

LOTTOMatica

Q&A

SHAREHOLDERS' MEETING
23 NOVEMBER 2026

DEFINITIONS

- **Shareholders' Meeting:** means the shareholders' meeting of the Company (as defined below), most recently convened on single call for 23 November 2026 at 12:00 noon.
- **Share:** means an ordinary share representing the share capital of the Company.
- **Shareholder:** means a shareholder of the Company.
- **Italian Civil Code:** means Royal Decree No. 262 of 16 March 1942, as subsequently amended and supplemented.
- **Merger:** means the cross-border merger by incorporation of CIRSA Enterprises S.A. into Lottomatica Group S.p.A., governed by the Common Draft Terms of Merger.
- **Group:** means the Company and the other companies controlled by it.
- **Designated Representative:** means Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145.
- **Record Date:** means the seventh trading day preceding the date of the Shareholders' Meeting (i.e., 12 November 2026).
- **Issuers' Regulation:** means the regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented.
- **Company:** means Lottomatica Group S.p.A.
- **Articles of Association:** means the Company's Articles of Association, as currently in force, available on the Company's website at www.lottomaticagroup.com, section "Governance - Documents and Procedures".
- **Consolidated Law on Finance:** means Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented.

1. WHERE AND WHEN WAS THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING PUBLISHED?

The notice of call of the Shareholders' Meeting of 23 November 2026 was published on the Company's website and on the authorised storage mechanism www.1info.it on 8 October 2026, and an extract thereof was published in the newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*" on 9 October 2026.

2. WHY WAS AN EXTRACT OF THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING PUBLISHED IN THE NEWSPAPER?

Pursuant to the applicable legislation (Article 125-*bis*, paragraph 1, of the Consolidated Law on Finance), an extract of the notice of call of the Shareholders' Meeting must be published in at least one national daily newspaper.

The full version of the notice of call – as provided for by Article 125-*bis* of the Consolidated Law on Finance – was published on the Company's website and on the authorised storage mechanism www.1info.it on 8 October 2026.

3. WHERE AND WHEN ARE THE REPORTS ON THE ITEMS ON THE AGENDA AND THE ADDITIONAL DOCUMENTATION PREPARED FOR THE SHAREHOLDERS' MEETING MADE AVAILABLE TO THE PUBLIC?

The documentation prepared for the Shareholders' Meeting, including the explanatory reports on the items on the agenda drawn up pursuant to Article 125-*ter* of the Consolidated Law on Finance, is made available to the public within the time limits prescribed by the applicable legislation (in particular, the Directors' explanatory reports were made available at the same time as the publication of the notice of call, i.e., on **8 October 2026**) on the Company's website (www.lottomaticagroup.com, section "Governance - Shareholders' Meeting") and on the 1Info authorised storage mechanism www.1info.it. Such documentation is also available at the Company's registered office in Rome, Via degli Aldobrandeschi 300 (on business days, Monday to Friday, from 9:00 a.m. to 1:00 p.m. and from 3:00 p.m. to 5:00 p.m., at the Legal Department).

4. WHY HAS THE SHAREHOLDERS' MEETING BEEN CONVENED ON SINGLE CALL? WHAT QUORUMS APPLY TO A SHAREHOLDERS' MEETING CONVENED ON SINGLE CALL?

Article 8 of the Articles of Association, in implementation of Article 2369, paragraph 1, of the Italian Civil Code, provides that ordinary and extraordinary shareholders' meetings shall, as a rule, be held on single call.

With regard to the quorums applicable to the Shareholders' Meeting, the aforementioned Article 2369, paragraph 1, of the Italian Civil Code provides that, where the meeting is convened on single call, no constitutive quorum is required for the valid constitution of the ordinary shareholders' meeting, while the resolution-passing quorum is represented by an absolute majority of those voting (the majorities set forth in Article 2369, paragraphs 3 and 4, and Article 2368, paragraph 1, second sentence, of the Italian Civil Code apply to the ordinary shareholders' meeting).

For the extraordinary shareholders' meeting, Article 2369, paragraph 1, of the Italian Civil Code provides that the quorums set forth in paragraph 7 of the same article shall apply, namely:

- (i) a constitutive quorum equal to one-fifth of the share capital;
- (ii) a resolution-passing quorum equal to two-thirds of the share capital represented at the Shareholders' Meeting.

5. WHY HAS THE SHAREHOLDERS' MEETING ALSO BEEN CONVENED IN EXTRAORDINARY SESSION?

The Shareholders' Meeting has also been convened in extraordinary session pursuant to Article 2365 of the Italian Civil Code because the items on the agenda include the approval of the common draft terms of merger relating to the cross-border merger by incorporation of CIRSA Enterprises S.A. into Lottomatica Group S.p.A. (the "**Merger**").

6. HOW WILL THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING BE HELD?

The Extraordinary and Ordinary Shareholders' Meeting will be held exclusively by means of telecommunications. Pursuant to Article 125-*bis.1* of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the "Consolidated Law on Finance"), the regulations adopted on 8 October 2026 by the Board of Directors with the favourable vote of all independent directors pursuant to

Article 125-bis.1, paragraph 2, of the Consolidated Law on Finance (the “**Regulations pursuant to Article 125-bis.1 of the Consolidated Law on Finance**”), and the resolution of the Company’s Board of Directors adopted on the same date, attendance at the Shareholders’ Meeting and the exercise of voting rights by those entitled to do so may take place exclusively by granting Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145 (the “**Designated Representative**”) a written proxy (or sub-proxy, as the case may be), with voting instructions on all or some of the proposals on the agenda.

The Regulations pursuant to Article 125-bis.1 of the Consolidated Law on Finance are available on the Company’s website (www.lottomaticagroup.com, section “Governance - Documents and Procedures”).

The decision to avail itself of the possibility of holding the Shareholders’ Meeting through the exclusive use of the Designated Representative was taken in light of the positive experience gained at previous shareholders’ meetings and the efficiency and simplifications associated with this mechanism. It should also be noted that the procedures for holding the Shareholders’ Meeting under the Regulations pursuant to Article 125-bis.1 of the Consolidated Law on Finance allow shareholders to exercise the fundamental prerogatives afforded to shareholders generally, including the possibility of submitting requests to supplement the agenda or proposed resolutions, thereby preserving pre-meeting intra-corporate dialogue.

7. WHO MAY ATTEND AND VOTE AT THE SHAREHOLDERS’ MEETING, AND WHAT MUST BE DONE IN ORDER TO ATTEND?

Attendance at the Shareholders’ Meeting and the exercise of voting rights may take place exclusively through the Designated Representative. Any holder of voting rights wishing to participate in the Shareholders’ Meeting must be represented thereat by granting a proxy to the Designated Representative identified by the Company as Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145.

Pursuant to Article 83-sexies of the Consolidated Law on Finance, entitlement to attend the Shareholders’ Meeting and exercise voting rights is subject to the Company receiving a notice issued by an authorised intermediary in accordance with applicable law, certifying the holder’s voting entitlement on the basis of the intermediary’s accounting records as at the Record Date (i.e., **12 November 2026**). Credit and debit entries made in the accounts after the Record Date shall not be relevant for the purposes of entitlement to exercise voting rights. Accordingly, persons who become holders of Shares only after that date shall not be entitled to attend or exercise voting rights and may not grant a proxy (or sub-proxy) to the Designated Representative.

The intermediary’s notice must be received by the Company by the end of the third trading day preceding the date set for the Shareholders’ Meeting on single call (i.e., by **18 November 2026**). Entitlement to attend and vote shall remain unaffected if the notice is received by the Company after the above deadline, provided that it is received before the Shareholders’ Meeting begins, it being understood that the rights to attend and vote may be exercised exclusively through the Designated Representative.

The proxy granted to the Designated Representative must contain voting instructions on all or some of the proposals on the agenda and shall be effective only in respect of the proposals for which voting instructions have been given.

The proxy must be granted by the end of the second trading day preceding the date set for the Shareholders’ Meeting on single call (i.e., by **19 November 2026**).

For this purpose, the form available for download from the Company’s website (www.lottomaticagroup.com, section “Governance - Shareholders’ Meeting”) may be used and must be sent within the above deadline to the Designated Representative at the certified email address ufficioroma@pecserviziottoli.it, in accordance with the procedures set out in the “Instructions for completing and transmitting the Proxy Form and Voting Instructions” contained in that form.

It should also be noted that, pursuant to Articles 125-bis.1 and 135-undecies of the Consolidated Law on Finance, each Shareholder may be represented at the Shareholders’ Meeting exclusively by granting a proxy, free of charge, to the Designated Representative, i.e., Computershare S.p.A., alternatively pursuant to: (i) Article 135-undecies of the Consolidated Law on Finance; or (ii) Article 135-novies of the Consolidated Law on Finance, by signing the form available on the Company’s website (www.lottomaticagroup.com, section “Governance - Shareholders’ Meeting”) in accordance with the procedures and deadlines specified therein.

The proxy and voting instructions may be revoked in accordance with the same procedures and within the same deadlines prescribed for their submission.

No voting procedures by correspondence or electronic means are provided for.

The granting of a proxy/sub-proxy pursuant to Articles 135-novies and 135-undecies of the Consolidated Law on Finance entails no cost for the Shareholder, other than transmission or postage costs.

8. MAY I OBTAIN INFORMATION ON THE FIRST ITEM ON THE AGENDA OF THE EXTRAORDINARY SESSION CONCERNING THE APPROVAL OF THE COMMON DRAFT TERMS OF MERGER FOR THE MERGER BY INCORPORATION OF CIRSA ENTERPRISES S.A. INTO LOTTOMATICA GROUP S.P.A.?

On **8 October 2026**, the Company issued a press release, published on its website (www.lottomaticagroup.com, section “Investors - Press Releases”) and disseminated through the 1Info

authorised storage mechanism at www.1info.it. The Company also published on the same website (sections “Investors - Documents and Results” and “Governance - Shareholders’ Meeting”) and disseminated through the 1Info authorised storage mechanism at www.1info.it, in addition to the Common Draft Terms of Merger and the report prepared by BDO Auditores S.L.P. as independent expert, the Directors’ Report on the Common Draft Terms of Merger prepared pursuant to Article 2501-*quinquies* of the Italian Civil Code, Article 21 of Legislative Decree No. 19 of 2 March 2023, as subsequently amended and supplemented, and Article 70, paragraph 2, of the regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented, in accordance with Schedule No. 1 of Annex 3A thereto.

The documentation referred to above describes the principal features of the Merger and the reasons therefor.

Further information on the first item on the agenda and on the Merger is available on the Company’s website in the section “Investors - Merger with CIRSA”.

9. IS IT POSSIBLE TO REQUEST THAT THE AGENDA BE SUPPLEMENTED OR TO SUBMIT NEW PROPOSED RESOLUTIONS ON MATTERS ALREADY ON THE AGENDA?

Yes. Pursuant to Article 126-*bis*, paragraph 1, of the Consolidated Law on Finance, Shareholders who, including jointly, represent at least one-fortieth of the Company’s share capital may, within three days of publication of the notice of call (i.e., by **11 October 2026**), request that the list of matters to be discussed be supplemented, specifying in the request the proposed additional matters, or submit proposed resolutions on matters already on the agenda.

Furthermore, pursuant to Article 126-*bis*, paragraph 2, of the Consolidated Law on Finance, Shareholders who, including jointly, represent at least one-fortieth of the share capital may, within ten days of publication of the notice of call (i.e., by **18 October 2026**), submit additional proposed resolutions on matters already on the agenda set out in the notice of call.

The agenda may not be supplemented with matters on which, pursuant to law, the Shareholders’ Meeting resolves upon a proposal of the Board of Directors or on the basis of a plan or draft (e.g., a merger) or a report prepared by the Board of Directors, other than the report on the matters on the agenda.

Requests, together with the notice issued by the authorised intermediary certifying ownership of the shareholding, must be submitted in writing, including by post or electronically, in accordance with the procedures specified in the notice of call.

By the deadline for submitting a request to supplement the agenda (i.e., by **11 October 2026**), the requesting or proposing Shareholders shall submit to the Board of Directors a report setting out the reasons for the request or proposal.

Notice of any supplements to the agenda shall, where applicable, be given in the same manner prescribed for publication of the notice of call, within eight days of publication thereof (i.e., by **16 October 2026**).

In such case, the Board of Directors shall make the report received available to the public, together with any assessments of its own, at the same time as publication of the notice of the supplement to the agenda (i.e., by **16 October 2026**) or of the submission of additional proposed resolutions on matters already on the agenda, in the same manner as prescribed for the documentation relating to the Shareholders’ Meeting.

Any additional proposed resolutions on matters already on the agenda submitted by Shareholders in accordance with the notice of call, where applicable, and the report prepared by the requesting Shareholders, together with any opinion of the Board of Directors, shall be published by the Company at least fifteen days before the date of the Shareholders’ Meeting on single call (i.e., by **8 November 2026**).

10. DOES THE NOTICE OF CALL PUBLISHED ON THE WEBSITE SPECIFY A DEADLINE FOR SUBMITTING QUESTIONS PRIOR TO THE SHAREHOLDERS’ MEETING?

Yes. Questions must be received by the Company by the seventh trading day preceding the date of the Shareholders’ Meeting on single call (and therefore by **12 November 2026**), pursuant to Article 127-*ter* of the Consolidated Law on Finance, together with the requesting party’s personal details (surname and first name, place and date of birth, tax identification number or all identifying details in the case of an entity or company) and certification attesting to ownership of the Shares as at the Record Date. Ownership may also be certified subsequently, provided that this occurs by the third day following the Record Date.

Questions must be sent to the certified email address assemblealottomatica@legalmail.it.

11. WILL QUESTIONS SUBMITTED AFTER THE DEADLINE SPECIFIED IN THE NOTICE OF CALL BE ANSWERED?

The notice of call specifies the deadline by which questions must be received by the Company. This means that only questions received by the Company by the deadline specified in the notice of call (i.e., **12 November**

2026) will be taken into consideration. Pursuant to the aforementioned Article 127-*ter* of the Consolidated Law on Finance, the Company is required to provide an answer only to such questions.

The Company shall not be required to answer any questions received after the aforementioned deadline.

12. HOW WILL ANSWERS BE PROVIDED TO QUESTIONS SUBMITTED PRIOR TO THE SHAREHOLDERS' MEETING BY THE DEADLINE SPECIFIED IN THE NOTICE OF CALL?

In order to allow persons entitled to vote to cast their votes through the Designated Representative, the Company will provide answers to questions submitted by Shareholders prior to the Shareholders' Meeting (which must be received by the seventh trading day preceding the date of the Shareholders' Meeting and therefore by 12 November 2026) at least three days before the Shareholders' Meeting is actually held (i.e., by **20 November 2026**), by publishing them on the Company's website (www.lottomaticagroup.com, section "Governance - Shareholders' Meeting").

13. WILL THE MINUTES OF THE SHAREHOLDERS' MEETING BE MADE AVAILABLE ONLINE?

Yes. The minutes of the Shareholders' Meeting will be made available on the Company's website (section "Governance - Shareholders' Meeting") within 30 days of the date of the Shareholders' Meeting.

In addition, within 5 days of the date of the Shareholders' Meeting, a summary voting report will be made available on the Company's website, setting out: (i) the number of Shares represented at the Shareholders' Meeting and in respect of which votes were cast on each item on the agenda; (ii) the percentage of share capital represented by such Shares; and (iii) the percentage of votes cast in favour and against, and abstentions, in respect of each resolution.

14. ARE LOTTOMATICA SHAREHOLDERS ENTITLED TO WITHDRAWAL RIGHTS IN CONNECTION WITH THE FIRST ITEM ON THE AGENDA OF THE EXTRAORDINARY SESSION OF THE SHAREHOLDERS' MEETING CONCERNING THE APPROVAL OF THE COMMON MERGER PLAN RELATING TO THE MERGER BY INCORPORATION OF CIRSA ENTERPRISES S.A. INTO LOTTOMATICA GROUP S.P.A.?

No. Approval of the Common Draft Terms of Merger by Lottomatica's shareholders is not a matter in respect of which withdrawal rights are granted. Pursuant to Article 6 of Lottomatica's Articles of Association and as stated in the explanatory report of Lottomatica's Board of Directors on item 1 on the agenda of the Extraordinary Shareholders' Meeting, published on the Company's website on 8 October 2026 in the section "Governance - Shareholders' Meeting", withdrawal rights are granted only in the cases provided for by law, which do not include the decision concerning the Merger.

Accordingly, the Merger will not give rise to any withdrawal rights for Lottomatica's shareholders.

It should be noted that, pursuant to Article 86 of the Spanish Merger Decree, CIRSA shareholders who vote against approval of the Common Draft Terms of Merger at CIRSA's shareholders' meeting will be entitled to dispose of their shares in exchange for adequate cash consideration, in accordance with the procedures described in detail in the Common Draft Terms of Merger and summarised in the explanatory report of Lottomatica's Board of Directors on item 1 on the agenda of the Extraordinary Shareholders' Meeting.

15. WHERE CAN I FIND INFORMATION ON THE FIRST AND SECOND ITEMS ON THE AGENDA OF THE ORDINARY SESSION OF THE SHAREHOLDERS' MEETING?

Information on the first and second items on the agenda of the ordinary session of the Shareholders' Meeting is available in the explanatory report on the items on the agenda of the Ordinary Shareholders' Meeting prepared by the Company pursuant to Article 125-*ter* of the Consolidated Law on Finance and made available to the public.

16. WHEN WILL THE APPOINTMENT OF THE TWO NEW DIRECTORS AND THE INCREASE IN THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS TAKE EFFECT?

The increase in the number of members of the Board of Directors from eleven to thirteen and the appointment of the two new directors, as well as the new total remuneration payable to the members of the Board of Directors, will take effect from the effective date of the Merger. The relevant resolutions are therefore conditional upon completion of the Merger and, until such date, the Board of Directors will continue to comprise the eleven directors currently in office and the total remuneration approved by the shareholders at the Ordinary and Extraordinary Shareholders' Meeting held on 20 April 2026 will continue to apply.

LOTTOMatica

Lottomatica Group S.p.A.

Via degli Aldobrandeschi 300, 00163 Roma, Italia

T +39 06 898651, F +39 06 8986559, pec: lottomaticagroup@legalmail.it

Gruppo IVA 15432831004, C. F. 11008400969, REA RM 1694552

Capitale sociale € 10.000.000,00 i.v.

lottomaticagroup.com