will be used, as well as newly issued shares resulting from share capital increases, with exclusion of pre-emptive rights.

The structure of the 2026-2028 Stock Options Plan has been defined by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, as its meeting held on 2 March 2026.

The 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, that 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 centralized storage mechanism authorized by Consob known as “1Info” - at www.1info.it.

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

resolution proposal:

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

- *having examined 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, pursuant to and for the purposes of Article 114-bis of the TUF, and agreeing with the related rationale, the 2026–2028 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 8.8 million ordinary shares of “Lottomatica Group S.p.A.”;*
2. *to grant the Board of Directors and, on its behalf, the Chairman of the Board of Directors and the Chief Executive Officer, 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.”

EXTRAORDINARY SESSION

ITEM 1

1. Cancellation of treasury shares with no reduction of the share capital; consequent amendment to Article 5 of the Articles of Association; inherent and consequent resolutions.

Dear Shareholders,

we have convened you in the extraordinary session to resolve upon the proposal to cancel the treasury shares of Lottomatica Group S.p.A. ("**Lottomatica Group**", "**Lottomatica**" or the "**Company**"), held from time to time by the Company pursuant to a shareholders' resolution authorizing the purchase, to be carried out with no reduction of the share capital, with the consequent amendment of Article 5 of the Articles of Association, and granting appropriate powers to implement both decisions.

Cancellation treasury shares with no share capital reduction

The cancellation concerns all treasury shares, held from time to time by the Company pursuant to a specific shareholders' meeting authorization, up to a maximum number of Lottomatica shares not exceeding, in aggregate, 20% of the total number of the Company's shares outstanding from time to time. The proposed cancellation is consistent with the purposes of the purchase transaction. However, the cancellation shall not concern the treasury shares that may be purchased, directly or indirectly, and held by the Company pursuant to the authorisation granted by the Shareholders' Meeting in the ordinary session, in the number that may be necessary to fulfil commitments arising from existing stock options plans or to be used in the context of extraordinary transactions, such as M&A transactions. For more information on this, please refer to the aforementioned report.

The cancellation will be carried out without any reduction in nominal share capital; considering that the shares representing the Company's share capital have no nominal value, the number of existing shares will be reduced. It should be noted that from an accounting point of view, the cancellation of treasury shares will have no effect on the economic results and will not cause changes in the overall value of net assets, although it will change its composition.

The cancellation - for the actual implementation of which it is proposed to grant appropriate delegation of powers to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, also severally between them - may also be executed in more than one transaction, even before the maximum number of shares authorized has been purchased and in any case no later than 24 months after this resolution.

The Company will notify the market of transactions involving the cancellation of treasury shares in accordance with applicable laws and regulations in force from time to time and will update the Articles of Association and notify the new composition of the share capital.

Consequent amendment of Article 5 of the Articles of Association

The cancellation of the treasury shares will result in the amendment of Article 5 of the Articles of Association in the part where the same indicates the number of shares into which the share capital is divided. To this end, it is proposed to grant appropriate delegation to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally, to update paragraph 1 of that Article by reducing the number of shares indicated therein by a number corresponding to the shares that will actually be cancelled in implementation of the above.

Proposed amendment to the Articles of Association

The amendment to the Articles of Association submitted for approval by the Shareholders' Meeting consists of the substitution of a final paragraph of the current Article 5 of the Articles of Association as illustrated in the synoptic table below. This paragraph will subsequently be repealed once the cancellation operations have been completed by virtue of a further delegation proposed to the Shareholders' Meeting to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally.

CURRENT TEXT	PROPOSED AMENDMENT
ART. 5	ART. 5
i. The Company's share capital is equal to Euro 10,000,000.00, represented by no. 251,630,412 ordinary shares with no par value (the "Ordinary Shares"). The Ordinary Shares are subject to the dematerialization regime and are registered into the centralized management system for financial instruments pursuant to applicable laws and regulations.	(unchanged)
ii. The Company's share capital may also be increased by a Shareholders' Meeting resolution, including through the issuance of shares having rights different from those attributed to Ordinary Shares, and through contributions other than cash and through offsetting of liquid and enforceable debts owed to the Company, in accordance with and within the limits permitted by law.	(unchanged)
iii. In resolutions to increase share capital against payment, preemptive rights may be excluded up to a maximum of 10% of the Company's pre-existing share capital, pursuant to and in compliance with Article 2441(4) of the Italian Civil Code.	(unchanged)
iv. The Extraordinary Shareholders' Meeting may grant to directors the authority to increase one or more times the share capital pursuant to and in compliance with Article 2443 of the Italian Civil Code.	(unchanged)
v. The Extraordinary Shareholders' Meeting of 28 March 2023 resolved to grant the Board of Directors, effective as of the date of the start of trading of the Company's shares on Euronext Milan, pursuant to Article 2443 of the Italian Civil Code, for the period of 5 (five) years from the date of said resolution, the power to increase the share capital, on a divisible basis and against payment, including in several tranches, to serve share-based incentive plans, for a maximum amount in any case not exceeding 5% of the share capital (including share premium), by issuing ordinary shares with no par value, having the same characteristics as those in circulation, with regular rights and with the exclusion of option rights pursuant to Article 2441 (5) and (8) of the Civil Code, at an issue value equal to the accounting pare value of the Ordinary Shares on the date of execution of this proxy.	(unchanged)
vi. The Extraordinary Shareholders' Meeting may resolve, pursuant to and in compliance with	(unchanged)

Article 2349(1) of the Italian Civil Code, to allocate profits to the employees of the Company or its subsidiaries, through the issuance of special classes of shares, and to grant financial instruments, other than shares, to the employees of the Company or its subsidiaries in accordance with Article 2349(2) of the Italian Civil Code.	
vii. Ordinary Shares are indivisible, freely transferable and confer on their holders equal rights. Specifically, each Ordinary Share entitles the holder to one vote at ordinary and extraordinary Shareholders' Meetings of the Company as well as other economic and administrative rights pursuant to the Bylaws and the law.	(unchanged)
viii. Status as a Shareholder constitutes per se acceptance of these Bylaws.	(unchanged)
ix. The Shareholders' domicile for service vis-à-vis the Company is, for all legal purposes, the domicile indicated in the Shareholders' Ledger.	(unchanged)
x. The Extraordinary Shareholders' Meeting of 30 April 2025 approved the cancellation of the treasury shares that may be purchased pursuant to the authorisation to purchase treasury shares granted by the Ordinary Shareholders' Meeting held on the same date, up to a maximum number of Lottomatica shares not higher than 10% of the total number of Company's total shares in circulation time by time, delegating powers to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally, to implement such cancellation, in one or more transactions, in any case no later than 24 months after the abovementioned resolution, and with the exception of shares that are necessary to fulfil commitments arising from existing stock option plans or to be used in the context of extraordinary transactions, such as M&A transactions; to amend accordingly the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those actually cancelled, and to proceed, once the cancellation operations have been completed, to repeal this paragraph.	x. The Extraordinary Shareholders' Meeting of 20 April 2026 approved the cancellation of the treasury shares, held from time to time by the Company pursuant to Shareholders' Meeting specific authorisation, up to a maximum number of Lottomatica shares not higher than 20% of the total number of Company's total shares in circulation from time to time, delegating powers to the Board of Directors, and, on its behalf, to the Chairman and the Chief Executive Officer, also severally, to implement such cancellation, in one or more transactions, in any case no later than 24 months after the abovementioned resolution, and with the exception of shares that are necessary to fulfil commitments arising from existing stock options plans (including any need to cover the strike price of the options and/or any related tax liabilities) or to be used in the context of extraordinary transactions, such as M&A transactions; as well as to amend accordingly the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those actually cancelled, and to proceed, once the cancellation operations have been completed, to repeal this paragraph.

It should be noted that the proposed amendment to the Articles of Association does not entitle shareholders to exercise their withdrawal right under Article 2437 of the Italian Civil Code.

In light of the foregoing, assuming that the Shareholders' Meeting approves the authorization to purchase the Company's treasury shares under item 4 on the agenda in ordinary session, the Board of Directors submits for your approval the following

resolution proposal:

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

- *having examined the report of the Board of Directors;*
- *having regard to the text of the Articles of Association currently in force*

resolves

1. *to cancel any Lottomatica shares, held from time to time by the Company pursuant to a specific authorization of the shareholders' meeting, up to a maximum number of Lottomatica shares not higher than 20% of the total number of Company's total shares outstanding from time to time, with the exception of shares which are necessary to fulfil commitments arising from time to time existing stock options plans (including any need to cover the strike price of the options and/or any applicable tax charges) or to be used in the context of extraordinary transactions, such as M&A transactions, and to this end to delegate powers to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, jointly and severally, to (i) determine the actual number of treasury shares subject to cancellation in accordance with the purposes set forth in the illustrative report of the Board of Directors and (ii) to proceed with the relevant cancellation in one or more acts in any case no later than 24 months after this resolution, and to take any and all actions necessary or appropriate for this purpose;*
2. *to proceed with the above-mentioned cancellation with no share capital reduction;*
3. *to approve as of now, once the cancellation transactions of treasury shares referred to in points 1 and 2 above have been completed, the amendment of Article 5, paragraph 1, of the Articles of Association in the part relating to the number of shares into which the share capital of Lottomatica Group S.p.A. is divided, indicating in the same paragraph the number of shares that will actually exist as a result of the implementation of each cancellation, and to grant for this purpose the powers to the Board of Directors, and, on its behalf, the Chairman and the Chief Executive Officer, also severally, to amend the aforementioned provision of the Articles of Association by updating the number of such shares and to perform any necessary or appropriate act in this regard;*
4. *to substitute, as a result of the above resolutions, the last paragraph of Article 5 of the Articles of Association having the following wording:*

The Extraordinary Shareholders' Meeting of 20 April 2026 approved the cancellation of the treasury shares, held from time to time by the Company pursuant to Shareholders' Meeting specific authorisation, up to a maximum number of Lottomatica shares not higher than 20% of the total number of Company's total shares in circulation from time to time, delegating powers to the Board of Directors, and, on its behalf, to the Chairman and the Chief Executive Officer, also severally, to implement such cancellation, in one or more transactions, in any case no later than 24 months after the abovementioned resolution, and with the exception of shares that are necessary to fulfil commitments arising from existing stock options plans (including any need to cover the strike price of the options and/or any related tax liabilities) or to be used in the context of extraordinary transactions, such as M&A transactions; as well as to amend accordingly the number of shares indicated in paragraph 1 of this article, reducing it by a number of shares equal to those actually cancelled, and to proceed, once the cancellation operations have been completed, to repeal this paragraph.
5. *to grant to the Board of Directors, and, on its behalf, to the Chairman and the Chief Executive Officer, also severally, to proceed, once the cancellation operations referred to in points 1 and 2 have been completed, to repeal the aforementioned last paragraph of Article 5 of the Articles of Association;*
6. *to grant the Board of Directors, and, on its behalf, to the Chairman and the Chief Executive Officer, jointly and severally, with all appropriate powers to: (i) implement the above resolutions in accordance with the law; (ii) accept or introduce into the same any amendments or additions (that do not alter the substance of the resolutions adopted) that may be required for registration in the*

Companies Register or by the relevant Authorities or necessary and/or appropriate for the implementation of laws and regulations; (iii) provide for the filing and registration, in accordance with the law, with an explicit, anticipated declaration of approval and ratification, of the resolutions adopted and the text of the Articles of Association updated as per the above.”

LOTTOMatica

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