

REPORT OF THE BOARD OF DIRECTORS OF CIRSA ENTERPRISES, S.A.

on the

INTRA-EUROPEAN CROSS-BORDER MERGER

between

**CIRSA ENTERPRISES, S.A.
as absorbed company**

and

**LOTTOMATICA GROUP S.p.A.
as absorbing company**

October 8, 2026

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**REPORT OF THE BOARD OF DIRECTORS OF CIRSA ENTERPRISES, S.A.
ON THE INTRA-EUROPEAN CROSS-BORDER MERGER BETWEEN CIRSA
ENTERPRISES, S.A. (AS ABSORBED COMPANY) AND LOTTOMATICA
GROUP S.p.A. (AS ABSORBING COMPANY)**

October 8, 2026

1. Introduction

The Board of Directors of Cirsa Enterprises, S.A. ("**CIRSA**" or the "**Absorbed Company**") issues this report for its shareholders and employees to explain and give detailed reasons for the legal and economic aspects of the merger of CIRSA, as absorbed company, into Lottomatica Group, S.p.A. ("**Lottomatica**" or the "**Absorbing Company**" and, together with CIRSA, the "**Merging Companies**"), as absorbing company, and to describe its impact on CIRSA's employees, its future business activity and the implications for its creditors, all of the above in accordance with articles 5 and 85 of Spanish Royal Decree-law 5/2023 of June 28 ("**RDL 5/2023**").

In this regard, the Merging Companies discussed and negotiated a potential combination of the CIRSA and Lottomatica businesses through a cross-border merger by absorption of CIRSA into Lottomatica, with the latter being the absorbing entity (the "**Merger**"), which they believe to be in the best interests of Lottomatica and CIRSA and their respective shareholders, clients and stakeholders.

As a result, on September 1, 2026, Lottomatica, CIRSA and CIRSA's majority shareholder, LHMC Midco S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg and ultimately controlled by funds managed or advised by Blackstone Inc. ("**LHMC**"), entered into a binding agreement setting out the terms and conditions of the Merger, including the mutual obligations of the Merging Companies and the conditions precedent to completion and effectiveness of the Merger (the "**Merger Agreement**"). The execution of the Merger Agreement by CIRSA was approved by its board of directors, at its meeting held on September 1, 2026, with the favorable vote of all of its members.

LHMC, which as at the date of the Merger Agreement held 124,703,495 ordinary shares of CIRSA, representing 74.232% of CIRSA's share capital, is a party to the Merger Agreement only for the purposes of certain specific provisions of that agreement.

On the date of the Merger Agreement, LHMC (under the Merger Agreement) and certain members of CIRSA's management, namely the Executive Chairman, the Chief Executive Officer and the Chief Financial Officer (under separate agreements), each acting in their capacity as shareholders of CIRSA, gave irrevocable undertakings to vote in favor of the Merger.

In accordance with the Merger Agreement, on October 8, 2026, the Boards of Directors of CIRSA and Lottomatica unanimously approved a common cross-border merger plan (the “**Merger Plan**”).

Given the intra-European cross-border nature of the Merger, the Merger Plan has been prepared in accordance with Directive (EU) 2017/1132 of the European Parliament and of the Council of June 14, 2017 relating to certain aspects of company law, as amended by Directive (EU) 2019/2121 of the European Parliament and of the Council of November 27, 2019 as regards cross-border conversions, mergers and divisions, and with the applicable provisions, for Italian law purposes, in Italian Legislative Decree No. 19 of March 2, 2023, as amended by Italian Legislative Decree No. 88 of June 19, 2025 (the “**Italian Merger Decree**”) and for Spanish law purposes, in the RDL 5/2023.

Upon the Merger Effective Date, CIRSA will cease to exist as a separate legal entity without any liquidation (*disolución sin liquidación / senza dar luogo a liquidazione*), and all of its assets and liabilities, together with its rights and obligations, will transfer to Lottomatica by universal succession.

The Merger and the Merger Plan will be submitted for approval to the extraordinary shareholders’ meetings of CIRSA and Lottomatica in accordance with applicable law.

2. Definitions

Capitalized terms used in this report have the meanings set out below or, where defined elsewhere in this report, the meanings set out in the section indicated:

“**Absorbed Company**” or “**CIRSA**” means CIRSA Enterprises, S.A.

“**Absorbing Company**” or “**Lottomatica**” means Lottomatica Group S.p.A.

“**Agent**” has the meaning set out in Section 7.

“**Cash Exit Right**” has the meaning set out in Section 7.

“**Cash Exit Right Consideration**” has the meaning set out in Section 7.

“**CIRSA EGM**” has the meaning set out in Section 4.3.3.

“**CIT Law**” has the meaning set out in Section 4.4.

“**Conditions Precedent**” has the meaning set out in Section 4.2.

“**Exchange Ratio**” has the meaning set out in Section 4.1.

“**Extraordinary Dividend**” has the meaning set out in Section 6.1.

“**Independent Expert**” or “**BDO**” means BDO Auditores, S.L.P., the single independent expert appointed for the purposes of the Merger, as set out in Section 4.3.1.

“Italian Merger Decree” means Italian Legislative Decree No. 19 of March 2, 2023, as amended by Italian Legislative Decree No. 88 of June 19, 2025.

“LHMC” means LHMC Midco S.à r.l.

“Long-stop Date” has the meaning set out in Section 4.3.5.

“Lottomatica EGM” has the meaning set out in Section 4.2.

“Lottomatica OGM” has the meaning set out in Section 4.2.

“Merger” has the meaning set out in Section 1.

“Merger Agreement” has the meaning set out in Section 1.

“Merger Deed” has the meaning set out in Section 4.3.5.

“Merger Effective Date” has the meaning set out in Section 4.3.5.

“Merger Plan” has the meaning set out in Section 1.

“Merging Companies” means CIRSA and Lottomatica.

“New Shares” has the meaning set out in Section 4.1.

“Ordinary Dividends” has the meaning set out in Section 6.1.

“RDL 5/2023” means Spanish Royal Decree-law 5/2023, of June 28.

“Restricted Holder” has the meaning set out in Section 4.3.6.

“Restricted Holder Mechanism” has the meaning set out in Section 4.3.6.

“Spanish Tax Neutrality Regime” has the meaning set out in Section 4.4.

“Top-Up Amount” has the meaning set out in Section 6.1.

3. Purpose and reasons for the Merger

The Boards of Directors of Lottomatica and CIRSA share the belief that there is a strong strategic rationale for combining two highly complementary businesses to create a global gaming champion. The Merger is expected to create significant value for shareholders and other stakeholders by establishing a leading global sports betting and gaming operator with market-leading positions in Italy and Spain and a strong presence across a diversified portfolio of attractive, high-growth markets.

In particular, the Merger is expected to bring together two high-quality businesses with complementary geographic footprints, proven operational capabilities and strong

execution track records, generating benefits for customers, employees, and shareholders by combining the respective strengths of the two companies.

The key strategic benefits of the Merger include¹:

- (i) *Global gaming leadership*: the Merger will create the second largest listed gaming and sports betting operator globally, with combined pro forma Adjusted EBITDA² of approximately Euro 2 billion³;
- (ii) *Consolidated market leadership*: undisputed leadership positions in Italy and Spain, and nine leadership positions across a combined addressable market of approximately Euro 34 billion⁴;
- (iii) *Compelling synergy case*: the Merger is expected to generate approximately Euro 115 million of highly visible pre-tax cash synergies per year from operating cost

¹ Section 3 of this report contains forward-looking statements regarding Lottomatica, CIRSA and the combined company. Such statements are not historical facts and are subject to risks and uncertainties, many of which are beyond the parties' control, that could cause actual results to differ materially.

Although the management teams of Lottomatica and CIRSA believe that the respective expectations reflected in such forward-looking statements are reasonable, investors and holders of Lottomatica and CIRSA shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Lottomatica and CIRSA, respectively, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Except as required by applicable law, neither Lottomatica nor CIRSA undertake any obligation to update any forward-looking information or statements.

Section 3 of this report includes estimates relating to the synergies expected to arise from the Merger and the combination of the business operations of Lottomatica and CIRSA, as well as related integration costs, which have been prepared by Lottomatica and CIRSA and are based on a number of assumptions and judgments. Such estimates present the expected future impact of the Merger and the business operations of Lottomatica and CIRSA on Lottomatica's business, financial condition and results of operations. The assumptions relating to the estimated synergies and related integration costs are inherently uncertain and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause the actual synergies from the Merger, if any, and related integration costs to differ materially from the estimates in this Section 3. Further, there can be no certainty that the Merger will be completed in the manner and timeframe described in this report and the Merger Plan, or at all.

² Calculated as net profit for the period adjusted for: (i) income tax expense; (ii) finance income; (iii) finance expenses; (iv) share of profit/(loss) of equity accounted investments; (v) depreciation, amortization and impairments; (vi) Adjusted EBITDA, (as defined herein), of equity accounted investments in which the group holds an interest of more than 50% or financial instruments that, if exercised, enable the group to obtain control (excluding companies that have not yet commenced operations), and/or of businesses disposed of or in the process of disposal; (vii) costs related to M&A, advisory and certain international activities; (viii) integration costs (including expenses on corporate restructuring, redundancy and higher costs incurred in relation to renegotiated operating contracts); (ix) other income and expenses that, in view of their nature, are not reasonably expected to recur in future periods.

³ Based on last 12 months Adjusted EBITDA as of June 30, 2026 for Lottomatica and Cirsa, including Euro 101 million of operating cost run-rate synergies. CIRSA Adjusted EBITDA of Euro 796 million includes 12 months of contribution from recent acquisitions as of June 30, 2026.

⁴ Based on H2 Gambling Capital, August 2026. Includes Onshore Online and Landbased, excludes Lottery. Includes Italy, Spain, Panama, Colombia, Mexico, Peru, Portugal, and Morocco. Excludes Dominican Republic, Costa Rica, and Paraguay due to no available data.

and interest cost savings (Euro 101 million from Opex savings and Euro 14 million from interest cost savings), expected to be achieved by the third full year post-completion of the Merger;

- (iv) *Accelerated online growth*: the Merger is expected to leverage Lottomatica's proven capabilities and omni-channel expertise to accelerate CIRSA's online organic and inorganic expansion across its core markets. The Merger is expected to generate an incremental Online Adjusted EBITDA in the range of approximately Euro 200 million to Euro 300 million, run rate by the third full year from the completion of the Merger;
- (v) *Attractive financial profile and capital returns*: the Absorbing Company is expected to deliver consistent growth and shareholder distributions. The enlarged earnings and cash flow base is expected to provide greater capacity for dividends and share buybacks, with up to Euro 4 billion of capital returns over the next three years following the Merger to be proposed by Lottomatica's Board of Directors for approval by the relevant ordinary shareholders' meeting;
- (vi) *Enhanced capital structure*: robust balance sheet which will continue to support a strong credit profile;
- (vii) *Greater scale in both equity and debt capital markets*: the Absorbing Company is expected to be able to access a wider investor base, have a larger free float, increased liquidity and more diversified sources of capital; and
- (viii) *Low integration risk*: the very limited overlap between the businesses of the two groups in the jurisdictions in which they operate, combined with two very experienced management teams with a shared track record of profitable growth, underpin a low integration risk profile.

PART 1 – FOR CIRSA’S SHAREHOLDERS

4. Legal aspects of the Merger

4.1 General characteristics

As set out in the Merger Plan, the terms of which are deemed to be reproduced in this report to the extent necessary, the Merger is an intra-European cross-border merger under article 2 of the Italian Merger Decree and article 80 of RDL 5/2023. Upon the Merger Effective Date, CIRSA will cease to exist as a separate legal entity without any liquidation (*disolución sin liquidación / senza dar luogo a liquidazione*), and all of its assets and liabilities, together with its rights and obligations, will be transferred to Lottomatica by universal succession (meaning that all of CIRSA’s assets, rights, liabilities and legal relationships will be transferred to Lottomatica in a single transaction, and that those legal relationships remain in force notwithstanding the change of holder) and the shareholders of CIRSA (except for those shareholders that have validly exercised the Cash Exit Right) will become shareholders of Lottomatica.

The identification details of the Merging Companies are set out in section 1 of the Merger Plan.

Upon the Merger Effective Date, CIRSA’s shareholders will receive 0.668 (zero point six hundred and sixty-eight) newly issued ordinary shares of Lottomatica, carrying the same rights as Lottomatica’s existing ordinary shares (the “**New Shares**”), for each ordinary share of CIRSA they hold (the “**Exchange Ratio**”). No New Shares will be issued in respect of (i) any CIRSA share held in treasury by CIRSA; and (ii) any CIRSA share acquired by Lottomatica on exercise of the Cash Exit Right. The Exchange Ratio does not include any cash component.

The New Shares will be of the same class as, and will rank *pari passu* in all respects with, the existing ordinary shares of Lottomatica, including with respect to voting rights, dividend entitlements and other economic and governance rights.

In consideration of the methods according to which the Lottomatica shares are to be allocated to CIRSA shareholders on the basis of the Exchange Ratio, and without prejudice to the effects derived from the exercise, if any, of the Cash Exit Right, the shareholding structure of the company resulting from the Merger is expected to be as follows: (i) Lottomatica shareholders and CIRSA shareholders will hold approximately 67.3% and 32.7% of the share capital of the Absorbing Company, respectively; and (ii) LHMC, currently CIRSA’s largest shareholder, will hold approximately 24% of the share capital of the Absorbing Company.

Assuming that the Merger is completed on the basis of the Exchange Ratio, that the current shareholders of Lottomatica and CIRSA do not otherwise modify their respective shareholdings prior to the Merger Effective Date and that no CIRSA shareholder exercises their Cash Exit Right, the pro forma shareholding structure of Lottomatica following the Merger Effective Date shall be as follows:

Declarer	No. of CIRSA shares (pre-Merger)	No. of New Shares issued by Lottomatica ⁵	No. of existing Lottomatica shares ⁶	% voting rights (after dilution) ⁷
LHMC	124,703,495	83,301,935	-	24.3%
Free float	43,289,172	28,917,167	231,026,824	75.7%
- Former Lottomatica free float	-	-	231,026,824	67.3%
- Former CIRSA free float	43,289,172 ⁸	28,917,167	-	8.4%
Lottomatica treasury shares	-	-	20,603,588 ⁹	-
CIRSA treasury shares	- ¹⁰	-	-	-
Total	167,992,667	112,219,102	251,630,412	100.0%

4.2 Conditions precedent

The execution of the Italian deed of merger is subject to satisfaction of the following conditions precedent (the “**Conditions Precedent**”):

⁵ The maximum number of Lottomatica New Shares has been calculated on the basis of all outstanding shares of CIRSA (167,992,667) multiplied by the Exchange Ratio and rounded up to the nearest whole number. Equity-based incentive instruments of CIRSA are expected to be settled through the treasury shares (i.e., existing shares) to be bought in the market, as envisaged in the Merger Agreement. The actual number of New Shares to be issued may vary, depending on, *inter alia*, (i) the number of CIRSA shares in respect of which the Cash Exit Right is validly exercised, and (ii) CIRSA treasury shares at the Merger Effective Date.

⁶ As per the information provided by Lottomatica directors, the Merger may cause an acceleration of the Stock Option Plan 2026-2028 of Lottomatica (the “**2026-2028 SOP**”) approved by the Board of Directors of Lottomatica on March 2, 2026. In particular, if the Merger results in a dilution equal or greater than 30% for Lottomatica shareholders, the beneficiaries will have the right to exercise the options at the terms and conditions set forth in the regulation of the 2026-2028 SOP as follows: (i) if the price of the Lottomatica shares is equal to or lower than Euro 20.58, no shares of Lottomatica will be assigned to the beneficiaries; (ii) if the price of the Lottomatica shares is equal to or higher than Euro 35.00 the beneficiaries will be assigned 8.8 million shares of Lottomatica; (iii) if the price of the Lottomatica shares is comprised between Euro 20.58 and Euro 35.00, the beneficiaries will receive a number of shares comprised between 0 and 8.8 million, depending on the price of the shares.

⁷ Excluding Lottomatica treasury shares held as of October 2, 2026, as they do not carry voting rights.

⁸ Assuming that Equity-based incentive instruments of CIRSA are settled through treasury shares to be bought in the market, as envisaged in the Merger Agreement.

⁹ Lottomatica treasury shares as of October 2, 2026.

¹⁰ Assuming that Equity-based incentive instruments of CIRSA are settled through treasury shares to be bought in the market, as envisaged in the Merger Agreement.

- (i) The Merger having received clearances by the competent antitrust authorities as required under applicable law.
- (ii) The Merger having received the applicable foreign direct investment clearances as required under applicable law.
- (iii) The Merger having received clearance under Regulation (EU) 2022/2560 on foreign subsidies distorting the internal market.
- (iv) The Merger having received the applicable gaming regulation clearances in the jurisdictions where this is required under applicable laws.
- (v) The extraordinary shareholders' meeting (the "**Lottomatica EGM**") and the ordinary shareholders' meeting of Lottomatica (the "**Lottomatica OGM**"), respectively, having approved:
 - a) the Merger Plan and the issuance of the New Shares; and
 - b) the increase in the number of directors of Lottomatica by two directors and the appointment of Mr. Michele Rabà and Mr. Miguel García Gómez as directors of Lottomatica (or, in case they are not available to take office, of two other directors designated by LHMC).
- (vi) The CIRSA EGM having approved the Merger.
- (vii) The CIRSA EGM having approved the payment of the Extraordinary Dividend.
- (viii) The number of CIRSA shares in relation to which the Cash Exit Right is validly exercised by CIRSA's shareholders not exceeding 5% of the total issued and outstanding shares of CIRSA as at the date of the CIRSA EGM.
- (ix) In relation to Lottomatica only, (a) the expiration of the opposition period set forth by article 28 of the Italian Merger Decree without any opposition (*opposizione*) having been validly filed by any creditor or bondholder of Lottomatica; or (b) in the event any such opposition is validly filed during the opposition period, either (x) the final resolution of the relevant proceedings, or (y) the issuance of one or more orders by the competent authorities, in each case allowing the Merger to proceed and be completed notwithstanding such opposition.
- (x) The listing and trading of the New Shares on the Euronext Milan market and of all Lottomatica shares on the Spanish Stock Exchanges of Madrid, Barcelona, Bilbao, and Valencia through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*) having received the necessary authorizations by all of the relevant competent regulatory authorities (which authorizations shall only be conditional upon the completion and effectiveness of the Merger on the Merger Effective Date), and in each case such listing and trading being fully fungible with no restrictions on transfer between the two markets.

- (xi) The confirmation by the single expert appointed in the context of the Merger by the Commercial Registry of Barcelona, in the single expert report, of the fairness of the Exchange Ratio and the adequacy of the Cash Exit Right Consideration.

The Conditions Precedent are set forth for the benefit of Lottomatica, CIRSA and LHMC. Accordingly, such Conditions Precedent can be waived by a written agreement among Lottomatica, CIRSA and LHMC to the extent permissible under applicable laws (except for the Condition Precedent under paragraph (v)(b) above, which is set forth for the benefit of LHMC only and, therefore, it may only be waived by LHMC at its sole discretion).

4.3 Merger process

4.3.1 Independent expert's report

As set out in the Merger Plan and pursuant to articles 41 and 103.2 of RDL 5/2023, article 22 of the Italian Merger Decree and article 2501-sexies of the Italian Civil Code, on September 16, 2026, the Commercial Registry of Barcelona, upon a joint request by the Merging Companies, appointed BDO Auditores, S.L.P. as the single expert to issue the joint single report attesting to the adequacy of the Exchange Ratio and the Cash Exit Right Consideration.

In this respect, the Independent Expert issues on the date hereof its report on the Merger Plan, concluding as follows:

“On the basis of the information used and the procedures applied in our work, described in section 5, and of the considerations set out in section 6, and taking into account the valuation difficulties described in sections 4 and 7, in our opinion:

(1) **Exchange Ratio.** *The valuation methods followed by the Boards of Directors of Lottomatica and CIRSA to determine the Exchange Ratio are adequate, being, in the circumstances, reasonable and not arbitrary; those methods have been correctly applied and, therefore, the values to which they lead are adequate; and the relative importance attributed to each of them is reasonable. Accordingly, the Exchange Ratio of 0.668 newly issued ordinary shares of Lottomatica for each ordinary share of CIRSA, set out in the Common Merger Plan, is fair and justified. This opinion is given for the purposes of the Spanish Merger Decree and of article 2501-sexies of the Italian Civil Code.*

(2) **Cash Exit Right Consideration.** *The method followed by the Boards of Directors to determine the Cash Exit Right Consideration is adequate, taking into account the market price of the shares of CIRSA prior to the announcement of the Merger. Accordingly, the Cash Exit Right Consideration of EUR 13.20 per CIRSA share, to be reduced by the amount per share of the distributions made by CIRSA before the Merger Effective Date in the terms set out in the Common Merger Plan, is adequate and justified. This opinion is given for the purposes of the Spanish Merger Decree.*

Our conclusions must be interpreted in the context of the scope and procedures employed in our work and of the limitations described in section 7.”

4.3.2 Information

Pursuant to articles 7 and 46 of RDL 5/2023, the following documents related to the Merger are available on CIRSA's corporate website (www.cirsa.com), with the possibility of downloading and printing them:

- (i) The Merger Plan.
- (ii) The notification to the shareholders, creditors, and employees informing of their right to submit comments on the Merger Plan up to five business days before the date of the CIRSA EGM that shall approve the Merger.
- (iii) This report of the Board of Directors of CIRSA on the Merger.
- (iv) The report of the Board of Directors of Lottomatica on the Merger.
- (v) The joint single expert report on the Merger Plan issued by BDO.
- (vi) The condensed consolidated interim financial statements of CIRSA for the six-month period ended on June 30, 2026, subject to limited review by Ernst & Young, S.L., that substitute the merger balance sheet pursuant to article 43.3 of RDL 5/2023 (given that CIRSA is a listed company).
- (vii) The condensed consolidated interim financial statements of Lottomatica for the six-month period ended on June 30, 2026, subject to limited review by PricewaterhouseCoopers S.p.A., that substitute the merger balance sheet pursuant to article 2501-*quater*, paragraph 2, of the Italian Civil Code.
- (viii) The individual audited annual accounts of CIRSA for the financial years ended on December 31, 2025, 2024 and 2023.
- (ix) The individual audited annual accounts of Lottomatica for the financial years ended on December 31, 2025, 2024 and 2023.
- (x) The consolidated audited annual accounts of CIRSA for the financial year ended on December 31, 2025, and the special purpose audited consolidated financial statements of CIRSA for the financial years ended on December 31, 2024, 2023 and 2022.
- (xi) The consolidated audited annual accounts of Lottomatica for the financial years ended on December 31, 2025, 2024 and 2023.
- (xii) The bylaws in force of CIRSA and Lottomatica.
- (xiii) The proposed bylaws of Lottomatica which will be in force after the Merger has been brought into effect.
- (xiv) The names and other particulars of the directors of CIRSA and of Lottomatica, together with the new persons who will be appointed as directors of Lottomatica in the context of the Merger.

The report of the Board of Directors of CIRSA on the Merger, together with the Merger Plan and the Independent Expert's report must be made available to the shareholders and to the employees of CIRSA (given the absence of employees' representatives in CIRSA) at least six weeks before the date of the CIRSA EGM, in accordance with article 5.6 of RDL 5/2023.

4.3.3 CIRSA shareholders' meeting to approve the Merger

The Merger will be submitted for approval by the shareholders' meetings of CIRSA and Lottomatica pursuant to the applicable legislation.

For these purposes, the Board of Directors of CIRSA has resolved on the date hereof to call an extraordinary general shareholders' meeting of CIRSA, to be held on November 25, 2026 (on first call) and November 26, 2026 (on second call, although it is expected that the shareholders' meeting will take place on first call), to approve the Merger and the Merger Plan, as well as the payment of the Extraordinary Dividend (the "**CIRSA EGM**").

The call notice for the CIRSA EGM will be published in due course, in the manner set out in the law, the bylaws and the applicable regulations, after publication in the Commercial Registry Official Gazette of the fact that the Merger Plan, the notification to the shareholders, creditors, and employees informing of their right to submit comments on the Merger Plan and the joint single expert report on the Merger Plan issued by BDO have been inserted on CIRSA's corporate website.

Once the Merger and the Merger Plan have been approved by the CIRSA EGM, pursuant to article 10 of RDL 5/2023, the merger resolution will be published in the Commercial Registry Official Gazette and CIRSA's corporate website.

4.3.4 Pre-Merger formalities

In addition to fulfillment of the Conditions Precedent, prior to the performance of the Merger, all pre-Merger formalities must have been fulfilled, including the delivery by the Commercial Registry of Barcelona of the necessary certificate pursuant to article 90 of RDL 5/2023 that attests to the correct completion of the pre-Merger procedures and formalities.

4.3.5 Date of legal effects of the Merger

Subject to the satisfaction or waiver in accordance with Section 4.2 of this report of the Conditions Precedent and the completion of the pre-Merger formalities, the Merger will become effective on the date falling on the 10th Business Day following registration (*iscrizione*) of the merger deed (the "**Merger Deed**") with the Companies' Register of Rome or any other date agreed between the parties to the Merger Agreement and reflected in the Merger Deed (the "**Merger Effective Date**"), provided that if the Conditions Precedent are not satisfied or waived in accordance with Section 4.2 of this report by December 10, 2027 (the "**Long-stop Date**"), the Merger Plan shall automatically cease to have effect, except if the Long-stop Date is extended as agreed among Lottomatica, CIRSA and LHMC in accordance with the Merger Agreement.

The Companies' Register of Rome will subsequently inform the Commercial Registry of Barcelona about the Merger Effective Date.

Pursuant to article 95.4 of RDL 5/2023, the cancellation of CIRSA from the Commercial Registry of Barcelona shall be carried out upon receipt by the Commercial Registry of Barcelona of the notification confirming the effectiveness of the Merger.

4.3.6 Allotment of the New Shares and exchange procedure

On the Merger Effective Date, all ordinary shares of CIRSA then outstanding, other than (i) any CIRSA shares held in treasury by CIRSA itself, and (ii) any CIRSA shares acquired by Lottomatica in connection with the exercise of the Cash Exit Right, shall be automatically canceled and exchanged for New Shares on the basis of the Exchange Ratio. Any CIRSA shares referred to in (i) and (ii) above shall be canceled without any exchange for New Shares or payment in cash.

For this purpose and in execution of the Merger, Lottomatica will issue a maximum number of 112,219,102 New Shares, without increase of the share capital. The issuance of the New Shares will be accounted for, in accordance with International Financial Reporting Standards (IFRS), on the basis of the official closing price of Lottomatica shares on the trading day immediately preceding the Merger Effective Date. The corresponding amount will be entirely allocated to the share premium reserve.

The New Shares to be allotted upon the Merger Effective Date will be issued with effect as of the Merger Effective Date in dematerialized form and delivered to the shareholders of CIRSA entitled thereto through the applicable centralized clearing systems organized by Euronext Securities Milan (Monte Titoli S.p.A.) and the relevant depositaries with which the shares of Lottomatica and CIRSA are held or deposited.

In the event that, at the time of the Merger Effective Date, it is not possible to allocate a whole number of New Shares, CIRSA shareholders will receive a number of New Shares rounded down to the nearest whole number. The fractions of New Shares that cannot be allocated due to such rounding will be monetized at market value and the proceeds will be distributed to the entitled CIRSA shareholders in the manner that will be communicated before the Merger Effective Date.

CIRSA's shareholders not holding the relevant number of CIRSA shares allowing them to receive a whole number of New Shares are invited to consider whether to sell down part of their holding in CIRSA or to purchase additional shares in CIRSA so as to hold a number of CIRSA shares, giving them the right to receive a whole number of New Shares upon the Merger Effective Date.

The relevant detailed information on the procedure for the exchange of New Shares for shares of CIRSA will be communicated in due course by CIRSA to the market through its corporate website (www.cirsa.com) and the website of the CNMV.

Restricted Holder Mechanism

Ultimate beneficial owners of CIRSA shares (which may be held through an intermediary, including a custodian, nominee or other financial intermediary acting on their behalf as

the “shareholder of record” vis-à-vis CIRSA) who are persons with a registered address in, or resident, located in, or organized under the laws of, the United States and who are not, and are not reasonably believed to be, “qualified institutional buyers” within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or institutions that are “accredited investors” within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9), (12), or (13) under Regulation D of the U.S. Securities Act (each, a “**Restricted Holder**”), will not, under U.S. law, be eligible to receive New Shares, or beneficial entitlements thereto, in connection with the Merger.

In the context of the Merger, the New Shares will be allocated to the “shareholders of record” of CIRSA, who may not be the ultimate beneficial owners of the relevant CIRSA shares. Where the ultimate beneficial owner of any CIRSA share is a Restricted Holder, a process will be put in place in order to (i) identify and certify the status of the relevant ultimate beneficial owners (and, therefore, whether those ultimate beneficial owners are allowed to receive New Shares), (ii) transfer the New Shares (or beneficial entitlements thereto) received by the intermediaries reputed as “shareholders of record” corresponding to Restricted Holders to a facility agent; (iii) sell such New Shares (or beneficial entitlements thereto) through the facility agent, in the market or off market (including to Lottomatica); and (iv) deliver the net cash proceeds of the sales to the relevant Restricted Holders (the “**Restricted Holder Mechanism**”).

Each ultimate beneficial holder of CIRSA shares who is a U.S. person and a “qualified institutional buyer” (or a person reasonably believed to be a “qualified institutional buyer”) or an “accredited investor” of the type described above, who wishes to receive beneficial entitlements to the New Shares, will be required to complete and return a U.S. Representation Letter to its respective custodian, bank, stockbroker or other financial intermediary through which its beneficial entitlements to CIRSA shares are held, with a copy to the facility agent, by the date to be set forth in the exchange announcement to be published by CIRSA following the approval of the Merger.

Detailed information on the Restricted Holder Mechanism, including the applicable procedures, instructions, deadlines, the U.S. Representation Letter and the identification formalities, will be set out in the exchange announcement to be published by CIRSA following the approval of the Merger by the CIRSA EGM and the Lottomatica EGM.

Restricted Holders should consult their own tax advisors regarding the U.S. federal, state, and local tax consequences of the Restricted Holder Mechanism.

4.4 Tax effects of the Merger

For accounting purposes in Italy, the assets, liabilities and other legal relationships of CIRSA will be recognized in the accounts of Lottomatica as of the Merger Effective Date and, from the same date, the related economic, balance-sheet and financial effects will be reflected in the accounts of Lottomatica.

For Italian corporate income tax purposes, the Merger will be treated as an intra-EU merger governed by Articles 178 and 179 of Italian Presidential Decree No. 917/1986 (the “**TUIR**”) (which implemented in Italy the Council Directive 90/434/EEC of July 23, 1990, as subsequently amended from time to time), and the tax effects of the Merger will take effect from the Merger Effective Date, which, in the case at hand, corresponds to

the accounting effective date, given the absence of any retroactive accounting effect of the Merger. From an Italian corporate income tax perspective, pursuant to Article 166-bis of the TUIR, the Merger falls within the scope of the so-called “entry tax”. Consequently, the assets and liabilities of CIRSA (including any goodwill) must be valued, for corporate income tax purposes, at their market value as their “entry” tax value in Lottomatica.

For Spanish tax purposes, the Merging Companies expressly acknowledge that the Merger will not be carried out under the special tax regime applicable to mergers, demergers, contributions of assets, exchanges of securities and transfers of the registered office of a European Company or a European Cooperative Society from one Member State to another of the European Union, provided for under Chapter VII of Title VII of Law 27/2014, of November 27, on Corporate Income Tax (the “**CIT Law**”) (the “**Spanish Tax Neutrality Regime**”).

Accordingly, the Merger shall be subject to the general Spanish corporate income tax regime. Pursuant thereto, any taxable income arising to CIRSA as a result of the transfer as a whole, by universal succession, of its assets and liabilities to Lottomatica will be included in CIRSA’s Spanish corporate income tax base.

The non-application of the Spanish Tax Neutrality Regime shall be expressly indicated in the communication to be filed with the Spanish tax authorities pursuant to article 89 of the CIT Law and articles 48 and 49 of Royal Decree 634/2015, of July 10, approving the Corporate Income Tax Regulations. Such communication shall be filed by the person and within the time limit set forth in article 48 of the Corporate Income Tax Regulations.

4.5 Capital return post-Merger

Subject to the Merger becoming effective and upon completion of all relevant corporate and/or regulatory formalities, the Board of Directors of the Absorbing Company will resolve or propose for approval by the shareholders’ meeting of the Absorbing Company, as the case may be and as soon as reasonably practicable following the Merger Effective Date, a capital return for an aggregate amount equal to Euro 744,000,000 to be implemented through a special dividend, a voluntary partial tender offer for treasury shares, or a combination of both, as determined at the relevant time.

5. Reference accounts and Merger balance sheets

For the purposes of determining the terms and conditions of the Merger, and taking into account article 19 of the Italian Merger Decree and article 40.8 of RDL 5/2023, the Merging Companies have relied on the following financial statements:

- (i) the consolidated financial statements of Lottomatica for the financial year ended on December 31, 2025, approved by its Board on March 2, 2026, acknowledged by the shareholders’ meeting of Lottomatica on April 20, 2026, and subject to statutory audit by PricewaterhouseCoopers S.p.A., which issued its unqualified audit report on March 17, 2026;

- (ii) the condensed consolidated interim financial statements of Lottomatica for the six-month period ended on June 30, 2026, approved by its Board on July 27, 2026, and subject to limited review by PricewaterhouseCoopers S.p.A., which issued its unqualified review report on July 31, 2026;
- (iii) the consolidated financial statements of CIRSA for the financial year ended on December 31, 2025, prepared by its Board on February 24, 2026, approved by the shareholders' meeting of CIRSA on April 23, 2026, and subject to statutory audit by Ernst & Young, S.L., which issued its unqualified audit report on February 25, 2026; and
- (iv) the condensed consolidated interim financial statements of CIRSA for the six-month period ended on June 30, 2026, approved by its Board on July 29, 2026, and subject to limited review by Ernst & Young, S.L., which issued its unqualified review report on July 30, 2026.

Pursuant to article 43.3 of RDL 5/2023 and article 2501-*quater*, paragraph 2, of the Italian Civil Code, the merger balance sheet of each of the Merging Companies is replaced by its condensed consolidated interim financial statements for the six-month period ended on June 30, 2026, which were published before the date hereof in accordance with applicable laws and regulations.

Any material change in the assets or liabilities of either of the Merging Companies occurring between the date on which the Merger Plan was drawn up or made available at the registered offices or on the respective websites and the date(s) of the respective shareholders' meetings of the Merging Companies called to approve the Merger shall be notified to the relevant shareholders at that shareholders' meeting and to the management body of the other Merging Company, pursuant to article 2501-*quinquies*, paragraph 3, of the Italian Civil Code and article 46.3 of RDL 5/2023.

For accounting purposes, the operations of CIRSA will be reflected in the financial statements of Lottomatica starting from the Merger Effective Date.

The assets, liabilities, and other legal relationships of CIRSA will be reflected in Lottomatica's accounting records from the Merger Effective Date.

6. Exchange Ratio

6.1 Exchange Ratio and pre-Merger dividends

On the Merger Effective Date, Lottomatica shall allot 0.668 (zero point six hundred and sixty-eight) New Shares for each ordinary share of CIRSA then outstanding, other than (i) any share of CIRSA held in treasury by CIRSA and (ii) any share of CIRSA acquired by Lottomatica in connection with the exercise of the Cash Exit Right.

The Exchange Ratio does not include any cash component.

In the determination of the Exchange Ratio, the Boards have taken into account the following distributions, within the limits and pursuant to the terms agreed between the Merging Companies and summarized below:

- (i) The extraordinary dividend charged to the share premium of Euro 1.56 per CIRSA share, corresponding to approximately Euro 262.1 million in aggregate, that shall be distributed by CIRSA to its shareholders no later than the Business Day (as defined in the Merger Plan) immediately prior to the Merger Effective Date (the “**Extraordinary Dividend**”).
- (ii) Any ordinary dividends in respect of the 2026 financial year and payable in 2027 which may be paid by CIRSA and Lottomatica to their respective shareholders calculated on the basis of their respective financial results or, if applicable, their respective preliminary financial results, and in accordance with their respective dividend policies existing as at the date of the Merger Agreement, not exceeding Euro 100,000,000 (one hundred million) for CIRSA and Euro 130,000,000 (one hundred and thirty million) for Lottomatica (collectively, the “**Ordinary Dividends**”). The Merging Companies have agreed that either both Ordinary Dividends shall be paid prior to the date on which the Merger Deed is executed or neither Ordinary Dividends shall be paid prior to such date.

If no Ordinary Dividend is paid prior to the date on which the Merger Deed is executed, the following adjustment mechanism will apply:

- a) the CIRSA Extraordinary Dividend shall be increased by a supplementary amount (the “**Top-Up Amount**”), calculated by dividing (A) (x) the amount of the Ordinary Dividend payable by CIRSA (or, as applicable, the relevant pro-forma Ordinary Dividend, calculated by reference to CIRSA’s 2026 preliminary financial year results), minus (y) the aggregate amount of the Ordinary Dividends (or pro-forma Ordinary Dividends calculated by reference to each Merging Company’s 2026 preliminary financial year results, as applicable) multiplied by the proportion that the New Shares to be allotted to CIRSA’s shareholders (on the Merger Effective Date and pursuant to the Merger Deed) bear over the total number of Lottomatica shares outstanding on the Merger Effective Date including the New Shares (the “**CIRSA Shareholders’ Proportion**”), by (B) one (1) minus the CIRSA Shareholders’ Proportion; and
- b) as soon as practicable after the execution of the Merger Deed, Lottomatica shall cause a general shareholders’ meeting of Lottomatica to be held in order to resolve upon the distribution of dividends in an amount equal to the Ordinary Dividends (or the pro-forma Ordinary Dividends, as applicable) less the Top-Up Amount; provided that any such distribution shall be in any case subject to the favorable vote of the shareholders’ meeting and that Lottomatica does not assume any obligation to cause such resolution to be passed.

In any event, the payment of the Extraordinary Dividend, the payment or the non-payment of any Ordinary Dividends or the continued execution of the share buyback plan of Lottomatica up to the maximum amount authorized by, and in accordance with the terms set forth in, Lottomatica’s 2026 annual shareholders’ meeting will not result in any adjustment to the Exchange Ratio.

6.2 Methods used to determine the Exchange Ratio

As stated in section 5 of the Merger Plan, the valuation of the Merging Companies for the purpose of determining the Exchange Ratio was carried out in accordance with international market-practice principles and methods used for transactions of a similar nature and size, giving priority to the principle of consistency and comparability of the valuation criteria, applied in a manner compatible with the distinguishing characteristics of each of the two Merging Companies.

The definition of an exchange ratio constitutes the quantification of the relative value - and not the absolute value- of each of the merging companies involved in the transaction, bearing in mind that the ultimate objective is not to calculate an absolute economic value for each company but rather to determine homogeneous and comparable values in relative terms.

The valuation has been conducted treating Lottomatica and CIRSA as independent entities, reflecting financial and economic assumptions based on the information available as at June 30, 2026, which may vary or be affected by market conditions and by exogenous and/or endogenous events affecting the current and future performance and/or economic and financial prospects of both Merging Companies. Furthermore, the valuations of the Merging Companies have been carried out without taking into account the potential economic and financial impacts of the Merger, including cost efficiencies and savings, so that the analysis measures the relative values of the Merging Companies before attributing any value to the synergies which are expected to arise from the transaction. All valuation methodologies applied have adjusted CIRSA's price for the Euro 1.56 per-share CIRSA Extraordinary Dividend.

The following primary methodologies have been applied consistently to Lottomatica and CIRSA to determine the Exchange Ratio:

- (i) **Historical trading references / market prices:** the volume-weighted average prices ("VWAP") of the shares of the Merging Companies have been considered for the spot, 1-month, 3-month and 6-month periods prior to and including August 28, 2026 and compared on a like-for-like basis.
- (ii) **Discounted Cash Flow ("DCF"):** the DCF methodology considers the specific characteristics of the Merging Companies, reflects a dynamic view of business activity, and is grounded on the principle that the value of a business is determined by its ability to generate future cash flows, assuming that the Merging Companies are going concerns. In addition, this method captures medium and long-term business potential in terms of profitability, growth, risk profile, capital structure and expected level of investment, and is not affected by the distortions that may exist in share prices at specific points in time due to exceptional circumstances unrelated to the fundamental values of the Merging Companies.

The DCF has been projected based on broker consensus estimates for H2 2026 through 2028, with top-down extrapolation for the period 2029 to 2031, and applied on a common valuation date of June 30, 2026 using the same methodology and framework for both Merging Companies.

The DCF methodology has been carried out on the basis of the following estimates: (a) estimation of the unlevered free cash flows of each of the Merging Companies based on the aforementioned set of projections; (b) estimation of the present value of projected free cash flows using a discount rate that reflects the risk inherent in both businesses and the countries in which they operate, as well as the time value of money; and (c) estimation of the terminal value of each business under Gordon's Growth perpetuity methodology.

To obtain the equity value of each Merging Company, the Enterprise Value ranges obtained through the DCF have been adjusted considering the respective balance-sheet items as at June 30, 2026, including financial liabilities, cash and equivalents, debt-like items, minority interests and associates.

- (iii) **Trading comparables (EV/EBITDA and P/E):** this methodology is based on the implicit multiples at which other relevant companies in the gaming sector are currently trading, with Enterprise Value to EBITDA (EV/EBITDA) ratio as the principal valuation multiple and Price to Earnings (P/E) ratio as an equity-level cross-check.
- (iv) **Precedent transactions:** this reference is based on the EV/EBITDA multiples observed in control-acquisition transactions in the regulated gaming sector carried out between 2021 and 2026. It is noted that precedent transaction multiples may embed a control premium that is not necessarily transferred in an all-share merger.

In addition, the consensus target prices of the financial analysts who cover both Merging Companies have been considered as a further supplementary reference. These references are independent and market-observable, although common coverage is limited and target prices tend to follow share price movements.

As a result of applying the valuation methods described above, various exchange ratio ranges were obtained, spanning from a minimum of 0.30x to a maximum of 0.68x, with the Exchange Ratio ultimately proposed falling within this range.

6.3 Fairness opinion

Lazard Asesores Financieros, S.A., acting as financial advisor to CIRSA in connection with the Merger, has provided a fairness opinion to CIRSA's Board, dated August 31, 2026, on the basis of and subject to the factors, assumptions, limitations and procedures specified therein, on the fairness, from a financial point of view, of the Exchange Ratio to CIRSA shareholders (other than LHMC or any of its affiliates).

A copy of that fairness opinion of Lazard Asesores Financieros, S.A. is attached as **Annex 1** to this report. The opinion should be read in its entirety, taking into account its scope, assumptions and limitations, the information and experience on which it is based, the procedures applied and the matters considered, in order to properly assess the conclusions expressed in it.

7. Cash Exit Right of the shareholders of CIRSA

Pursuant to article 86 of RDL 5/2023, the shareholders of CIRSA who vote against the approval of the Merger at the CIRSA EGM will be entitled to dispose of their shares in exchange for adequate cash compensation (the “**Cash Exit Right**”).

Pursuant to article 12 of RDL 5/2023, the shareholders of CIRSA who vote against the approval of the Merger Plan in the CIRSA EGM may exercise their Cash Exit Right in relation to some or all of their shares, within 20 calendar days from the date of the CIRSA EGM. CIRSA has created the following electronic address for its shareholders to exercise their Cash Exit Right: derechoseparacionjge2026@cirsa.com.

Given the exceptional character of the Cash Exit Right, the shares of CIRSA's shareholders that have validly exercised the Cash Exit Right shall be locked up by the depositaries with which the relevant shares are deposited, from the date of exercise of the Cash Exit Right until completion of the acquisition of the relevant CIRSA shares by Lottomatica (or until it has been verified that the Conditions Precedent have not been satisfied and, should it be the case, not waived). The document by virtue of which the shareholders exercise the Cash Exit Right shall contain instructions to the relevant depositary to lock up the affected CIRSA shares in order for the Cash Exit Right to be deemed validly exercised.

The cash compensation payable in respect of each CIRSA share in relation to which the Cash Exit Right is validly exercised will be Euro 13.20.

This price of Euro 13.20 is the average trading price of the CIRSA shares on the Spanish Stock Exchanges over the three-month period ending on (and including) the trading day immediately preceding the date on which the execution of the Merger Agreement was publicly announced (*i.e.*, from and including June 2, 2026, to and including September 1, 2026) (the “**Cash Exit Right Consideration**”).

The Cash Exit Right Consideration shall be reduced, on a euro-for-euro basis, by the amount of the Extraordinary Dividend, any Ordinary Dividend payable by CIRSA or other extraordinary or ordinary distributions made by CIRSA in respect of its shares prior to the Merger Effective Date, to the extent received by the shareholders validly exercising their Cash Exit Right prior to the payment of the Cash Exit Right Consideration. CIRSA's shareholders that have validly exercised their Cash Exit Right will not be entitled to any dividend declared and/or payable by Lottomatica after the Merger Effective Date.

CIRSA will designate an agent for management of the Cash Exit Right procedure (the “**Agent**”). The Agent will:

- (i) receive applications to exercise the Cash Exit Right submitted through the relevant custodians;
- (ii) check each application against the minutes of the CIRSA EGM in order to verify the shareholder's entitlement to exercise the Cash Exit Right and whether it is being exercised in respect of a number of shares that does not exceed the number for which that shareholder is entitled to exercise it;

- (iii) notify CIRSA of the total number of shares in respect of which the Cash Exit Right has been validly exercised.

The CIRSA shares in respect of which the Cash Exit Right has been validly exercised will be acquired by Lottomatica and will be canceled on the Merger Effective Date without being exchanged for New Shares. The acquisition of the relevant CIRSA shares may be completed prior to the Merger Effective Date and the Cash Exit Right Consideration will be paid no later than two months from the Merger Effective Date.

If it has been verified that the Conditions Precedent will not be satisfied or waived, as applicable, and provided the Cash Exit Right Consideration has not been paid yet to the shareholders of CIRSA that have exercised the Cash Exit Right, the CIRSA shares in relation to which the Cash Exit Right has been exercised will cease to be locked up and will continue trading on the Spanish Stock Exchanges of Madrid, Barcelona, Bilbao, and Valencia. Consequently, in this case, no payment of the Cash Exit Right Consideration will be made to such CIRSA shareholders.

The Merger will not give rise to any withdrawal or cash exit right for the shareholders of Lottomatica.

8. Implications of the Merger for shareholders

As a result of the absorption of CIRSA by Lottomatica, the shareholders of CIRSA at that time (except for those shareholders that have validly exercised the Cash Exit Right), will become shareholders of Lottomatica, a joint stock company (*società per azioni*) incorporated under the laws of Italy, with its registered office in Via degli Aldobrandeschi 300, Rome (RM), 00163, Italy.

This will be implemented through the allotment of New Shares to the shareholders of CIRSA in proportion to their respective ownership interests in the share capital of the Absorbed Company, according to the Exchange Ratio, as detailed in section 4.3.6 above and in the Merger Plan.

Accordingly, as a result of the Merger, the shareholders of CIRSA will have the rights and be subject to the duties that, on an equal footing with the current holders of Lottomatica ordinary shares, belong to them, by law and the bylaws, as a result of their status as shareholders upon receiving the New Shares following the Merger exchange.

The New Shares allotted to the shareholders of CIRSA will be entitled, as from the Merger Effective Date, to participate in the profits of the Absorbing Company, as resulting from the Merger, under the same terms and conditions as the existing shares of Lottomatica.

On the Merger Effective Date, CIRSA will cease to exist and the bylaws governing Lottomatica, as absorbing company, will be those attached to the Merger Plan as Annex 2.

It is expected that the New Shares will be admitted to listing and trading on the Euronext Milan market and that all Lottomatica shares will be admitted to listing and trading on the

Spanish Stock Exchanges of Madrid, Barcelona, Bilbao, and Valencia through the Spanish Automated Quotation System (*Sistema de Interconexión Bursátil*) on or about the date the Merger completes.

9. Implications of the Merger for creditors

As a result of the Merger, from the Merger Effective Date, all assets and liabilities of CIRSA will be automatically transferred to and taken on by Lottomatica, and, as such, all creditors of CIRSA will become creditors of Lottomatica.

None of the Merging Companies offers any safeguards or guarantees to the creditors of each of the Merging Companies, as it is not envisaged that the Merger will adversely affect creditors in any significant manner.

Pursuant to article 7.1.2º of RDL 5/2023, creditors of CIRSA, together with shareholders and employee representatives, are entitled to submit observations on the Merger Plan to CIRSA no later than five business days before the date of the CIRSA EGM.

Pursuant to article 13 of RDL 5/2023, creditors of CIRSA whose claims arose prior to the publication of the Merger Plan and have not yet fallen due at the time of such publication, that are not satisfied with the absence of guarantees and that have notified CIRSA of their dissatisfaction, are entitled, within three months from the date of publication of the Merger Plan, to request the Commercial Registrar to appoint an independent expert within five days.

The expert appointed by the Commercial Registrar shall issue a single report within twenty days on the adequacy of the absence of guarantees for all creditors who have filed such a request. The cost of the expert report should be borne by the company, unless the expert report concludes that the absence of guarantees is adequate or the court dismisses the creditor's claim.

If the expert's report considers the absence of guarantees to be inadequate, the creditor may apply to the Commercial Registrar (*Registrador Mercantil*) of CIRSA's registered office, that will notify the company within five days, giving it fifteen days to offer guarantees. If the creditor remains unsatisfied, it may apply to the Commercial Court (*Juzgado de lo Mercantil*) for the guarantees the company should provide.

On the contrary, if the expert's report considers the absence of guarantees to be adequate, the creditor may apply directly to the Commercial Court (*Juzgado de lo Mercantil*), which will handle the proceedings and notify the Commercial Registrar.

The exercise of the rights set out in article 13 of RDL 5/2023 will neither stay the Merger process nor prevent its registration.

Bondholders (*obligacionistas*) of CIRSA may exercise the same rights as other creditors.

10. Corporate governance and gender-related impact on the managing bodies and impact, if applicable, on corporate social responsibility

10.1 Corporate governance

Subject to the approval by Lottomatica OGM as described in Section 4.2, the Board of Lottomatica will be increased from 11 (eleven) to 13 (thirteen) members subject to and with effect from the Merger Effective Date, with the appointment of 2 (two) additional directors designated by LHMC, namely Mr. Michele Rabà and Mr. Miguel García Gómez (or, in case they are not available to take office, other 2 (two) directors designated by LHMC), whose appointment will be effective as of and conditional upon the Merger Effective Date.

No other changes to the Board of Lottomatica are envisaged. The current Chairman of the Board and Chief Executive Officer of Lottomatica, Mr. Guglielmo Angelozzi, and the current Deputy Chief Executive Officer of Lottomatica, Mr. Laurence Van Lancker, will each remain in their respective offices following the Merger Effective Date.

Following the aforementioned appointments, the Board of Directors of Lottomatica will comprise 8 (eight) independent directors out of 13 (thirteen) members and the current Lead Independent Director will continue to hold office.

The current Chief Executive Officer of CIRSA, Mr. Antonio Hostench Feu, and the current Chief Financial Officer of CIRSA, Mr. Antonio Grau Folguera, will each remain as Chief Executive Officer and Chief Financial Officer of the CIRSA business following the Merger Effective Date, with the current Executive Chairman of the Board of CIRSA, Mr. Joaquim Agut Bonsfills, being appointed Honorary Chairman (*Presidente Honorífico*) of the CIRSA business.

In addition, following the Merger Effective Date, the CIRSA business will continue to be headquartered in Terrassa, Barcelona province, Spain, through CIRSA Gaming Corporation, S.A. and, if the reorganization referred to in Section 27 of the Merger Plan is implemented, a newly incorporated Spanish company.

10.2 Gender-related impact on the managing bodies and impact, if applicable, on corporate social responsibility

As a consequence of the Merger, CIRSA will be dissolved without liquidation and will cease to exist as a separate legal entity. Accordingly, its Board of Directors will terminate upon the effectiveness of the Merger. For this reason, no reference to the gender impact on the managing body of CIRSA is warranted.

Notwithstanding the foregoing, as indicated in Section 10.1 above, the CIRSA business will continue to be headquartered in Terrassa, Barcelona province, Spain. No gender-related impact is expected with respect to the management team of such headquarters as a result of the Merger.

Except for the appointment of two directors to the Board of Lottomatica as indicated in Section 10.1 above, no other gender-related impact on the managing body of the Absorbing Company is expected as a result of the Merger.

Finally, no impact on the corporate social responsibility of the CIRSA business is expected as a result of the Merger.

11. Impact of the Merger on the long-term incentive plan of CIRSA

CIRSA has the following long-term incentive plan in force, consisting of the award of CIRSA shares to certain executive directors and senior managers of the CIRSA group:

2025–2029 Long-Term Incentive Plan: the Ordinary Shareholders' Meeting of CIRSA, held on June 18, 2025, approved a long-term incentive plan consisting of the delivery of CIRSA shares to certain executive directors and approximately 50 senior managers of the CIRSA group, structured in three overlapping three-year cycles (2025–2027, 2026–2028 and 2027–2029), subject to the achievement of certain financial and non-financial performance conditions (the “**2025–2029 LTIP**”).

As a consequence of the Merger, the 2025–2029 LTIP will be early settled on a *pro rata temporis* basis, for the proportion corresponding to time elapsed until early settlement over total time of vesting and subject to verification of the applicable performance conditions, in accordance with its terms and conditions, which provide for early settlement upon, *inter alia*, the approval of a merger.

In addition, the board of directors of Lottomatica, as the surviving entity in the Merger, intends to propose to the Lottomatica OGM, the approval, conditional upon the Merger Effective Date, of a new long-term incentive plan for the management of the combined entity resulting from the Merger (the “**New LTIP**”), whose economic terms and conditions shall be identical to those governing Lottomatica's current stock options plan for the 2026–2028 period approved by the shareholders' meeting of Lottomatica on April 20, 2026 (except for (i) the strike price, which will be equal to the average price of Lottomatica shares for the 30-day period before the Merger Effective Date, and (ii) the kick factor, which will be equal to 1.7x the strike price).

12. Rights and remedies available to CIRSA shareholders under RDL 5/2023

Pursuant to article 5 of RDL 5/2023, the shareholders of CIRSA are entitled to the following rights and remedies in connection with the proposed Merger:

- (i) **Right to challenge the Exchange Ratio:** pursuant to article 49 of RDL 5/2023, any CIRSA shareholder who has not voted in favor of the approval of the Merger Plan in the CIRSA EGM or who does not have a right to vote may challenge the Exchange Ratio and claim a cash payment before the Commercial Court (*Juzgado de lo Mercantil*) of CIRSA's corporate domicile, within two months following the date of publication of the Merger resolution by the CIRSA EGM in the Commercial Registry

Official Gazette and CIRSA's corporate website pursuant to article 10 of RDL 5/2023. In the event that the challenging shareholder obtains a favorable ruling, the Absorbing Company may elect to offer its own shares in lieu of a cash payment. A challenge to the Exchange Ratio does not suspend or otherwise prevent the Merger or its registration.

- (ii) **Right to challenge the Cash Exit Right Consideration:** pursuant to articles 12.4 and 86 of RDL 5/2023, CIRSA shareholders who vote against the approval of the Merger at the CIRSA EGM, declare their intention to exercise the Cash Exit Right and consider that the Cash Exit Right Consideration has been inadequately fixed, may claim supplementary compensation before the Commercial Court (*Juzgado de lo Mercantil*) of CIRSA's corporate domicile within two months from the date in which they receive (or should have received) the Cash Exit Right Consideration. A challenge to the Cash Exit Right Consideration does not suspend or otherwise prevent the Merger or its registration.

All the above is without prejudice to the right of CIRSA shareholders to challenge the resolution of the CIRSA EGM approving the Merger if they consider that it is contrary to the law or the bylaws or detrimental to the corporate interest in favor of one or more shareholders or third parties, in accordance with the Capital Companies Law (*Ley de Sociedades de Capital*). The action is subject to a three-month limitation period from the date the resolution is adopted or could have been known, except for resolutions contrary to public policy (*orden público*) which are not subject to any limitation period.

Nevertheless, pursuant to article 11 of RDL 5/2023, the alleged inadequacy of the Cash Exit Right Consideration, the alleged inadequacy of the Exchange Ratio, or any failure to meet the information requirements relating to such Cash Exit Right Consideration or Exchange Ratio do not, by themselves, individually or jointly, constitute grounds for challenging the Merger resolution. Such matters are addressed through the specific remedies described in paragraphs (i) and (ii) above.

In any event, pursuant to article 16.2 of RDL 5/2023, a merger may not be declared null and void once registered, without prejudice to any indemnification claims that may apply.

PART 2 – FOR CIRSA’S EMPLOYEES

13. Information on the procedures for involvement of CIRSA’s employees

Pursuant to articles 5, 85 and 88 of RDL 5/2023, the employees of CIRSA (given the absence of employees’ representatives in CIRSA) will be informed and consulted before the Merger is approved by the CIRSA EGM, so that, where applicable, a reasoned response can be provided to the employees before approval of the Merger.

To this effect, this report, together with the Merger Plan, will be made available to the shareholders and to the employees of CIRSA by publication on CIRSA’s corporate website at least six weeks before the date of the CIRSA EGM, in accordance with article 5.6 of RDL 5/2023. The Independent Expert’s report will also be made available within such six-week period.

The employees of CIRSA are entitled to submit comments on the Merger Plan to CIRSA up to five business days before the date of the CIRSA EGM. Any opinion received from the employees in due time will be attached to this report and made available to the shareholders.

14. Consequences of the Merger for the employment relationships

All employees of CIRSA shall become part of the workforce of Lottomatica upon the Merger Effective Date. On that date, Lottomatica shall assume and be subrogated in respect of all employment contracts and obligations relating to the employees of CIRSA, whose employment relationships shall not be amended, other than regarding the change of employer.

As at the date of this report, the Merger is not expected to result in any substantial change to employment of CIRSA’s employees. Accordingly, no specific measures are envisaged in relation to the safeguarding of employment.

15. Expected substantial changes in the applicable conditions of employment or in the location of the centers of activity of CIRSA

As indicated in Section 14 above, Lottomatica will assume and be subrogated in respect of all employment contracts and obligations relating to the employees of CIRSA upon the Merger Effective Date. No changes to the employment conditions of CIRSA’s employees are expected as a result of the Merger.

In particular, upon effectiveness of the Merger, the CIRSA business will continue to be headquartered in Terrassa, Barcelona province, Spain, through CIRSA Gaming Corporation, S.A. and, if the reorganization referred to in section 27 of the Merger Plan is implemented, a newly incorporated Spanish company.

Notwithstanding the foregoing, if the reorganization referred to above is implemented, all or part of CIRSA's employees may be assigned to CIRSA Gaming Corporation, S.A. or the newly incorporated Spanish company, as the holding entities of the CIRSA business following the Merger. In any event, the CIRSA business will continue to be headquartered in Terrassa, Barcelona province and no changes to the employment conditions of such employees are expected as a result of the Merger.

16. Effects of the previous factors on CIRSA's subsidiaries

As at the date of this Report, the Merger is not expected to result in any substantial changes to the employment levels, conditions of employment or location of the centers of activities of the Absorbing Company or of the Absorbed Company, nor is the Merger expected to have any impact on the subsidiaries of the Merging Companies and, therefore, no measures for the safeguarding of employment are envisaged.

Notwithstanding the foregoing, following the Merger Effective Date, the combined entity may complete an analysis of the overlaps, duplications and economies of scale arising from the Merger, if any. Nonetheless, as of the date hereof, no decisions have been made regarding any employment-related measures that may need to be adopted in connection with the integration of CIRSA's subsidiaries into the Lottomatica Group as a result of the Merger.

In any event, any measures resulting from such analysis will be carried out in compliance with the legally established procedures in each case and, in particular, with respect to the applicable employees' information and consultation rights, holding, if applicable, the appropriate meetings and negotiations to enable the potential integration of workforces.

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In accordance with the provisions of article 5 of RDL 5/2023, this report on the Merger between CIRSA (as absorbed company) and Lottomatica (as absorbing company) is approved by the Board of Directors of CIRSA on October 8, 2026.

English translation for informative purposes only

Annex 1

Copy of the fairness opinion of Lazard Asesores Financieros, S.A.

[please refer to the Spanish version of this report]