



# Corporate Governance Report and ownership structure Financial Year 2024

Pursuant to Article *123-bis* TUF

Approved by the Board of Directors of Lottomatica Group S.p.A. on 3  
March 2025.

[www.lottomaticagroup.com](http://www.lottomaticagroup.com)

## Table of contents

Foreword .....	4
Glossary .....	5
<b>1.0. ISSUER PROFILE .....</b>	<b>6</b>
<b>2.0. INFORMATION ON OWNERSHIP STRUCTURES .....</b>	<b>8</b>
a) Share Capital Structure .....	8
b) Restrictions on the Transfer of Securities .....	8
c) Significant shareholdings in the share capital .....	8
d) Securities conferring special rights .....	8
e) Employees' share ownership: voting rights exercise mechanism .....	8
f) Restrictions on voting rights .....	8
g) Shareholders' agreements .....	8
h) Change of control clauses and statutory provisions on takeover bids .....	8
i) Powers to increase the share capital and authorisations to purchase treasury shares .....	8
j) Management and coordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code) .....	9
<b>3.0. COMPLIANCE .....</b>	<b>11</b>
Role of the Board of Directors (Article 1 of the Corporate Governance Code) .....	11
Composition of corporate bodies (Article 2 of the Corporate Governance Code) .....	12
Functioning of the Board of Directors and Role of the Chairman (Article 3 of the Corporate Governance Code) .....	12
Appointment of Directors and self-assessment of the Board of Directors (Article 4 of the Corporate Governance Code) .....	13
Remuneration of Directors (Article 5 of the Corporate Governance Code) .....	13
Internal Control and Risk Management System (Article 6 of the Corporate Governance Code) .....	13
<b>4.0. BOARD OF DIRECTORS .....</b>	<b>14</b>
4.1. ROLE OF THE BOARD OF DIRECTORS .....	14
4.2. APPOINTMENT AND REPLACEMENT .....	15
4.3. COMPOSITION .....	18
Directors' Curricula .....	19
Diversity criteria and policies in board composition and corporate organisation .....	19
Independence requirements .....	22
4.4. FUNCTIONING .....	22
4.5. ROLE OF THE PRESIDENT .....	23
The Board Secretary .....	24
4.6. EXECUTIVE DIRECTORS .....	24
Disclosure of information to the Board of Directors by the executive directors .....	26
4.7. INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTORS .....	26
Lead Independent Director .....	28
<b>5.0. MANAGEMENT OF CORPORATE INFORMATION .....</b>	<b>29</b>
<b>6.0. INTERNAL BOARD COMMITTEES .....</b>	<b>29</b>
6.1. Control and Risk Committee .....	31
Composition .....	31
Duties .....	32
Meetings .....	33
Activities .....	33
6.2. Nomination and Remuneration Committee .....	34
Composition .....	34
Tasks .....	34
Meetings .....	35
Activities .....	35
6.3. Related Party Transactions Committee .....	36
Composition .....	36

Tasks.....	36
Meetings .....	36
Activities.....	36
6.4. ESG Committee .....	36
Composition.....	36
Tasks.....	37
Meetings .....	37
Activities.....	37
<b>7.0. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS.....</b>	<b>38</b>
7.1. Self-Assessment and Directors' Succession.....	38
7.2. Nomination and Remuneration Committee .....	39
<b>8.0. DIRECTORS' REMUNERATION .....</b>	<b>39</b>
8.1. Directors' remuneration.....	39
8.2. Nomination and Remuneration Committee .....	40
<b>9.0. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM .....</b>	<b>40</b>
9.0.1. Foreword.....	40
9.0.2. Description of the main features of the existing risk management and internal control system in relation to the financial reporting process.....	40
9.0.2.1. Stages of the existing Risk Management and Internal Control System in relation to the financial reporting process.....	43
9.0.2.2. Roles and Functions Involved.....	45
9.0.3. Description of the main features of the internal control system in relation to the sustainability reporting process .....	45
9.1. Board of Directors.....	47
9.2. Chief Executive Officer .....	48
9.3. Control and Risk Committee.....	48
9.4. Board of Statutory Auditors .....	48
9.5. Head of Internal Audit .....	49
9.6. Supervisory Body pursuant to the Organisational Model pursuant to Legislative Decree 231/2001.....	50
9.7. External Auditor .....	50
9.8. Manager responsible for the Corporate Financial Documents and other corporate roles and functions.....	50
9.9. Supervisory Board .....	52
9.10. Coordination between entities involved in the Internal Control System Risks .....	54
<b>10. DIRECTORS' INTERESTS AND RELATED PARTIES TRANSACTIONS .....</b>	<b>54</b>
<b>11. BOARD OF AUDITORS.....</b>	<b>55</b>
11.1. Appointment and replacement .....	55
11.2. COMPOSITION AND OPERATION .....	57
11.3. ROLE.....	59
<b>12. RELATIONS WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS .....</b>	<b>60</b>
<b>13. SHAREHOLDERS' MEETING .....</b>	<b>62</b>
<b>14. CHANGES SINCE THE END OF THE REPORTING PERIOD.....</b>	<b>64</b>
<b>15. COMMENTS ON THE LETTER FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE.....</b>	<b>64</b>
TABLE 1: INFORMATION ON THE OWNERSHIP STRUCTURE AS AT 03.03.2025.....	72
TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR.....	
TABLE 3: BOARD COMMITTEES' STRUCTURE AT THE END OF THE FINANCIAL YEAR..	
TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE FINANCIAL YEAR.....	

## Foreword

This Report, approved on 3 March 2025 by the Board of Directors of Lottomatica Group S.p.A. (hereinafter also referred to as "**Lottomatica**" or the "**Company**" or the "**Issuer**"), is aimed at providing a general and complete overview of the corporate governance system adopted by the Company in compliance with the relevant legal and regulatory obligations<sup>1</sup> and in line with the guidelines and recommendations of Borsa Italiana S.p.A. and the Corporate Governance Committee.

The Report contains information on the ownership structure and Lottomatica's adherence to the 2020 edition of the Corporate Governance Code<sup>2</sup>, and the reasons underlying the choices made in the application of the self-discipline principles, including the application methods, and improvements thereof, resolved by the Board of Directors, as well as the corporate governance practices actually applied. Furthermore, the Report was drafted in compliance with the 10<sup>th</sup> Edition of the Format for the Report on Corporate Governance and Ownership Structure (*Format per la Relazione sul governo societario e gli assetti proprietari*) (December 2024)<sup>3</sup>.

For further details on the remuneration, also for the purposes of the comply-or-explain principle contained in the relevant self-discipline recommendations to which the Company has adhered, please refer to the Report on the Remuneration Policy and Compensation Paid, published at the same time as this Report.

The information contained in this Report refers to the financial year 2024 and, in relation to specific topics, is updated as of the date of the Board of Directors meeting that approved it.

This Report describes Lottomatica's profile, structure and values, focuses on information on its ownership structure, analyses and provides information on corporate governance, in particular on the implementation of the Corporate Governance Code Recommendations, the main features of the Internal Control and Risk Management System, also in relation to the financial reporting process and, more generally, the main governance practices applied.

---

<sup>1</sup> Article 123-bis of Legislative Decree No. 58/1998 ("Consolidated Law on Finance").

<sup>2</sup> The Corporate Governance Code was approved on 31 January 2020 by the Corporate Governance Committee promoted by Abi, Ania, Assonime, Assogestioni, Borsa Italiana and Confindustria. More information on the Code and the composition of the Committee is available on the Borsa Italiana website.

<sup>3</sup> The Format is available on the Borsa Italiana website.

## Glossary

**"Director"**: a member of the Issuer's Board of Directors.

**"Chief Executive Officer" or "CEO"**: the director to whom the Board has delegated the functions of Chief Executive Officer of the Issuer. At the date of the Report, the office of CEO is held by Ing. Guglielmo Angelozzi.

**"Shareholders' Meeting"**: the Shareholders' Meeting of the Issuer.

**"Shareholder"**: any shareholder of the Issuer.

**"Borsa Italiana"**: Borsa Italiana S.p.A.

**"Corporate Governance Code" or "CG Code"**: the Corporate Governance Code of Listed Companies, approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, available at [www.borsaitaliana.it](http://www.borsaitaliana.it).

**"Cod. civ.", "c.c." or "Italian Civil Code"**: the Italian Civil Code.

**"Board of Statutory Auditors"**: the Board of Statutory Auditors of the Issuer.

**"Committees"**: the committees established within the Board of Directors.

**"CR Committee"**: the Issuer's Control and Risk Committee.

**"ESG Committee"**: the Environmental Social Governance Committee of the Issuer.

**"RPT Committee"**: the Related Parties Committee of the Issuer.

**"NR Committee"**: the Nomination and Remuneration Committee of the Issuer.

**"Board" or "Board of Directors"**: the Board of Directors of the Issuer.

**"Trading Start Date"**: means the first day of trading of the Company's ordinary shares on Euronext Milan, *i.e.* 3 May 2023.

**"Date of the Report"**: the date of approval of this Report by the Board of Directors of Lottomatica Group S.p.A., *i.e.* 3 March 2025.

**"Manager responsible for the Corporate Financial Documents"**: the manager responsible for preparing the company's accounting and corporate documents. As of the date of the Report, the Manager responsible for the Corporate Financial Documents is Mr. Laurence Lewis Van Lancker.

**"Financial Year"**: the financial year running from 1 January 2024 to 31 December 2024 to which the Report refers.

**"ESRS"**: the sustainability reporting principles defined in Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023.

**"Euronext Milan"**: the Euronext Milan market, organised and managed by Borsa Italiana S.p.A., on which the Issuer's shares are traded.

**"Lottomatica Group" or "Group"**: jointly means Lottomatica Group S.p.A. and the companies directly and indirectly controlled by it.

**"Supervisory Board" or "SB"**: the Issuer's Supervisory Board appointed pursuant to Legislative Decree No. 231/2001.

**"Chairman"**: the Chairman of the Board of Directors. At the date of the Report, the office of Chairman is held by Mr. Andrea Moneta.

**"Issuers' Regulation" or "IR"**: the Regulation issued by Consob with Resolution No. 11971 of 1999 (as subsequently amended) on issuers.

**"Consob Market Regulations"**: the Regulations issued by Consob in Resolution No. 20249 of 2017 (as amended) on markets.

**"Related Parties Regulation"**: the Regulation issued by Consob with Resolution No. 17221 of 12 March 2010 (as subsequently amended) on related party transactions.

**"Report"**: this report on corporate governance and ownership structure prepared by the Company pursuant to Article 123-*bis* of the Consolidated Law on Finance and referring to the Financial Year 2024.

**"Remuneration Report"**: means the Report on the remuneration policy and compensation paid pursuant to Article 123-*ter* of the Consolidated Law on Finance and 84-*quater* of the Issuers' Regulation available on the page of the Company's website dedicated to the Shareholders' Meeting 2025 hereinafter: <https://lottomaticagroup.com/it-it/home/governance/assemblea-degli-azionisti>.

**"SCIGR"**: Lottomatica's Internal Control and Risk Management System.

**"Statutory Auditor"**: a member of the Issuer's Board of Statutory Auditors.

**"Articles of Association"**: the Issuer's Articles of Association currently in force.

**"Consolidated Law on Finance/TUF"** means Legislative Decree No. 58 of 24 February 1998 (as subsequently amended).

Save otherwise specified, reference shall be made to the definitions contained in the CG Code of: directors (*amministratori*); executive directors (*amministratori esecutivi*); independent directors (*amministratori indipendenti*); significant shareholder (*azionista significativo*); Chief Executive Officer (CEO); managing body (*organo di amministrazione*); controlling body (*organo di controllo*); business plan (*piano industriale*); concentrated ownership company (*società a proprietà concentrata*); big company (*società grande*); sustainable success (*successo sostenibile*), and top management.

Furthermore, unless otherwise specified, the sections that refer to the content of the relevant ESRs are also intended to refer to the definitions of the ESRs themselves, in particular those relating to: lobbying activities, value chain, interested communities, active and passive corruption, business culture, consumers, sustainability declaration, employee, discrimination, suppliers, own workforce, impacts, sustainability impacts, workers in the value chain, non-employee workers, independent board members, metrics, business model, harassment, objective, opportunities, sustainability-related opportunities, management and control bodies, policy, indigent peoples, stakeholders, sustainability issues, relevance, risks, sustainability-related risks, end users.

## 1.0. ISSUER PROFILE

As of 3 May 2023, Lottomatica Group S.p.A. is a company with shares listed on the Euronext Milan regulated market, organised and managed by Borsa Italiana S.p.A.

The Company has adopted the traditional Italian administration and control system, articulated in two corporate bodies appointed by the Shareholders' Meeting: a Board of Directors, vested with the broadest powers for the ordinary and extraordinary administration of the Company, and a Board of Statutory Auditors, with the function of supervising the administration and compliance with the law and the Articles of Association. The Board of Directors is also the body responsible for determining and implementing management and coordination activities over other Group companies.

Lottomatica is the first Italian operator in the gaming market authorised by the Customs and Monopolies Agency and one of the largest players at European level.

The Group operates in the following business segments: Online (betting and online gaming); Sports Franchise (betting and gaming on the physical network); Gaming Franchise (management of AWP (Amusement With Prize machines) and VLT (Video Lottery Terminals) entertainment networks and management of gaming halls and proprietary AWP) and is a market leader in offering a safe and engaging gaming experience through all sales channels.

The Group aims at being the number one choice for its customers through:

- the creation of secure, unique and innovative *online* and *in-life* gaming experiences;
- the generation of sustainable value for its customers, people, partners, institutions, communities and shareholders;
- the contribution of sustainable innovation in the sector, through technological excellence and experimentation with new business, work and relationship models.

In this context, the Board of Directors carries out its activities with a view to the pursuit of sustainable success, *i.e.*, the creation of long-term value for shareholders and other stakeholders affected by the Company's activities.

The Board interprets this role through the implementation of a series of specific measures: firstly, an end-council committee dedicated to relevant issues in the field of *Environmental Social Governance* ("**ESG**") has been set up with investigative, advisory and propositional functions, with the task of promoting the integration of sustainability in the Group's strategy and corporate culture.

The ESG Committee prepares annual action plans, the execution of which it monitors, and provides the Board of Directors with guidelines to guide the management body's actions. To support its work in pursuit of sustainable development, the Board has adopted several specific ESG policies, including the Diversity & Inclusion Policy, the Responsible Marketing Policy, the Environmental Sustainability Policy, the Responsible Gaming Policy, the Human Rights Protection Policy and the Gender Equality Policy.

Lottomatica prepares the sustainability report pursuant to Legislative Decree No. 125 of 6 September 2024 (Implementing EU Directive 2022/2464), included in the Management Report contained in the Annual Financial Report as of 31 December 2024, available on the Company's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com) and filed with the competent Companies' Register.

It should be noted that the Issuer does not fall within the definition of an SME under Article 1(1)(w-quater.1)<sup>4</sup> of the Consolidated Law on Finance and Article 2-ter of the IR.

Even though the Issuer's shares are listed on the Euronext Milan market as of 3 May 2023, Company deems it appropriate to consider the definition of "large company" of the CG Code applicable to its case, as it has capitalisation in excess of EUR 1 billion, at least on the last trading day of the financial year ending 31 December 2024 (in addition to the financial year ending 31 December 2023).

In addition, for the financial year 2024, the Company qualifies as a 'concentrated ownership company', since the shareholder Gamma Intermediate S.à.r.l. as of 31 December 2024 holds the majority of the votes that can be exercised at the Shareholders' Meeting.

After the end of the Financial Year, on 9 January 2025, Gamma Intermediate s.à.r.l. sold a 9.5% stake in Lottomatica's share capital and currently holds a 41.9% stake in the Company's share capital and subsequently, on 5 March 2025, it sold a further 10.3% stake. As of the date of publication of this Report (27 March 2025), Gamma Intermediate s.à.r.l holds a 31.6% stake in the Company's share capital.

---

<sup>4</sup> The definition of SME in the TUF was last amended by art. 2 of law no. 21 of 5 March 2024, which raised (from 500 million) to 1 billion euros the capitalisation threshold below which listed companies are considered SMEs.

## 2.0. INFORMATION ON OWNERSHIP STRUCTURES

### a) Share Capital Structure

The share capital of the Issuer represented by ordinary shares.

Ordinary shares are indivisible, freely transferable and grant their holders equal rights. In particular, each Ordinary Share confers the right to 1 (one) vote in ordinary and extraordinary general meetings of the Company as well as other property and administrative rights pursuant to the Articles of Association and the law.

As of 31 December 2024, the Company's share capital amounted to EUR 10,000,000.00 fully paid-up, and was represented by 251,630,412 Ordinary Shares, with no indication of par value.

The Ordinary Shares of the Company have been listed on the Euronext Milan market since 3 May 2023.

It should be noted that, on 15 March 2023, the Issuer's Ordinary Shareholders' Meeting resolved to adopt, effective as of the Trading Starting Date, a stock option plan aimed at aligning the Company's interests with those of the directors and executives with strategic responsibilities over the medium-long term. For further information on these plans, please refer to the Remuneration Report available on the Company's website.

For further information on the share capital structure, please refer to **Table 1** attached hereof.

### b) Restrictions on the Transfer of Securities

At the Date of the Report, there are no provisions applicable to the Issuer that have the effect of introducing restrictions on the transfer of securities.

### c) Significant shareholdings in the share capital

As far as the Company is aware from the notifications received pursuant to Article 120 TUF, as of the Date of the Report, the significant shareholders are those indicated in **Table 1 "Significant Shareholdings in the Capital"** attached to this Report.

The current majority shareholder, Gamma Intermediate s.à.r.l., is a Luxembourg company acting as an investment vehicle for the US fund Apollo Management, L.P.

### d) Securities conferring special rights

The Company has not issued any securities conferring special rights of control.

The Articles of Association do not provide for the possibility of issuing shares with multiple or increased voting rights. However, it is provided that the share capital may also be increased by resolution of the Shareholders' Meeting by issuing shares with rights other than those attributed to ordinary shares and with contributions other than in cash or by offsetting liquid and payable debts to the Company, in accordance with and to the extent permitted by law. This possibility has not been exercised by the Company.

### e) Employees' share ownership: voting rights exercise mechanism

The incentive plans adopted by the Company do not provide for the voting rights inherent in the Ordinary Shares granted to be exercised by persons other than the beneficiaries of the plan.

### f) Restrictions on voting rights

No restrictions of any kind were introduced on the exercise of voting rights by Shareholders.

### g) Shareholders' agreements

To the best of the Issuer's knowledge, as of the Date of the Report there are no agreements falling within the meaning of Article 122 of the Consolidated Law on Finance between the Shareholders.

### h) Change of control clauses and statutory provisions on takeover bids

At the Date of the Report, the Group is a party to certain loan agreements that include, as customary in the negotiation practice for similar agreements, clauses granting each party the right to terminate or amend such agreements in the event of a change of control of the Issuer.

The Articles of Association do not contain any exceptions to the provisions on the passivity rule set forth in Article 104, paragraphs 1 and 1-*bis*, of the Consolidated Law on Finance and do not provide for the application of the neutralisation rules set forth in Article 104-*bis*, paragraphs 2 and 3 of the Consolidated Law on Finance.

### i) Powers to increase the share capital and authorisations to purchase treasury shares

The Extraordinary Shareholders' Meeting of 28 March 2023 resolved to grant the Board of Directors, effective as of the date of the start of trading of the Company's shares on Euronext Milan, pursuant to Article 2443 of



the Italian Civil Code, for a period of 5 (five) years from the date of said resolution, the power to increase the share capital, on a divisible basis and for payment, also in several *tranches*, to serve share-based incentive plans, for a maximum amount in any case not exceeding 5% of the share capital (including the share premium reserve), through the issue of Ordinary Shares without any indication of nominal value, having the same characteristics as those in circulation, with regular enjoyment, excluding option rights pursuant to Article, 2441, Paragraphs 5 and 8, of the Italian Civil Code, at an issue value equal to the accounting parity of the Ordinary Shares on the date of execution of the delegation. The aforementioned capital increase is at the service of a management incentive plan through the assignment of stock options for which please refer to the Remuneration Report.

Please note that on 3 March 2025, the Board of Directors has requested that during the next Shareholders' Meeting to be held on 30 April 2025 a delegation to the Board of Directors is approved in order to implement a treasury share purchase program. For further information, please refer to the press release made public on the Issuer's website in the Press Releases Section. As of the Date of the Report, the Issuer does not hold treasury shares.

#### **j) Management and coordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code)**

The Company is not subject to management and coordination activities, pursuant to Article 2497 of the Italian Civil Code, by its majority shareholder, as noted by the Company's Board of Directors in its resolution of 27 February 2023.

In the aforementioned resolution, the Board noted that the majority shareholder is a company that merely exercises the activity of a holding company, without carrying out activities of an operational or managerial nature. Furthermore, neither the majority shareholder nor any of its controlling companies has concretely taken any decisions that could influence the Company's business from a commercial point of view.

It should also be noted that the Board of Directors includes Directors other than those on the board of the majority shareholder, including the Chief Executive Officer, Ing. Guglielmo Angelozzi: this helps to ensure that the Company takes strategic business decisions in a completely independent manner.

The presumption of management and coordination of the Company by Gamma Intermediate s.à r.l. was therefore deemed to have been overturned, as neither the latter nor its parent companies in practice carry out such activities *vis-à-vis* the Company (and its subsidiaries).

The Company itself is a holding company with respect to its subsidiaries, over which it is able to exercise significant influence, directing their corporate and business management.

The Board of Directors consists of, among others, four independent directors within the meaning of the Consolidated Law on Finance and the CG Code (see paragraph 4.0) as well as other persons who do not hold significant positions in Gamma Intermediate s.à r.l. or other parent companies.

\* \* \*

Finally, it should be noted that:

- the information required by Article 123-bis, paragraph 1, letter i), of the Consolidated Law on Finance concerning "*agreements between the Company and the directors [...] providing for indemnities in the event of resignation or dismissal without just cause or if their employment relationship terminates following a takeover bid*" ("*gli accordi tra la Società e gli amministratori [...] che prevedono indennità in caso di dimissioni o licenziamento senza giusta causa o se il loro rapporto di lavoro cessa a seguito di un'offerta pubblica di acquisto*") is contained in the Remuneration Report prepared and published pursuant to Article 123-ter of the Consolidated Law on Finance;
- the information required by Article 123-bis, first paragraph, letter l), of the Consolidated Law on Finance, concerning "*the rules applicable to the appointment and replacement of directors [...] if different from the laws and regulations applicable by way of supplementary provisions*" ("*le norme applicabili alla nomina e alla sostituzione degli amministratori [...] se diverse da quelle legislative e regolamentari applicabili in via suppletiva*") is illustrated in section 4.2. below of this Report dedicated to the Board of Directors;
- the information required by Article 123-bis, paragraph one, letter l), second part, of the Consolidated Law on Finance, concerning "*the rules applicable [...] to the amendment of the articles of association, if different from the laws and regulations applicable by way of supplementary provisions*" ("*le norme*

*applicabili [...] alla modifica dello statuto, se diverse da quelle legislative e regolamentari applicabili in via suppletiva”)* is illustrated in paragraph 13 of this Report dedicated to the Shareholders' Meeting.

### 3.0. COMPLIANCE

By Board resolution of 27 February 2023, Lottomatica adhered to the Corporate Governance Code<sup>5</sup>.

Roles, responsibilities and regulatory tools of the Company consider the relevant Recommendations of the Corporate Governance Code, as well as the decisions taken by the Board of Directors on how to apply the Recommendations.

Below are the details of the decisions taken by the Board of Directors in compliance with the Recommendations.

#### ***Role of the Board of Directors (Article 1 of the Corporate Governance Code)***

In line with the Recommendations, the powers of the Board have been defined, confirming its strategic role and its position of absolute centrality in the Company's corporate governance system, with wide-ranging competences, including on the organisation of the Company and the Group and the Internal Control and Risk Management System<sup>6</sup>.

Furthermore, the interest of stakeholders other than Shareholders is considered one of the necessary references that the Directors shall evaluate in making informed decisions, in the creation of value in the medium to long term.

In particular, the Board of Directors has maintained a central role in defining the strategic lines and objectives of the Company and the Group, at the proposal of the CEO, pursuing their sustainable success and constantly monitoring their implementation.

The Board of Directors examines and approves a five-year business plan of the Company and the Group and the related budgets, also based on the analysis of issues relevant to the generation of long-term value and with the support of the ESG Committee (Recommendation 1, letter a) of the Corporate Governance Code), periodically monitors its implementation and evaluates the general operating performance, periodically comparing the results achieved with those planned (Recommendation 1, letter b) of the Corporate Governance Code).

Furthermore, the Board defines, with reference to the five-year business plan, the nature and level of risk compatible with the Company's strategic objectives, including in its assessments all elements that may be relevant to the Company's sustainable success (Recommendation 1, letter c) of the Corporate Governance Code).

The Board has, in addition, defined the general criteria for identifying the transactions of the Company and its subsidiaries that have a strategic, economic, equity or financial significance for the Company, subject to the approval of the Board itself (Recommendation 1, letter e) of the Corporate Governance Code), adopting behavioral and procedural safeguards against situations in which the Directors and Statutory Auditors have their own interests or those of third parties, including the case of transactions with related parties of Lottomatica (see paragraph 10).

The Board also takes care to ensure compliance with the principle of proper corporate and entrepreneurial management of subsidiaries and ensures that their management autonomy is not compromised.

The Board is also entrusted with the task of defining the Company's corporate governance system and rules, evaluating and promoting, where necessary, the appropriate changes, submitting them, when relevant, to the Shareholders' Meeting, and of defining the Group's structure; defines the basic outlines of the organizational, administrative and accounting structure, including the Internal Control and Risk Management System, of the Company, of its strategically significant subsidiaries and of the Group and to assess its adequacy, with particular reference to the internal control and risk management system (Recommendation 1, letter d) of the CG Code).

With reference to the proper management of corporate information (Recommendation 1, letter f) of the CG Code), by resolution of 27 February 2023, the Board approved, at the proposal of the CEO, the Internal Procedure for the Management and Handling of Inside Information and External Disclosure of Documents and Information, in compliance with Regulation No. 596/2014/EU of 16 April 2014 and the related implementing

<sup>5</sup> The text of the Code is publicly available on the website of the Corporate Governance Committee ('CG Committee') at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.

<sup>6</sup> For further information, please refer to section 9.0. 'Internal Control and Risk Management System' of this Report.

Regulations, as well as with national regulations, taking into account Italian and international institutional guidelines on the matter.

In connection with the adherence to and implementation of the Recommendations of the Corporate Governance Code, with reference to Principle III and Recommendation 2, the Board did not deem it necessary to submit proposals to the Shareholders' Meeting to amend the Company's corporate governance system.

Lastly, it should be noted that the Board, upon the Chairman's proposal formulated in agreement with the Chief Executive Officer, at its meeting of 27 February 2023, approved the Policy for the Management of Dialogue with Shareholders and the financial community (see section 12.0), also taking into account the engagement policies adopted by institutional investors and asset managers (Recommendation 3 of the Corporate Governance Code). During the financial year, on 29 July 2024, the Board of Directors approved certain amendments to the Policy in order to adapt the text originally adopted to the sector in which the Company operates and the types of investors with which it periodically interfaces. In particular, the changes made were aimed at: (i) better defining the roles of the persons in charge of dialogue with investors and the financial community: The Chairman, the Chief Executive Officer, the Chief Financial Officer and the Head of Investor Relations, Capital Markets and M&A, (ii) a streamlining of the contents and methods of the dialogue with investors in light of the experience accumulated during the first year of listing and (iii) the implementation of the recommendation contained in the letter from the Chairman of the Corporate Governance Committee contemplating a proactive approach aimed at the involvement and inclusion of the most relevant stakeholders: employees, business partners, customers and local communities. On this point, please refer to the following paragraph 12.

#### ***Composition of corporate bodies (Article 2 of the Corporate Governance Code)***

In line with the Articles of Association and the Corporate Governance Code (Recommendation 4), the Board of Directors appointed a *Chief Executive Officer (CEO)*, to whom it entrusted the management of the Company, reserving decision-making on certain matters to his exclusive competence.

The Chief Executive Officer is, therefore, the main person responsible for the management of the Company as well as the only member of the Board of Directors with executive duties.

The number of independent directors, 4 out of 11 (or 36.36% of the members of the Board of Directors), is in line with the Recommendations of the Corporate Governance Code. The Board of Directors has predefined the criteria for assessing the materiality of additional remuneration and relationships that may compromise a director's independence, approving on 27 February 2023 its Policy on Qualitative and Quantitative Criteria for Assessing Independence Requirements, pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d) of the Corporate Governance Code ("*Politica in materia di criteri qualitativi e quantitativi ai fini della valutazione dei requisiti di indipendenza, ai sensi dell'Articolo 2, Raccomandazione 7, primo paragrafo, lettere c) e d) del Codice di Corporate Governance*").

From the date of its appointment, the Board of Statutory Auditors expressly adheres to the self-discipline provisions applicable and complies with the requirements concerning the independence of its members.

#### ***Functioning of the Board of Directors and Role of the Chairman (Article 3 of the Corporate Governance Code)***

In line with Principle IX and Recommendation 11 of the Corporate Governance Code, the Board has set out the rules and procedures for its own functioning in its own regulations, approved by resolution of 27 February 2023, particularly with a view to ensure effective management of Board information. The Board of Directors also approved the regulations of each of the Committees.

At the Chairman's proposal, the Board of Directors appointed the Secretary of the Board of Directors ("**Secretary**"), who meets specific requirements, and determined its duties. The Secretary supports the activities of the Chairman and provides impartial assistance and advice to the Board of Directors on any aspect relevant to the proper functioning of the corporate governance system concerning the activities, powers and attributions of the Board and the Committees (Recommendation 18 of the Corporate Governance Code).

The Chairman, who plays the role of liaison between the executive and non-executive Directors and ensures the effective functioning of Board proceedings (Principle X of the Corporate Governance Code), with the help of the Secretary, ensures that the pre-meeting briefing and supplementary information provided during

meetings are suitable to enable the Directors to act in an informed manner in the performance of their role (Recommendation 12, letter a) of the Corporate Governance Code) and supervises the coordination of the work of the Committees with that of the Board (Recommendation 12, letter a) of the Corporate Governance Code) and supervises the coordination of the work of the Committees with that of the Board (Recommendation 12, letter b) of the Corporate Governance Code).

The Chairman is also in charge of ensuring, in agreement with the CEO and with the help of the Secretary, that the Company's managers and those of the other Group companies, responsible for the relevant company departments according to the subject matter, attend Board meetings, also at the request of individual Directors, to provide the appropriate details on the items on the agenda (Recommendation 12, letter c) of the Corporate Governance Code).

To ensure that each Director performs his or her role effectively and consciously, the Chairman, with the help of the Secretary, ensures that all members of the administration and control bodies can participate, after their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the Company operates, of company dynamics and their evolution, also with a view to the sustainable success of the Company itself, as well as of the principles of proper risk management and the regulatory and self-regulatory framework of reference (Recommendation 12, letter d) of the Corporate Governance Code).

To this end, a training plan for the Issuer's Board of Directors ("*Board Induction*") was prepared and implemented by the Chairman of the Board of Directors with the help of the Secretary and with the active participation of *top* management.

In addition, according to international best practices, further in-depth training is carried out during the term of office (so-called "*ongoing training*").

The Chairman also ensure, with the support of the Secretary, the adequacy and transparency of the self-assessment process of the Board of Directors, with the support of the Nomination and Remuneration Committee (Recommendation 12, letter e) of the Corporate Governance Code).

With reference to the offices within the Board, in line with the Articles of Association and the reference best practices, Lottomatica's model sets out the clear separation between the functions of Chairman and those of Chief Executive Officer, granting only the latter the management powers.

With regard to information flows, the Board of Directors receives a report on their activities from the Committees at least once every six months (Recommendation 17 of the Corporate Governance Code).

#### ***Appointment of Directors and self-assessment of the Board of Directors (Article 4 of the Corporate Governance Code)***

In line with the Recommendations of the Corporate Governance Code (Principle XIV of the Corporate Governance Code), in the course of 2024, the Board of Directors, with the support of an external consultant, voluntarily carried out a "Board review" programme of the Board itself and its Committees (see paragraph 7.1) in order to ensure greater objectivity in the work performed (Recommendation 22 of the Corporate Governance Code).

The self-assessment process focused on the size, composition and actual functioning of the Board and its Committees, also considering its role in defining strategies and monitoring management performance and the adequacy of the Internal Control and Risk Management System (Recommendation 21 of the Corporate Governance Code).

#### ***Remuneration of Directors (Article 5 of the Corporate Governance Code)***

Information on the adherence to the remuneration Recommendations, as suggested by Borsa Italiana for the preparation of this Report, is provided in the Remuneration Report, to which reference is made.

The Board of Directors has established an internal Nomination and Remuneration Committee (see paragraph 6.2).

#### ***Internal Control and Risk Management System (Article 6 of the Corporate Governance Code)***

Lottomatica's Internal Control and Risk Management System is integrated in the organisational, administrative and accounting structure and, more generally, in the Company's corporate governance system and complies

with the Recommendations and reference models and the relevant national and international *best practices*. For more in-depth information and details on how the Corporate Governance Code is to be applied, including for improvements, please refer to the following paragraph.9.0.

## 4.0. BOARD OF DIRECTORS

### 4.1. ROLE OF THE BOARD OF DIRECTORS

The Board of Directors plays a central role in the strategic guidance and management of the Company, pursuing its sustainable success. Pursuant to Article 19 of the Articles of Association, the Board of Directors is responsible for the management and supervision of the overall business activities.

The Board of Directors is vested with the broadest powers for the management of the Company, and to perform all appropriate acts for pursue of the corporate purposes, with the exclusion of acts reserved - by law and by the Articles of Association - to the Shareholders' Meeting.

Pursuant to the Regulation of the Board of Directors and in line with the contents of the Corporate Governance Code, the administrative body exercises its management activities pursuing the objective of sustainable success, understood as the creation of value in the long term for the benefit of the shareholders, taking into account the interests of the other stakeholders of Lottomatica.

The Board of Directors, in particular, defines and approves the strategic guidelines of the Company and the Group, which also include the objectives of the Sustainability Plan, as well as the nature and level of risk compatible with these strategic guidelines, taking into account all elements that may be relevant for sustainable success.

In its activities, the Board of Directors is supported by the Committees that analyse - each within their respective areas of competence - issues relevant to the generation of long-term value.

As provided for in Article 19 of the Articles of Association, the Board of Directors is vested with the competence to decide on:

- a) mergers and demergers, where permitted by law;
- b) the establishment or suppression of branches;
- c) the indication of directors to vest with the power to represent the Company;
- d) the reduction of the share capital in case of withdrawal of one or more shareholders;
- e) the adaptation of the Articles of Association to legal and regulatory provisions;
- f) the transfer of the registered office within the national territory.

In line with the Recommendations, the Group pursues the goal of ensuring corporate integrity and maximum transparency in decision-making, including in the management of sustainability-related impacts, risks and opportunities.

The Board of Directors has a strategic role and a central position in the Company's corporate governance system and, on the proposal of the Chief Executive Officer, in defining the strategic guidelines and objectives of the Company and the Group, pursuing their sustainable success and constantly monitoring their implementation. In relation to the examination and approval of the five-year business plan, please refer to paragraph 3.0 under "*Role of the administrative body*" section (Article 1 of the Corporate Governance Code). The Company has adopted a mission that incorporates the 17 Sustainable Development Goals encompassing every area of social, economic and environmental development, considered in an integrated and organic manner, to the achievement of which it intends to make an active contribution.

In this regard, the main ESG responsibilities of the Group's bodies and structures are outlined below:

- **Board of Directors:** defines the strategic guidelines and objectives of the Company and the Group, pursuing their sustainable success, and constantly monitors their implementation. It examines and approves the Company's and the Group's business plan and budgets, also taking into account issues relevant to long-term value generation - supported by the ESG Committee - and periodically monitors their implementation. It defines the nature and level of risk compatible with the Company's strategic objectives, assessing material aspects with a view oriented to the sustainable success.
- **ESG Committee:** assists the Board in carrying out its tasks related to promoting the integration of sustainability in the Group's strategy and corporate culture, overseeing the methods for integrating

ESG issues into the business model and their dissemination to all stakeholders, providing preliminary, propositional and advisory support on sustainability guidelines and objectives, overseeing the initiatives and programmes promoted by the Company aimed at achieving the aforementioned objectives, monitoring the results and ensuring continuous dialogue with stakeholders. The ESG Committee is also responsible for reviewing and assessing the evolution of international sustainability guidelines and principles, providing guidelines for the adjustment of medium-long term strategies and monitoring the progress of actions undertaken, as well as reviewing the Sustainability Report and assessing the suitability of periodic non-financial information. For details of the ESG Committee's duties, please refer to the following paragraph 6.4.

- **Control and Risk Committee:** its task is to assist the Board of Directors in assessing decisions relating to, *inter alia*, the approval of periodic financial reports and tasks relating to:
  - the definition of guidelines for the internal control and risk management system in line with the Company's strategies;
  - periodic verification, at least once a year, of the adequacy and effectiveness of the internal control and risk management system with respect to the characteristics of the Company and the risk profile undertaken.

For details of the responsibilities of the Control and Risk Committee, please refer to the following paragraph 0.

In addition, to support these activities, the Group established the ESG Office, the ESG Managerial Team Committee, the Responsible Gaming Committee, the Environmental Sustainability Committee, the Diversity & Inclusion Committee and the Gender Equality Committee.

Lottomatica recognises the importance of regularly informing the administration, management and control bodies, together with their respective committees, on the implementation of the Company's sustainability policies, as well as on the results and effectiveness of the actions taken. This approach ensures that corporate decisions are always supported by an accurate assessment of risks and opportunities, thus ensuring a proactive and informed handling of ESG issues. In line with this commitment, the Board of Directors constantly monitors relevant impacts, risks and opportunities through its Committees, primarily the Control and Risk Committee and the ESG Committee. These bodies meet periodically, and also together with the Company's management for in-depth analysis and updates on business activities and, on a half-yearly basis, submit a detailed report to the Board of Directors listing the activities carried out and the results of the controls performed, the analyses carried out regarding impacts risks and opportunities and any critical elements to be submitted to the attention of the Board of Directors, which is responsible for taking into account the impacts, risks and opportunities relating to the Company's strategy, decisions on material transactions through periodic reporting by the CEO pursuant to Article 2381 of the Civil Code. With particular reference to 2024, the Board of Directors, through the joint work of the Control and Risk Committee and the ESG Committee, monitored the assessment related to the impacts of Climate Risk Change on the activities of the companies belonging to the Group, also adding this risk in the Group's Enterprise Risk Model.

## 4.2. APPOINTMENT AND REPLACEMENT

Pursuant to Article 13 of the Articles of Association, the Board of Directors consists of no less 7 and no more than 15 directors appointed by the Shareholders' Meeting, which determines their number and term of office, which coincides with 3 financial years, or the shorter period established by the Shareholders' Meeting at the time of appointment. The Directors so appointed may be re-elected. Their term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office, except for the causes of termination and forfeiture provided for by law and by the Articles of Association.

The Directors are appointed by the Shareholders' Meeting from the slates submitted by the shareholders, in compliance with the applicable laws and regulations, including those law and regulations regulating gender balance.

In particular, slates having a number of candidates equal to or greater than 3 (three) shall be composed of candidates belonging to both genders, in compliance with the regulations concerning gender balance in force from time to time.

Each slate shall indicate candidates meeting the independence requirements established by the laws and regulations in force; if the slate contains a number of candidates exceeding 7 (seven), it shall also contain and expressly indicate at least 2 (two) candidate directors meeting such requirements.

The slates shall be submitted within the time limits set forth in Article 147-ter, paragraph 1-bis, of the Consolidated Law on Finance, and shall include:

- a) information on the identity of the shareholders that submitted the slates, with an indication of the total percentage of shareholding held, it being understood that the certification proving the ownership of such shareholding may also be produced after the filing of the slates, provided that it is produced within the deadline set for the publication of the slates by the Company;
- b) a declaration by the shareholders submitting the slates, other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship of connection, even indirect, with the latter, pursuant to the Articles of Association and the laws and regulations in force at the time;
- c) an exhaustive report on the personal and professional characteristics of the candidates, with an indication of their eligibility to qualify as independent directors pursuant to the laws and regulations in force at the time, as well as a declaration by the candidates attesting that they meet the requirements provided for by the laws and regulations in force at the time and by the Articles of Association, including those of honourableness and, where applicable, independence;
- d) the declaration by each candidate accepting his/her candidature;
- e) any other or different declarations, information and/or documents required by the laws and regulations in force at the time.

Slates for which the aforementioned requirements are not observed are considered as not submitted.

Slates may be submitted by the retiring Board of Directors<sup>7</sup>, as well as by those Shareholders who, alone or together with other Shareholders, own Ordinary Shares representing a percentage of the share capital not lower than the percentage prescribed for the Company by the laws and regulations in force.

The notice of call of the Shareholders' Meeting called to deliberate on the appointment of the Board of Directors states the percentage of the share capital required for the submission of candidate slates (based on Consob Determination no. 123 of 28 January 2025, the threshold applicable for 2025 financial year is equal to 1.0%)

Each Shareholder may submit or participate in the submission of only one slate, under penalty of ineligibility. Each candidate may only present himself/herself on one slate under penalty of ineligibility.

A director who has voted in favour of the presentation of a slate by the Board of Directors is not allowed, if he/she is also a Shareholder and holds, alone or together with other Shareholders, ordinary shares representing a percentage of the share capital not lower than the percentage envisaged for the Company by the laws and regulations in force, to present, participate in the presentation or vote for a slate other than the one presented by the Board of Directors.

Each person entitled to vote may only vote for one slate.

At the end of the vote, the candidates from the two slates with the highest number of votes will be elected, according to the following criteria:

- a) a number of directors equal to the total number of members to be elected, except for 1, shall be taken from the slate obtaining the majority of votes cast, in the sequential order in which they are listed thereon;
- b) the remaining director shall be drawn from the slate that was second in terms of the number of votes obtained, which was not submitted by the Board of Directors and is not connected in any way, not even indirectly, with the Shareholders who submitted or voted for the slate that came first in terms of the number of votes.

In the event of a tie, a new vote shall be held by the entire Shareholders' Meeting and the candidates obtaining a simple majority of votes shall be elected.

If, at the end of the voting, a sufficient number of directors meeting the independence requirements provided for by the laws and regulations in force have not been elected, the candidate who does not meet such

---

<sup>7</sup> In the event of a list submitted by the retiring Board of Directors, Article 147-ter.1, introduced by Law no. 21 of 5 March 2024, applies.



requirements elected as the last in numerical order of the slate that obtained the highest number of votes shall be excluded, and shall be replaced by the next candidate meeting the independence requirements drawn from the same slate as the excluded candidate.

This procedure, if necessary, will be repeated until the number of independent directors to be elected is completed.

If, moreover, the candidates elected in the above manner do not ensure the composition of the Board of Directors compliant with the laws and regulations in force from time to time concerning gender balance, the candidate of the most represented gender elected last in numerical order in the slate that received the highest number of votes shall be replaced by the first candidate of the least represented gender not elected in the same slate in numerical order.

This replacement procedure shall be carried out until the composition of the Board of Directors complies with the applicable *pro tempore* regulations on gender balance.

If, finally, this procedure does not ensure the aforementioned result, the replacement will take place by resolution passed by the Shareholders' Meeting by relative majority, through the submission of nominations of persons belonging to the less represented gender.

If only one slate is submitted, the directors shall be taken from the only slate submitted, provided that it has obtained the approval of a simple majority of the votes cast.

If (i) the directors thus elected do not correspond to the number of Board members determined by the Shareholders' Meeting, or (ii) no slate is submitted or (iii) the slate submitted does not allow for the appointment of independent directors in compliance with the laws and regulations in force, the Shareholders' Meeting shall pass resolutions with the legal majorities in compliance with the *pro tempore* regulations in force concerning gender balance.

For the appointment of directors, for whatever reason not appointed pursuant to the above procedures, the Shareholders' Meeting shall resolve with the legal majorities, in such a way as to ensure that the composition of the Board of Directors complies with the law and the Articles of Association.

The slate voting procedure applies only in the case of the appointment of the entire Board of Directors.

If, during the course of the financial year, one or more Directors elected from the minority slate resign from the office, the Board of Directors shall replace them pursuant to Article 2386 of the Civil Code.

If one or more of the Directors who have ceased to hold office were drawn from a slate also containing candidates who were not elected, the replacement shall be made by appointing, in sequential order, persons (i) drawn from the slate to which the Director who ceased to hold office belonged and (ii) who are still eligible and willing to accept the office, or if there are no such candidates on the slate or if they are not available, or if the first or subsequent candidates do not renew their acceptance of the office or do not meet the independence requirements possessed by the Director to be replaced, or if the composition of the Board of Directors is not such as to allow compliance with the *pro tempore* regulations in force concerning gender balance, the Board of Directors shall proceed by co-optation pursuant to Article 2386 of the Italian Civil Code by the Board of Directors.

If, however, one or more directors elected from the majority slate should cease to hold office during the financial year, the Board of Directors shall proceed in accordance with Article 2386 of the Italian Civil Code without the aforementioned constraints, without prejudice to compliance with the requirements of the regulations in force concerning gender balance.

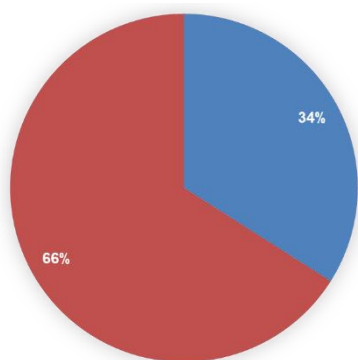
In line with the indications of the Corporate Governance Code and the recommendations of the Corporate Governance Committee, on the occasion of the appointment of the new Board of Directors, the outgoing Board expresses and makes available to the Shareholders its own Guidelines (made known well in advance, as well as subject to specific reference in the notice of meeting) on the qualitative and quantitative composition deemed optimal for the new Board of Directors, also in terms of professionalism, experience, skills and diversity.

### 4.3. COMPOSITION

The Shareholders' Meeting of 27 February 2023 set the number of members of the Board at 11, which will remain in office for the three-year period 2023-2025 and, therefore, until the Shareholders' Meeting to approve the Financial Statements as of 31 December 2025.

The Board of Directors appointed by the Shareholders' Meeting on 27 February 2023 and effective as of the Trading Start Date, in office at the end of the financial year 2024 and as of the date of the Report, is composed as follows:

- **Andrea Moneta** (Chairman);
- **Guglielmo Angelozzi** (Chief Executive Officer);
- **John Paul Maurice Bowtell** (non-executive director);
- **Nadine Faruque** (non-executive and independent director);
- **Catherine Renee Anne Guillouard** (non-executive director);
- **Augusta Iannini** (non-executive and independent director);
- **Marzia Mastrogiamomo** (non-executive and independent director);
- **Gaia Mazzalveri** (non-executive and independent director);
- **Michele Rabà** (non-executive director);
- **Michael Ian Saffer** (non-executive director);
- **Yulia Shakhova** (non-executive director).



Independent members / Not independent

In line with the Articles of Association and the Corporate Governance Code (Recommendation 4 of the Corporate Governance Code), the Board of Directors appointed a *Chief Executive Officer*, to whom it entrusted the management of the Company, reserving decision-making on certain matters to his exclusive competence.

The Chief Executive Officer is, therefore, the main person responsible for the management of the Company as well as the only member of the Board of Directors with executive duties.

The Board of Directors is therefore composed of executive (1) and non-executive (10) directors.

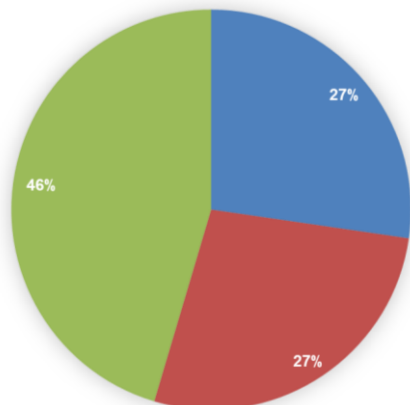
The number of **independent** directors, 4 out of 11 (**36.36%**), is in line with the recommendations of the *Corporate Governance Code*.

Gender diversity is fully guaranteed within the Board of Directors: 6 members belong to the **female gender** (6/11 corresponding to **54.54%**) and 5 to the **male gender** (5/11 corresponding to **45.45%**). Members of the Board of Directors also differ from each other based on their **age** (average age 52; Directors under 40: 3/11 equal to 27%; Directors between 40 and 55: 3/11 equal to 27%; Directors over 55: 5/11 equal to 45%) and **geographical origin**. The international scope is guaranteed not only by the presence of members of foreign nationality, but also of members who have gained solid experience in international contexts.

There are no members of the Board of Directors representing employees or other workers.

The directors of the Company are endowed with **appropriate competence and professionalism** (Article 2, principle 5, Corporate Governance Code). Alongside professionals operating in the legal and financial fields, there are profiles with experience in the gaming, strategy and planning and ESG sectors.

Without prejudice to the general knowledge required for all areas under the current regulations, the members of the Board of Directors have acquired expertise in the areas shown in the chart included under **Annex 1** below. In particular, 55% have many years of experience in the sector in which the Group operates, while 72% have adequate knowledge in the ESG area, including climate change, human rights and business conduct.



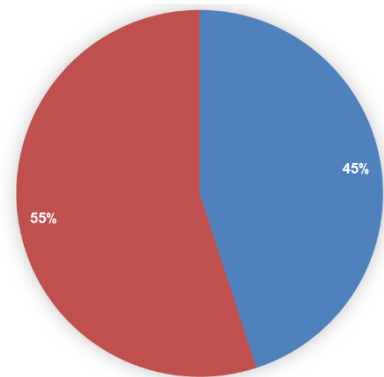
Between 40 and 55 / Under 40 /  
Over 55

have adequate knowledge in the ESG area, including climate change, human rights and business conduct.

Please also note that Director Marzia Mastrogiacomo has received specific training at the business schools of Cambridge and Berkeley, studying in depth the impacts and opportunities of sustainability, innovation and digital transformation.

In order to guarantee adequate skills and competences, all members of the administration and control bodies may participate in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the Company operates, of corporate dynamics and their evolution, also with a view to the sustainable success of the Company itself, as well as of the principles of proper risk management and of the regulatory and self-regulatory framework of reference.

To this end, a training plan for the Board of Directors ("Board Induction") was prepared and implemented by the Chairman with the help of the Secretary and with the active participation of top management. In addition, according to international best practices, further in-depth training is carried out during the term of office (so-called 'ongoing training'). Finally, at the instigation of Lottomatica's ESG Committee, during the Financial Year a specific Induction session was held dedicated, *inter alia*, to ESG issues, with particular reference to the entry into force of the European Directive on Corporate Sustainability Reporting (CSRD) and addressed to the members of the Board of Directors and the Board of Statutory Auditors. The Board of Directors also receives periodic reports on the activities of the ESG Committee and the progress of the corporate sustainability plan.



Women / Men

### **Directors' Curricula**

More information on the Directors' professional profiles and their current offices in other companies can be found in **Appendix 1** to this Report.

In addition, **Appendix 1** also shows a graph depicting the spread of key managerial skills among board members.

### **Diversity criteria and policies in board composition and corporate organisation**

Implementing Article 2, Principle VII, Recommendation 8 of the Corporate Governance Code, on 27 February 2023 the Company's Board of Directors adopted the '*Board Diversity Policy*' ("*Politica in materia di Diversità del Consiglio di Amministrazione*"), which aims to describe the optimal characteristics of the board's composition so that it can perform its duties in the most effective manner, taking decisions that can concretely make use of the contribution of a plurality of qualified points of view, capable of examining the issues under discussion from different perspectives.

This Policy was drafted believing that diversity and inclusion are two fundamental elements of the corporate culture. In particular, the valorisation of diversity as a founding element of sustainability in the medium-long term of the company's business represents a paradigm of reference for both Group employees and members of the Company's Board of Directors.

Among the inspiring principles of the aforesaid "*Board Diversity Policy*" is that of pursuing the objective of integrating different managerial and professional profiles, with particular regard to the public gaming sector, economic, accounting, legal, financial and risk management subjects, remuneration policies and social

sustainability, also taking into account the importance of a balanced presence of independent members and a balanced gender representation, as well as the benefits that may derive from the presence of different age groups, also in terms of diversity of perspectives and managerial and professional experience.

Based on the above, as provided for in the “Board Diversity Policy” (see Article 1), the composition of the Board of Directors should reflect the following principles:

- the majority of directors should be non-executive in order to fulfil an important dialectical function and help monitor the choices made by the executives;
- at least two directors other than the Chairman should meet the independence requirements of the law and the Corporate Governance Code;
- nominees for director belonging to the less represented gender shall be at least one third of the total number of directors;
- at least one director shall have adequate knowledge and experience in financial matters or remuneration policies and at least one director shall have adequate experience in accounting and finance or risk management;
- in order to strike a balance between the need for continuity and renewal in management, a balanced combination of different seniority in office - as well as age groups - should be ensured;
- non-executive directors should be represented by figures with a managerial and/or professional and/or academic and/or institutional profile such as to achieve a mix of different and complementary skills and experience.

In particular:

- a. managerial profiles should have experience in positions of responsibility within the public gaming sector or sectors closely related to those in which the Company operates, or in any case should have gained experience in the exercise of administration and control activities or managerial tasks within industrial groups of significant or medium size and/or complexity, possess business judgement skills and a high orientation towards strategies and results;
- b. the professional profiles should have experience in positions of responsibility within relevant professional firms, consulting companies, investment funds or other public or private organisations and have carried out their professional activities in the fields of legal economic-financial law, mathematical statistics or in any case in fields pertaining to the Company's activities;
- c. academic or institutional profiles should possess skills that may be useful for the pursuit of the Lottomatica Group's business;
- in view of the different roles played by the Chairman and the Chief Executive Officer, it is considered that they must possess the appropriate skills to effectively perform their respective tasks.

In particular:

- a. The Chairman should be an individual endowed with the authority to ensure, during his or her term of office, the proper and transparent management of the functioning of the Board of Directors, within which he or she has the task of creating a strong spirit of cohesion, while at the same time representing a figure of guarantee for shareholders. He should also have an adequate preparation in corporate governance, expertise in the economic-financial and legal fields, as well as experience in handling issues of strategic importance, as well as specific business issues, within the Board;
- b. the CEO should be an individual of considerable authority, as well as a recognised strategic vision and a profound knowledge of the public gaming market and its evolution. He/she should also be endowed with recognised leadership and a management style oriented towards the ability to create team spirit among employees.

The current composition of the Board of Directors reflects the principles set out above, as detailed in the paragraph 4.3 above and set out in the *curricula* of the directors under **Appendix 1**.

As already mentioned in the paragraph 4.3 above, the members of the Board of Directors differ in the following respects:

- gender;

- age;
- skills and training path;
- geographical origin.

Lottomatica adopted a Diversity & Inclusion Policy and specific programmes focused on valuing diversity, first and foremost gender diversity, reinforcing management's responsibilities and monitoring company performance related to diversity, and including specific social standards also in the issuer's Code of Conduct for Suppliers. The Diversity & Inclusion Policy focuses on five fields of commitment: (i) gender equity, (ii) sexual orientation and gender identity, (iii) intergenerational valuing, (iv) disability and accessibility, and (v) promotion of an intercultural vision. To enshrine Lottomatica's commitment, a Diversity & Inclusion Committee was established in 2023, and the figure of the *D&I Manager* was created, that are the driving force behind the implementation of the D&I strategy and the implementation of projects.

In compliance with the principle of non-discrimination, the Group adopts corporate, organizational and managerial mechanisms aimed at guaranteeing the respect for the rights and freedom of persons, so that the principles of diversity and inclusion are an integral part of corporate conduct. In this perspective and in line with contents of the the Code of Ethics, Lottomatica pursues the objective of integrating its commitment to the protection and enhancement of diversity and to the promotion of a work environment free from any form of discrimination, with a proactive strategy. The Company operates with impartiality and does not allow any form of direct or indirect, multiple and interconnected discrimination based on gender, age, sexual orientation and identity, disability, state of health, ethnic origin, nationality, political opinion, social condition and religious faith. In order to collect reports and identify potential cases of discrimination, the Group has set up specific channels. In particular, the Group has set created four tools dedicated to the corporate people aimed at listening to them, monitoring the work environment and verifying the effectiveness of the D&I approach adopted by the Group. Lottomatica's commitment on the issue of gender equality has been recognised by obtaining UNI/PdR 125:2022 certification in 2023 and renewal in 2024, confirming the Group's desire to create an inclusive work environment, where opportunities and professional recognition are accessible to everyone, regardless of gender. The Gender Equality Policy is made available on the Issuer's institutional website.

Lottomatica is particularly sensitive to gender-based violence and, in line with the Code of Ethics and in order to maintain a high level of attention and focus on paths of inclusion, has implemented a protocol on harassment and violence in the workplace.

#### **4.3.1. Maximum number of offices held in other companies**

With resolution of 27 February 2023, the Board of Directors approved the "*Guideline on the maximum number of offices that may be held by Directors and Statutory Auditors*" ("*Orientamento in merito al numero massimo di incarichi che possono essere rivestiti da Amministratori e Sindaci*"), in compliance with Recommendation 15 of the Corporate Governance Code and taking into account the best practices developed by the market in this area.

Therefore, the following general criteria considered compatible with effective performance as a director of the Company were identified for the maximum number of directorships and auditing positions in other companies:

- (a) executive directors who are vested with management powers and/or executive positions in the Company, or in a subsidiary company having strategic relevance, or in the parent company, when the office also concerns the Company, are not allowed to take on the office of executive director in other companies listed on regulated markets (including foreign markets) or companies of significant size, as defined below, other than the Company and the companies directly or indirectly controlled by it. However, it is permitted to hold the office of non-executive director and/or statutory auditor in no more than two companies listed on regulated markets (including foreign markets) or companies of significant size, as defined below, other than the companies directly or indirectly controlled by the Company;
- (b) non-executive directors (whether independent or not) are permitted to serve as executive directors in no more than 2 companies listed on regulated markets (including foreign markets) or companies of significant size, as defined below. However, they are permitted to serve as non-executive directors and/or statutory auditors in no more than 5 companies listed on regulated markets (including foreign markets) and/or companies of significant size;

- (c) for the purposes of the aforementioned limits on the maximum number of offices:
- i. 'large company' means any Italian or foreign company with a net worth - possibly consolidated - in excess of EUR 1 billion;
  - ii. in the event that a director holds offices in more than one company belonging to the same group, only one office held within that group shall be taken into account when calculating the number of offices;
  - iii. any position as chairman of the governing body is deemed to carry double weight.

#### **Independence requirements**

The Consolidated Law on Finance stipulates that at least one of the directors, or two if the Board consists of more than seven members, should meet the independence requirements established for statutory auditors of listed companies in Article 148, paragraph 3 of the Consolidated Law on Finance. By resolution of 23 February 2023 the Shareholders' Meeting appointed four independent directors: Marzia Mastrogioacomo, Gaia Mazzalveri, Augusta Iannini and Nadine Faruque, all of whom meet the independence requirements set forth in the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance, as well as the requirements set forth in Article 2 of the Corporate Governance Code and the requirements of integrity and professionalism.

The assessment of Directors' independence is carried out by the Board of Directors, subject to periodic investigation by the Nomination and Remuneration Committee, on the basis of both the criteria defined by the Consolidated Law on Finance and the requirements set forth in the Corporate Governance Code.

At the time of appointment, after the appointment itself, on an annual basis and if it becomes necessary due to the occurrence of circumstances relevant to independence, the non-executive directors shall issue declarations on the possession of the independence requirements and the Board of Directors shall assess their existence, taking into account all the above criteria and, as provided for by the Corporate Governance Code, having more regard to substance than to form.

The Nomination and Remuneration Committee is in charge of the Board of Directors' investigation into the independence requirements of directors. For more information on independent directors, please refer to paragraph 4.7 of this Report.

#### **4.4. FUNCTIONING**

In addition to convening Board of Directors' meetings and guiding their proceedings, the Chairman, supported by the Secretary, ensures that Directors act in an informed manner through adequate and timely pre-council and board information, so that all Directors can make an informed opinion on the matters to be deliberated. During the meeting of 27 February 2023, the Board of Directors approved the Rules of the Board of Directors ("*Regolamento del Consiglio di Amministrazione*"), which regulate, *inter alia*, the procedures for calling and conducting board meetings, in accordance with the Corporate Governance Code.

In particular, the notice of call, signed by the Chairman and drafted by him after examining the proposals of the Chief Executive Officer, indicates: the place of the meeting; the places where it is possible to take part in the meeting by videoconference or any other forms of connection allowed; the date and time of the meeting; the agenda containing the list of items to be discussed, specifying which will be subject to deliberation and which to mere information.

The notice of call is sent by the Corporate and Legal Affairs Department, in accordance with the Articles of Association, at least three days before the meeting and, in case of necessity and urgency, at least 24 hours before the meeting, to the Directors and Statutory Auditors. It should be noted that, in order to allow for an adequate and exhaustive discussion of the items on the agenda, the notice of meeting and related documentation is usually sent at least five days before the meeting.

The documentation on the items on the agenda is made available to directors and auditors on a digital platform reserved for the Board of Directors and the Board of Auditors, which is accessed with personal credentials assigned to each Director and each standing Statutory Auditor (with a view to preserving the confidentiality and security of information).

In line with the provisions of the Corporate Governance Code, a summary of the items on the agenda is prepared for each meeting. If, in relation to individual topics, the documentation made available is particularly complex and voluminous, it is supplemented by a document summarising the most significant and relevant points for the decisions on the agenda.

During the Financial Year, also taking into account the Recommendations of the Corporate Governance Committee on the completeness and timeliness of pre-board information (see in detail paragraph 15 below), the deadline of three days prior to the date of the meeting, as set forth in the Articles of Association, for the submission of documentation relating to items on the agenda subject to Board approval, was substantially complied with, with the exception of exceptions related to urgency or the need to submit to the Board accounting or planning documents updated to the date closest to the date of Board examination and approval, or supporting documentation relating to transactions whose negotiation lasted until the date of the Board meeting or urgent matters that emerged subsequently. In such cases, the Chairman has in any case ensured that due consideration was given during Board meetings, asking the corporate structures to specifically focus, during the presentation to the Board, on the documentation received after the aforementioned three-day deadline, in order to allow the Board members to deliberate in an informed and knowledgeable manner.

Pursuant to Article 2391 of the Italian Civil Code, prior to the discussion of each item on the agenda of the board meeting, each Director is required to report any interests, on his/her own behalf or on behalf of third parties, that he/she may have in relation to the matters or issues to be discussed, specifying their nature, terms, origin and scope.

At board deliberations, the directors concerned normally do not take part in the discussion and deliberation of the relevant issues and leave the meeting.

During 2024, the board of directors met **11 times** with an average duration of about **1 hour 37 minutes** per meeting and an average attendance of **96.69%** of the Directors.

The table below shows the schedule of Board of Directors meetings held during 2024.

J	F	M	A	M	J	J	A	S	O	N	D	Total	Av. duration
	2		1	1	1	2		1	1	1	1	11	1:37 hours

**Table 2** attached to this Report shows the number of board meetings attended by each Director, while **Table 3** shows the same information for Committees.

During the current financial year and up to the Date of the Report, the Board of Directors met no. 3 times.

Pursuant to Borsa Italiana Regulations, the public has been informed of the annual calendar of corporate events ("financial calendar") in which, *inter alia*, the dates of the meetings of the Board of Directors to examine the draft financial statements and the *interim* accounting reports required by current regulations and, if necessary, the preliminary financial statements and additional periodic financial disclosures are shown, as well as the date of the Shareholders' Meeting to approve the financial statements. The financial calendar is available on Lottomatica's website, in the "Investors" section.

#### 4.5. ROLE OF THE PRESIDENT

On 3 May 2023, the Shareholders' Meeting appointed Andrea Moneta as non-executive Chairman of the Board of Directors. The Chairman plays a liaison role between the executive and non-executive directors and ensures the effective functioning of the Board's work. As envisaged in the "Rules of the Board of Directors", without prejudice to the competences established by the applicable laws and regulations, the Articles of Association and the Corporate Governance Code's recommendations, the Chairman, in his role, ensures, with the help of the Secretary, the timeliness and adequacy of the pre-meeting information submitted or transmitted to the Board of Directors, as well as the additional information provided during the meetings, and that the same is suitable to allow the Directors to act in an informed manner in the performance of their role.

In this regard, the President ensures that the discussion of each item on the agenda is given the necessary time, helping and stimulating board debate.

The Articles of Association allow board meetings to be held by video or teleconference, and these modalities are specifically regulated in the Board of Directors Regulations.

The Chairman ensured that Board of Directors meetings were attended, in agreement with the CEO and with the assistance of the Secretary, also at the request of individual directors, by the Company's managers and those managers of the Group companies in charge of the relevant corporate functions according to the subject matter, to provide information on the items on the agenda (in line with the recommendations of Recommendation 12, letter c) of the Corporate Governance Code)

In addition, during 2024 Financial Year, meetings of the Board of Directors were regularly attended by the heads of the corporate functions responsible for the various items on the agenda, who provided, at the invitation of the CEO, the appropriate in-depth analyses of the topics under discussion. In particular, both the CFO and the main members of the Company's top management regularly attended the meetings.

The Chairman also looks after:

- i. that all members of the management and control bodies participate, after their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the Company operates, of corporate dynamics and their evolution, also with a view to the Company's sustainable success, as well as of the principles of proper risk management and the regulatory and self-regulatory framework of reference. Induction sessions were organised during 2024 on the following topics: People Strategy with a focus on professional development programmes, welfare and wellbeing initiatives, diversity and inclusion, G20/OECD Corporate Governance Principles, CSRD and EFRAG Standards, Compliance;
- ii. the adequacy and transparency of the Board of Directors' self-assessment process, with the support of the Nomination and Remuneration Committee;
- iii. that the Board of Directors be promptly informed, by the first useful meeting, of the development and significant contents of the dialogue that has taken place with all shareholders.

During the financial year 2024, the Chairman ensured the coordination of the activities of the intra-council committees with the activities of the Board by constantly interacting with the chairmen of the intra-council committees and inviting them to provide the Board with information on their Activities.

### ***The Board Secretary***

With the approval of the Board of Directors Regulations and in line with the Recommendations of the Corporate Governance Code, the Board of Directors, having the responsibility to appoint and dismiss the Secretary, on 27 February 2023, appointed as Valentina Lazzareschi, specifying her requirements and duties.

In particular, according to the Board of Directors Regulations, the Secretary shall possess appropriate professional requirements and experience in the legal and corporate field.

The Secretary supports the work of the Chairman and assists him in particular in performing the functions provided for by the Articles of Association and the Board of Directors Regulations.

The Secretary provides impartial assistance and advice to the Board Of Directors on any aspect relevant to the proper functioning of the corporate governance system.

On 5 February 2025, Valentina Lazzareschi resigned as Secretary and the Board of Directors appointed, on the same date, Mr Giuseppe Marra in her place.

## **4.6. EXECUTIVE DIRECTORS**

Pursuant to Article 20 of the Articles of Association, the Board of Directors may delegate, within the limits set forth in Article 2381 of the Italian Civil Code, its own powers to one or more of its members, determining the content, limits and any procedures for exercising the delegation. Delegated members may grant, within the scope of the powers granted, proxies for single acts or categories of acts to employees of the Company and third parties, with the right to sub-delegate.

The Board of Directors appointed Mr. Guglielmo Angelozzi as Chief Executive Officer of the Company, vesting him with all powers for the administration of the Company, with the exception of those otherwise ascribed by



provisions of law and regulations, by the Articles of Association or by the power structure approved in May 2023. Specifically, on 5 May 2023, the Board resolved to grant the Chief Executive Officer the following system of proxies and powers:

1. manage the Company's external and institutional relations;
2. represent the Company in associations, foundations, consortia, in relations both with their bodies and with their members or associates, as well as the power to represent the Company with full voting rights and with the power to give precise indications in companies controlled or participated by the Company;
3. negotiating, entering into, amending, supplementing, renewing or terminating, in the name of the Company, with banks, credit institutions and offices of Poste Italiane S.p.A., current account agreements, credit/debit facilities, discounts, deposits, advances also guaranteed by securities, safety deposit boxes and/or any other type of banking agreement, including the related transactions up to a maximum amount, for each transaction, of €10,000,000.00 (ten million/00); power to make withdrawals and sign cheques, including bank drafts, payment and transfer orders on the Company's bank accounts also in relation to payments to be made to third party suppliers by means of bank transfers and/or home banking, all within the limit indicated above;
4. without any amount limit, transfer amounts from one account to another account of the Company, make deposits to the Company's current accounts, make transfers between accounts in the Company's name and transfers to other companies of the Group accept and endorse bank cheques, bills of exchange, drafts and other credit instruments in favour of the Company's accounts;
5. to authorise in the name of the Company (i) payments of unlimited value, by means of F24, that it may owe to ADM and/or any other competent authority by way of taxes, duties, penalties, and/or for any other reason due, and (ii) the payment of salaries and contributions of employees and managers
6. create, modify, cancel active and passive security interests and issue sureties;
7. enter into, amend, terminate joint venture agreements and/or commercial collaboration agreements, up to a maximum amount of Euro 2,000,000.00 (two million/00);
8. acquire, purchase, subscribe, assign, sell, exchange and/or any other dispositive act of shares, quotas and/or other participatory instruments in enterprises, companies, consortia or joint ventures whose value, per single transaction, is equal to and/or lower than Euro 2,000,000.00 (two million/00);
9. negotiate, enter into, amend, supplement, terminate in the name of the Company financing agreements with subsidiaries or affiliated companies (including payment extensions) and third parties provided that instrumental to the achievement of the corporate purpose, the value of which per individual transaction is equal to and/or less than Euro 2,000,000.00 (two million/00);
10. negotiate, enter into, amend, supplement, renew and/or terminate in the name of the Company, contracts receivable and payable, connected with the operational management of the Company, within the expenditure limits of EUR 2,000,000.00 (two million/00) per deed and/or contract;
11. perform all the activities that the entrepreneur, in his capacity as 'Employer', is obliged to perform, pursuant to Legislative Decree 81/2008, with regard to the protection of workers' health and safety in the workplace, as well as in the local units in the legal possession of the Company, including the power to perform all the necessary activities with regard to prevention and hygiene at work;
12. with regard to the environmental sector, provide - in relation to the function of "Environmental Delegate" - the necessary fulfilment of legal obligations and whatever is deemed appropriate and useful for the constant compliance, updating and adaptation to the legislation and rules of good practice on environmental protection pursuant to Legislative Decree 152/2006 and followings and to the prescriptions set forth by further laws, regulations and provisions in force on environmental protection and the fight against pollution. To this end, they are also granted both the powers necessary to represent the Company to all effects before all public and private entities and bodies in charge of exercising the supervisory, verification and control functions provided for by the general and specific regulations on the subject, and all the widest decision-making and signatory powers. In the performance of the delegation received, he/she shall in particular, by way of example but not limited to:

- perform at public administrations, institutes, bodies and private offices all acts and operations necessary to fulfil the obligations prescribed by Legislative Decree no. 152/2006 and subsequent amendments and additions, and by other laws, regulations and provisions in force on environmental protection, on waste management, including Sistri obligations, with the power to grant/revoke proxies, powers of attorney and/or assignments to employees and/or third parties, assuming full responsibility for such obligations also towards third parties;
- sign reports in case of inspection visits.

The CEO therefore qualifies as the '*Chief Executive Officer*' as he is primarily responsible for the management of the Company.

The CEO is also assigned the role of director in charge of establishing and maintaining the internal control and risk management system, pursuant to the Corporate Governance Code.

The CEO is the person primarily entitled to deal with institutional investors, providing clarifications on matters falling within the management powers entrusted to him at meetings with them, in line with the provisions of the '*Policy for Managing Dialogue with the General Shareholders and the Financial Community*'.

In accordance with the Corporate Governance Code, the following are considered executive directors:

- the Chairman of the Company (or of strategically important Group companies), when he is delegated management powers or powers relating to the elaboration of corporate strategies;
- directors who are delegated management powers and/or hold management positions in the Company (or in Group companies of strategic importance) or in the parent company, when the office also concerns the Company.

Directors who do not fall into any of the above categories qualify as non-executive. Based on the analysis performed by the Board of Directors, apart from the CEO/General Manager, all the other members of the Board of Directors, including the Chairman, qualify as non-executive. The number, competence, authority and time availability of the non-executive directors are appropriate to ensure that their judgement can have a significant weight in the taking of board decisions and to ensure effective monitoring of management. The non-executive directors bring their specific expertise to board discussions, so as to facilitate an examination of the topics under discussion from different perspectives and the consequent adoption of resolutions that are thoughtful, informed and aligned with the Company's interest.

#### ***Disclosure of information to the Board of Directors by the executive directors***

The CEO reports to the Board of Directors and the Board of Statutory Auditors, at least quarterly and in any case on the occasion of Board of Directors meetings, on the activities carried out, on the general management trend and its foreseeable evolution, as well as on the most important economic, financial and asset operations, or those of greater significance due to their size or characteristics, carried out by the Company and its subsidiaries.

#### **4.7. INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR**

Article 147-*ter* of TUF provides that at least one of the members of the Board of Directors, or two if the Board of Directors is composed of more than seven members, shall meet the independence requirements set forth for statutory auditors in Article 148(3), as well as, if the Articles of Association so provide, the additional requirements set forth in codes of conduct drawn up by regulated market management companies or trade associations.

Article 2, Recommendation 5 of the Corporate Governance Code recommends appointing an adequate number of independent directors, *i.e.* directors who do not have, nor have recently had, even indirectly, relations with the issuer or persons linked to the issuer, such as to influence their independent judgement. According to the Corporate Governance Code, the number and competences of independent directors must be adequate in relation to the size of the board and the activity carried out by the issuer, and are such as to allow for the establishment of the intra-board committees envisaged by the Corporate Governance Code. In any event, the number of independent directors should not be less than two. The Corporate Governance Code lists hypotheses when a director does not appear to be independent. These hypotheses are very analytical and detailed and, unlike those laid down by law, also give prominence to relations with the controlling group

and a wide range of patrimonial and professional relations, including non-current ones, with the company. Nonetheless, the Code has adopted a flexible approach, in that it indicates only some of the most common cases symptomatic of a lack of independence, without these being considered either exhaustive or exhaustive (see paragraph 3). The Articles of Association do not require independent directors to possess requirements other than those set forth in the Consolidated Law on Finance, however, compliance with the provisions of the Corporate Governance Code on independence is required by virtue of the Company's choice to adhere to such code.

Pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance, referred to in Article 147-ter, paragraph 4, people in the following conditions shall not hold office as independent directors:

- a) those individuals in the conditions provided for in Article 2382 of the Italian Civil Code;
- b) the spouse, relatives and kin within the fourth degree of kin of the directors of the Company, the directors, spouse, relatives and kin within the fourth degree of kin of the directors of the companies controlled by it, of companies controlling it and of companies subject to common control;
- c) those who are linked to the Company or to its subsidiaries or to companies controlling it or to companies subject to joint control, or to the directors of the Company and to the persons referred to in letter b) by employment or self-employment relationships or other relationships of a financial or professional nature that compromise their independence.

Unlike the criteria laid down by the TUF, which are strictly provided for, Article 2, Recommendation 7 of the Corporate Governance Code lists a number of cases symptomatic of the absence of independence, which are neither exhaustive nor binding.

In particular, the Corporate Governance Code recommends that independence should be assessed by the Board of Directors with regard to substance rather than form and bearing in mind that a director cannot, as a rule, be considered independent in the following cases:

- a) if it is a significant shareholder of the company;
- b) if he/she is, or has been in the preceding three financial years, an executive director or employee: - of the company, of a company controlled by it having strategic importance or of a company under common control; - of a significant shareholder of the company;
- c) if, directly or indirectly (e.g. through subsidiaries or companies of which he/she is an executive director, or as a partner of a professional firm or consulting company), he/she has, or has had in the preceding three financial years, a significant commercial, financial or professional relationship: - with the company or companies controlled by it, or with its executive directors or top management; - with a person who, also jointly with others through a shareholders' agreement, controls the company; or, if the controlling company is a company or entity, with its executive directors or top management;
- d) if he/she receives, or has received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant remuneration in addition to the fixed remuneration for the office and to the remuneration for participation in the committees recommended by the Code or provided for by the regulations in force;
- (e) if he/she has been a director of the company for more than nine financial years, even if not consecutive, in the last twelve financial years;
- (f) if he/she holds the office of executive director in another company in which an executive director of the company holds the office of director;
- (g) if he/she is a partner or director of a company or entity belonging to the network of the company's statutory auditor;
- (h) if he/she is a close relative of a person in one of the situations referred to in the preceding points

For the purposes of assessing its compliance with the independence requirements set forth in the *Corporate Governance Code*, on 27 February 2023, the Board of Directors approved: (i) the *'Procedure for Assessing the Independence of Directors'* and (ii) the *'Policy on Qualitative and Quantitative Criteria for Assessing Independence Requirements, Pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d) of the Corporate Governance Code'*. By adopting this document, the Board of Directors defined the quantitative and qualitative criteria for assessing the significance of relationships, including non-economic relationships,

capable of compromising the independence of its members and the members of the Board of Statutory Auditors.

With particular reference to the remuneration received, even in the previous three financial years, by the director or auditor, the sum of any additional remuneration paid to the latter by: (i) the Company; (ii) one of its subsidiaries, and/or (iii) the parent company, even indirectly, for professional appointments or consultancy services with respect to the fixed remuneration for the office and the remuneration provided for participation in Committees (or bodies) recommended by the Code or provided for by the applicable laws and regulations, is significant.

The assessment of the Board of Directors is carried out collectively on the basis of the aforesaid information and declarations at the first useful meeting following the appointment of the directors and, subsequently, upon the occurrence of circumstances relevant to the permanence of independence and, in any case, at least once a year. The Board of Statutory Auditors, within the scope of the tasks assigned to it by law, verifies the correct application of the criteria and procedures adopted by the Board of Directors to assess the independence of its members.

The Board of Directors, on the basis of the information provided by the individuals concerned or in any case available to the Company, verified and certified the existence of the independence requirements set forth by the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance, as well as the requirements set forth by Article 2 of the *Corporate Governance Code* for non-executive directors:

- Marzia Mastrogiacomo
- Gaia Mazzalveri
- Augusta Iannini
- Nadine Faruque.

The number and competencies of the independent directors were found to be adequate for the needs of the Company and the functioning of the Board of Directors, as well as for the establishment of the Committees.

During the 2024 Financial Year, the Board of Directors carried out the customary annual independence assessment of its members.

In particular, 29 July 2024, after a careful analysis of the declarations made by the directors as well as the updated *curricula vitae* accompanied by all the administration and control positions held by the directors in other companies, the Board of Directors resolved that the independent Directors Augusta Iannini, Marzia Mastrogiacomo, Gaia Mazzalveri and Nadine Faruque meet the independence requirements provided for by current regulations. At the meeting held on 17 June 2024, the Board of Statutory Auditors verified the correct application of the criteria and procedures adopted by the Board of Directors to assess the independence of its members.

During the Financial Year, the independent Directors met on 13 December 2024 to discuss the results of the Board Evaluation. The meeting was chaired by Augusta Iannini, who coordinated the proceedings.

### ***Lead Independent Director***

Recommendation 13 of the Corporate Governance Code provides for the appointment, among the independent directors, of a lead independent director (“**LID**”), to act as a point of reference for the non-executive and independent directors, and also to coordinate the meetings of the latter (Recommendation 14 of the CG Code), subject to the fulfilment of three conditions set out in the same provision.

Currently, the Issuer has not appointed a LID, as the Company does not fall into any of the circumstances mentioned in Recommendation 13 of the Corporate Governance Code which prescribes its appointment.

In fact, the Chairman does not hold management positions and does not exercise any form of control over the Company. Similarly, to the Date of the Report, none of the independent Directors has requested the appointment of a LID.

In fact, the Issuer's independent Directors showed significant proactivity and participation in the body's activities, spontaneously providing for the connection and coordination of their own activities.

## 5.0. MANAGEMENT OF CORPORATE INFORMATION

On the meeting of 27 February 2023, the Board of Directors adopted the '*Internal Procedure for the Handling and Processing of Inside Information and External Disclosure of Documents and Information*' ("*Procedura interna per la gestione ed il trattamento delle informazioni privilegiate e per la comunicazione all'esterno di documenti e di informazioni*") (the "**Inside Information Procedure**").

At the same meeting, the Issuer also adopted a '*Procedure for Keeping, Managing and Updating the Register of Persons with Access to Inside Information*' ("**Insider Register Procedure**"). Both procedures are published on the Issuer's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com) at the following link [Lottomatica-Group-S-p-A-Procedura-Registro-Insider.pdf](#).

The Inside Information Procedure is aimed first and foremost at preserving the confidential nature of confidential information, while ensuring that market disclosure of Company's data and information is fair, complete, adequate, timely and non-selective.

The Inside Information Procedure also establishes specific guidelines to be observed for the external sharing of corporate documents and information - dictating specific rules on the internal management, processing and public communication of material information, inside information and financial information - and carefully regulates the ways in which Company's representatives come into contact with the press and other mass media, as well as with financial analysts and institutional investors.

The Insider Register Procedure regulates the procedures for setting up, keeping and updating the register of persons who, by reason of their working or professional activity or functions performed on behalf of the Company or other companies of the Group, have access to inside information (the "**Register**").

The Register is divided into separate sections, one for each piece of inside information. The Register also includes an additional section listing the data of persons who have access to all inside information at all times. The Issuer's Corporate and Legal Affairs department has been identified as being responsible for activities relating to the Register, which is maintained in electronic form through external providers.

In the course of 2024, in implementation the provisions of the EU and national regulations on Market Abuse, Lottomatica kept the Register regularly updated.

On 27 February 2023, the Board of Directors approved the "*Procedure on Internal Dealing*" (the "**Internal Dealing Procedure**"), concerning transparency on transactions involving shares or bonds issued by the Company, derivative instruments or other financial instruments linked to them, insofar as they are carried out by '*relevant persons*' ("*soggetti rilevanti*") or by persons closely related to them. The procedure was subsequently amended by the Board of Directors on 18 June 2024 in order to incorporate the amendments introduced by Law No. 21 of 5 March 2024 (the so-called "Legge Capitali"), which deleted the seventh paragraph of Article 114 of the Consolidated Law on Finance, which provided for disclosure obligations for shareholders with holdings of 10% or more of the share capital (so-called "Significant Shareholders") in the event of transactions involving shares issued by the issuer or other financial instruments linked to them.

Pursuant to the Internal Dealing Procedure, members of the Board of Directors and managers who have regular access to inside information and the power to make management decisions are required to notify Consob, the Company and the public of transactions carried out in their own interest involving Company's shares (and, more generally, financial instruments) when they exceed the value threshold of €20,000.

During the Financial Year, the Company did not receive any information on the performance of such transactions from the members of the Board of Directors and managers concerned. For more information on the parties and relevant transactions, see the Internal Dealing Procedure adopted by the Company and available on the website [www.lottomaticagroup.com](http://www.lottomaticagroup.com).

## 6.0. INTERNAL BOARD COMMITTEES

The Board, by resolution of 27 February 2023, also in accordance with the recommendations contained in the Corporate Governance Code, approved the establishment of four committees established within the Board of Directors:

- the Control and Risk Committee;

- the Nomination and Remuneration Committee;
- the Related Party Transactions Committee; and
- the ESG Committee.

It should be noted that the powers relating to appointments and remuneration have therefore been merged into a single committee. This merger, in line with what is expressly provided for by the Corporate Governance Code, complies with the composition requirements set forth by the aforementioned Code for both committees and ensures an effective and efficient performance of the relevant duties.

On 27 February 2023, the Board of Directors approved special organisational regulations governing the composition, duties and operating procedures of each committee. As far as the composition of the committees is concerned, it is determined by the Board of Directors, taking into due consideration the expertise and experience of its members and avoiding excessive concentration of tasks.

In particular, the organisational regulations provide that:

- the Nomination and Remuneration Committee, the Audit and Risk Committee and the ESG Committee are composed of three non-executive directors, the majority of whom are independent;
- the Committee for Related Party Transactions is composed exclusively of non-executive and independent directors, who need to be non-related directors for each transaction.

In the performance of their functions, the committees are entitled to access the information and corporate functions necessary for the performance of their respective tasks and may use external consultants at the Company's expense, subject to verification that the latter are not in situations that compromise their independence of judgement and within the limits of the "budget" approved, for each committee, by the Board of Directors on 27 July 2023 and amounting to EUR 100,000 (with the exception of the Related Parties Committee, which is not subject to "budget" limits for expert consultancy).

It should be highlighted that if the Nomination and Remuneration Committee intends to make use of external consultants, it is also required to verify that the consultants do not provide the Company's human resources department, directors and executives with strategic responsibilities with services of such significance as to concretely compromise independence of judgement.

Each Committee, upon its chairman's proposal, shall appoint a secretary, who may also be chosen from outside its members, and who shall be entrusted with the task of drawing up the minutes of the meetings. The chairman of the Board of Statutory Auditors, or another Statutory Auditor designated by the latter, shall attend the meetings of each Committee (the other Statutory Auditors shall also be entitled to attend). The Chairman of each committee has the right to invite other persons whose presence may assist in the better performance of the committee's functions to the committee meetings. The chairpersons of the Control and Risk Committee and the ESG Committee may, from time to time, invite other members of the Board of Directors and the Board of Statutory Auditors, the external auditors, the heads of corporate functions of the Company and its subsidiaries to the meetings of the Committee they chair. Meetings of the Nomination and Remuneration Committee are usually attended by the Chief People Officer. No Director may take part in Nomination and Remuneration Committee meetings in which proposals regarding his or her own remuneration are made to the Board of Directors, unless the proposals concern all the members of the Committees. With regard to convening, holding and taking minutes of meetings, the organisational regulations of the various committees mentioned above provide that:

- the notice of call - which indicates the day, time and place of the meeting, the list of items to be discussed and the modalities for participation, also by telecommunication means - is normally sent to the members of each Committee, as well as to the regular members of the Board of Statutory Auditors and any other persons invited to participate at least five days (three days for the Related Party Transactions Committee) before the date set for the meeting, or in any case, in cases of urgency, in compliance with a minimum notice period of 24 hours. The documentation relating to the items on the agenda is normally made available at the same time as the notice of call is sent. In this last regard, it should be noted that in 2024 the notice period was generally observed in relation to the meetings of the Committees; in the sporadic cases in which it was not actually possible to make the documentation relating to the items on the agenda available at the same

time as the notice of the meeting was sent out, the chairman of each Committee nevertheless ensured that adequate and timely information was provided during the meeting;

- meetings are chaired by the chairman of the Committee or, in the event of his absence or impediment, by the member chosen from among the attendees. For meetings to be validly held, a majority of the members in office must be present; resolutions are adopted by an absolute majority of the attendees, the vote of the person chairing the meeting prevailing in the event of a tie. Specific provisions in this regard, applicable to the meetings of the Related Parties Transactions Committee in the event that one or more members of the Committee are counterparty to a specific related party transaction, are also set out in the specific company procedure for regulating related party transactions;
- the meetings of each Committee are recorded in minutes. The chairman and secretary sign the minutes of the meetings, which are kept by the secretary in chronological order.

The Board of Directors determined the composition of the committees with the aim to avoid an excessive concentration of tasks.

The names of the Committees' members are shown in the table below, where the independent members are highlighted in the green boxes, remembering that the other members are non-executive:

<b>COMPOSITION OF ENDO-CONSILIAR COMMITTEES FROM 3 MAY 2023 TO 13 DECEMBER 2024</b>				
	<b>Control and Risk Committee</b>	<b>Nomination and Remuneration Committee</b>	<b>Related Party Transactions Committee</b>	<b>ESG Committee</b>
<b>Chairperson</b>	Gaia Mazzalveri	Nadine Faruque	Augusta Iannini	Marzia Mastrogiacomò
<b>Director</b>	Augusta Iannini	Marzia Mastrogiacomò	Nadine Faruque	Nadine Faruque
<b>Director</b>	John Bowtell	Michele Rabà	Gaia Mazzalveri	Catherine Guillouard

Subsequently, on 13 December 2024, the Board of Directors, after consultation with the Nomination and Remuneration Committee, appointed Catherine Guillouard, Director, as a member of the Company's Control and Risk Committee, to replace John P.M. Bowtell, who, due to additional duties outside the Group, resigned from the Control and Risk Committee while remaining a member of the Board of Directors.

A table reflecting the current composition of the Committees is therefore shown below. Independent members are highlighted in the green boxes.

<b>CURRENT COMPOSITION OF THE ENDO-CONSILIAR COMMITTEES (AS OF 13 DECEMBER 2024)</b>				
	<b>Control and Risk Committee</b>	<b>Nomination and Remuneration Committee</b>	<b>Related Party Transactions Committee</b>	<b>ESG Committee</b>
<b>President</b>	Gaia Mazzalveri	Nadine Faruque	Augusta Iannini	Marzia Mastrogiacomò
<b>Councillor</b>	Augusta Iannini	Marzia Mastrogiacomò	Nadine Faruque	Nadine Faruque
<b>Councillor</b>	Catherine Guillouard	Michele Rabà	Gaia Mazzalveri	Catherine Guillouard

## **6.1. Control and Risk Committee**

### ***Composition***

The Control and Risk Committee, as outlined in the above paragraph, is currently composed by Gaia Mazzalveri (as Chairperson), Augusta Iannini and Catherine Guillouard.

The composition of the Committee reflects the recommendations of the Corporate Governance Code as well as the provisions of the Regulation of the Control and Risk Committee: in fact, the Committee is composed of three non-executive members, the majority of whom are independent (Gaia Mazzalveri, Augusta Iannini). The Chairperson of the Committee, Gaia Mazzalveri, was considered to have the required knowledge and experience in accounting, finance and risk management, as indicated in Recommendation 35 of the Corporate Governance Code, and, overall, the Board of Directors assessed the members of the Committee as having adequate expertise in the business sector in which the Company operates, so as to be able to adequately assess the relevant risks.

### **Duties**

The Control and Risk Committee is entrusted with the task of assisting the Board of Directors, with investigative, propositional and advisory functions, in evaluations and decisions relating to the internal control and risk management system, as well as those relating to the approval of periodic financial reports.

The Control and Risk Committee assists the Board of Directors in carrying out its tasks related to: (i) defining the guidelines of the internal control and risk management system in line with the Company's strategies; (ii) periodically verifying, at least once a year, the adequacy and effectiveness of the internal control and risk management system with respect to the Company's characteristics and the risk profile assumed; (iii) appointing, dismissing and remunerating the head of the Internal Audit function, as well as the adequacy of the resources assigned to the latter to perform his duties (iv) the approval, at least once a year, of the work plan prepared by the head of the Internal Audit function; (v) the assessment of the appropriateness of adopting measures to ensure the effectiveness and impartiality of judgement of the other corporate functions involved in controls, verifying that they are endowed with adequate professionalism and resources; (vi) the assignment to the control body or to a body specifically established for this purpose of the supervisory functions pursuant to Article 6, paragraph 1, letter b) of Legislative Decree no. 231/2001; (vii) the description, in the report on corporate governance, of the main features of the internal control and risk management system and the methods of coordination between the parties involved in it, indicating the reference models and national and international best practices, in order to assess its overall adequacy and reporting on the choices made as to the composition of the Supervisory Board (viii) evaluating, in consultation with the Board of Statutory Auditors, the results set forth in the reports of the independent auditors and in the letter of suggestions, if any, and in the report on key issues arising during the statutory audit; and (ix) overseeing the application of European and Italian privacy and data protection legislation as applicable from time to time, including Regulation (EU) 2016/679 as amended or supplemented from time to time, as well as proposing appropriate technical and organisational measures to ensure compliance of personal data processing.

The Control and Risk Committee assists the Board of Directors:

- i. assessing, in consultation with the Manager responsible for the Corporate Financial Documents, the statutory auditor and the Board of Statutory Auditors, the correct use of accounting standards and their uniformity for the purposes of preparing the consolidated financial statements;
- ii. assessing the suitability of the periodic financial information to correctly represent the business model, the Company's strategies, the impact of its activities and the performance achieved, coordinating with the ESG Committee;
- iii. examining the content of periodic non-financial information relevant to the internal control and risk management system;
- iv. expressing opinions on specific aspects relating to the identification of the main corporate risks and supporting the assessments and decisions of the board of directors relating to the management of risks arising from prejudicial facts of which the latter has become aware;
- v. examining periodic reports and reports of particular relevance prepared by the Internal audit function;
- vi. monitoring the autonomy, adequacy, effectiveness and efficiency of the Internal audit function;
- vii. requesting the Internal audit function to carry out checks on specific operational areas, simultaneously notifying the chairman of the Board of Statutory Auditors;
- viii. reporting to the Board of Directors, at least every six months, when the annual and semi-annual financial report are approved on the activities carried out, as well as on the adequacy of the internal control and risk management system;



ix. performs the additional tasks assigned to it by the Board of Directors.

The Control and Risk Committee has access to the information and corporate functions necessary to perform its duties, and may use, at the Company's expense, within the limits of the budget approved by the Board of Directors, external consultants who are not in situations that compromise their independence of judgement. The Board of Statutory Auditors and the Committee shall promptly exchange information relevant to the performance of their respective duties.

During the Financial Year, the Control and Risk Committee did not deem it necessary to make use of external consultants, despite having adequate resources and the power to appoint third parties to support its activities. The meetings of the Control and Risk Committee are attended by the Chairman of the Board of Statutory Auditors (or another auditor designated by him) and the other Statutory Auditors may also attend.

### Meetings

During the financial year, the Control and Risk Committee met nine times (15 January 2024, 26 February 2024, 24 April 2024, 29 May 2024, 17 June 2024, 26 July 2024, 17 September 2024, 28 October 2024 and 13 December 2024) and the meetings of 29 May, 28 October and 13 December 2024 were held jointly with the ESG Committee to share certain topics of common interest or otherwise worthy of joint consideration. In 2025, up to the Date of the Report, the Control and Risk Committee met three times (on 27 January 2025, 28 February 2025, and 25 March 2025 respectively).

The table below shows the schedule of meetings of the Control and Risk Committee held in 2024.

J	F	M	A	M	J	J	A	S	O	N	D	Total	Av. duration
1	1		1	1	1	1		1	1		1	9	3:05 hours

The participation rate of committee members was 90.62%. The average duration of these meetings was 3:05 hours.

### Activities

During the Financial Year, the Control and Risk Committee exchanged information with the Supervisory Board, the Board of Statutory Auditors and the External Auditors.

The Control and Risk Committee met with the Chief Financial Officer (CFO) and Manager responsible for the Corporate Financial Documents, Laurence Lewis Van Lancker, to review the annual financial report as at 31 December 2023, the half-year report as at 30 June 2024 as well as the interim reports as at 31 March 2024 and 30 September 2024. The Committee analysed the most significant accounting choices and accounting policies and their impact on the periodic financial reports submitted to the Board of Directors for approval during 2024. The Committee also examined the "impairment test" procedure on the 2023 consolidated financial statements, on which it expressed a favourable opinion, to the extent of its competence.

The Committee also examined the Sustainability Report for the 2023 financial year, coinciding with the consolidated non-financial statement pursuant to Legislative Decree No. 254/2016 for the same financial year, expressing, to the extent of its competence, a favourable opinion on the contents of this document relevant to the internal control and risk management system. The Committee supported the Board of Directors in assessing the adequacy of the organisational, administrative and accounting structure of the Company and the Group.

The Committee met periodically with the Head of the Internal Audit function in order to monitor the progress of the Audit Plan 2024.

The Committee also met with the Head of Investor Relator, Capital Markets, M&A, who provided a timely update on the share price performance and the outcome of meetings with analysts and the financial community.

The Committee also received constant updates from the Tax Risk Manager on the activities conducted by the Tax Control Framework Committee (including, *inter alia*, the adoption of a regulation governing its functioning,

the conduct of training sessions aimed at control owners) as well as on the 2025 Business Plan aimed at the continuous monitoring of possible tax risks and assessment regarding the possible updating of the metrics of such risks).

The Committee devoted specific attention to the issue of risks related to the Group's most significant litigation. The Committee regularly received an update on occupational health and safety issues from the Head of the Prevention and Protection Service ("*Responsabile del Servizio di Prevenzione e Protezione (RSPP)*").

The Chief Executive Officer was heard by the CR Committee in his capacity as Director in charge of the Internal Control and Risk Management System, and was informed whenever the CR Committee invited non-members of corporate functions to attend its meetings.

During the Financial Year, the CR Committee also met:

- representatives of the external auditors for a discussion on their audit plan;
- the Regulatory, Compliance AML & Quality Director to receive an update on the activities carried out as well as to review the anti-money laundering strategies implemented by the Group;
- the Data Protection Officer for an update on the main activities carried out during 2024 (with particular reference to the training activities provided vertically to the different Company departments, the development of artificial intelligence models and the activities related to the acquisition of the SKS365 Group);
- the Chief People Officer to examine issues related to the identification of KPIs linked to Short-Term Incentives (STI) and the process to verify their achievement;
- the Planning & Control Director, who reported on the company's financial situation and budget;
- the Chief Operating Officer, who illustrated the activities carried out in relation to technological innovation and security by providing a report on the tools adopted by the Company to monitor the Group's technological system.

## 6.2. Nomination and Remuneration Committee

### **Composition**

The Issuer's Board of Directors, in order to better coordinate the work and make the performance of certain processes more efficient, as well as in the light of the current concentration of the Company's control in the hands of an absolute majority shareholder, has decided to bring together the competences relating to appointments and those relating to remuneration into a single committee (Recommendation 16 of the CG Code), thus establishing the Nomination and Remuneration Committee on 27 February 2023.

The Nomination and Remuneration Committee is composed of Nadine Faruque (as Chairperson), Marzia Mastrogiacomo and Michele Rabà.

The composition of the Committee reflects the recommendations of the *Corporate Governance Code* as well as the provisions of the Committee Rules: the Committee is in fact composed of three non-executive members, the majority of whom are independent (Nadine Faruque and Marzia Mastrogiacomo).

Michele Rabà, a member of the Nomination and Remuneration Committee, has been considered having the required knowledge and experience in financial matters and remuneration policies, as recommended by the Corporate Governance Code (Recommendation 26) as well as the Committee's Rules of Procedure (Article 2.2).

### **Tasks**

The functions of the NR Committee are (i) to assist the Board of Directors in defining the optimal composition of the Board of Directors and its Committees and in the self-assessment activities of the Board of Directors and its committees; (ii) to assist the Board of Directors in identifying candidates for the office of director in cases of co-optation in accordance with the Company's Articles of Association (iii) assisting the Board of Directors in the event of the submission of a list by the outgoing Board of Directors; (iv) supporting the Board of Directors in the preparation, updating and implementation of any plan for the succession of the CEO, as well as in assessing the adequacy of the procedures for the succession of managers with strategic responsibilities (v) assisting the Board of Directors in defining the Policy for the Remuneration of Directors and Managers with Strategic Responsibilities; (vi) periodically assessing the adequacy, overall consistency and

concrete application of the Policy for the Remuneration of Directors and Executives with Strategic Responsibilities (vii) submitting proposals or expressing opinions to the Board of Directors on the remuneration of executive directors and other directors holding special offices as well as on the setting of performance objectives related to the variable component of such remuneration, monitoring the implementation of the decisions adopted by the Board of Directors and the actual achievement of the performance objectives; (viii) expressing opinions on particular and specific issues for which the Board of Directors has requested its examination.

### Meetings

The meetings of the NR Committee are coordinated by the chairperson, assisted by a secretary of the Committee.

The NR Committee meets at least once every six months. In addition, it reports on its activities to the Board of Directors at least every six months and to the Shareholders' Meeting once a year, when the annual financial statements are approved.

In 2024, the Committee met 6 times (on 19 February, 20 May, 5 July, 8 October, 2 December and 12 December 2024, respectively). In 2025, up to the Date of the Report, the Nomination and Remuneration Committee met 2 times (on 31 January and 21 February 2025, respectively).

In accordance with Recommendation 26 of the Corporate Governance Code and Article 4.5 of the Committee Rules, no Director took part in the meetings at which its remuneration was discussed.

The table below shows the schedule of Nomination and Remuneration Committee meetings held in 2024.

J	F	M	A	M	J	J	A	S	O	N	D	Total	Av. duration
	1			1		1			1		2	6	1:30 hours

The participation rate of the Committee members was 100%. It should be noted that the average duration of these meetings was 1:30 hours.

The members of the Board of Statutory Auditors were invited to, and attended, the NR Committee meetings; the Chief People Officer also attended NR Committee meetings.

### Activities

During 2024, the Nomination and Remuneration Committee carried out its activities with the aim of ensuring that Lottomatica's remuneration policy was transparent, equal and aligned with the company's strategic objectives and the interests of its shareholders.

During the Year, the main activities carried out by the committee were as follows:

- (i) the analysis of the 2023 Short Term Incentive (STI) results and the definition of Key Performance Indicators (KPIs) for 2024, including corporate, ESG and individual indicators to ensure alignment with the Group's strategic objectives;
- (ii) updating the STI policy, refining the mechanisms for alignment with market standards, ensuring greater transparency and accountability;
- (iii) the supervision of succession plans for key roles and positions within the Group, with the implementation of targeted training and development programmes for talent;
- (iv) the review of market benchmarks and the proposal to update compensation to ensure the attraction, retention and competitiveness of talent within the industry;
- (v) the review of the Stock Option Plan, with a focus on performance criteria and the mitigation of "double dipping" risks arising from the use of EBITDA in both the STI and the Stock Option Plan;
- (vi) monitoring the launch and implementation of training programmes on gender bias and women's leadership, aimed at promoting an inclusive corporate culture that values diversity and mutual respect.

### 6.3. Related Party Transactions Committee

#### **Composition**

The Related Party Transactions Committee was established for the first time on 27 February 2023 and is composed of Augusta Iannini (who serves as its chairperson), Nadine Faruque, and Gaia Mazzalveri.

The RPT Committee consists solely of independent directors, in compliance with Article 4, paragraph 3 of Consob Resolution No. 17221/2010.

#### **Tasks**

The Related Parties Committee was established on the basis of the 'Procedure for Related Party Transactions' ("*Regolamento Operazioni con Parti Correlate*"), approved by Consob Resolution no. 17221 of 12 March 2010 as subsequently amended and its main task is to formulate specific reasoned opinions on the interest of the Company - as well as of the companies directly and/or indirectly controlled by it from time to time involved - in carrying out transactions with related parties, expressing an opinion on the appropriateness and substantial correctness of the related conditions as well as the Company's interest in carrying out the transaction. For a detailed analysis of the rules governing related-party transactions, please refer to the procedure adopted by the Company and available on its website at [Lottomatica-Group-S-p-A-Procedura-OPC.pdf](#).

#### **Meetings**

During the financial year, the Committee met four times (on 26 February 2024, 5 October 2024, 26 July 2024 and 13 December 2024). In 2025, up to the Date of the Report, the Related Party Transactions Committee met once, on 28 February 2025.

The table below shows the schedule of Related Parties Committee meetings held during 2024.

J	F	M	A	M	J	J	A	S	O	N	D	Total	Av. duration
	1			1		1					1	4	00:30 hours

The participation rate of committee members was 92%. It should be noted that the average duration of these meetings was 00:30 hours.

#### **Activities**

During the Financial Year, the Committee met with the Finance, Control and Credit Department in order to carry out the customary checks on compliance with the Related Party Transaction Procedure and the preparation of the Related Party List. During the Financial Year, the RPT Committee also examined the role played by a party qualifying as a related party as advisor called to support a subsidiary (Lottomatica S.p.A.) in the bond issue transaction. At the end of the due analysis, the Committee expressed a favourable opinion on the involvement of the subject in the implementation of the transaction, since the overall transaction was carried out in line with market conditions, placing the related party on the same level as other commercial counterparties. The RPT Committee, at the outcome of its assessment, determined that it did not see any reason preventing the related party from participating in the transaction.

### 6.4. ESG Committee

#### **Composition**

The ESG Committee was set up for the first time on 27 February 2023 and is composed by Marzia Mastrogiacomo (chairperson), Nadine Faruque, both meeting the independence requirements, and Catherine Guillaud.

The composition of the ESG Committee reflects the provisions of the ESG Committee Regulation: in fact, the Committee is composed of three non-executive members, the majority of whom are independent according to the requirements of the Corporate Governance Code. The Committee has adequate experience in sustainability, social commitment and inclusion policies and corporate governance.

### Tasks

The ESG Committee was set up by the Company on a voluntary basis, with investigative, advisory and propositional functions *vis-à-vis* the Board of Directors, which assists in the fulfilment of tasks related to: (i) the promotion of the integration of Sustainability in the Group's strategy and corporate culture, overseeing the integration of environmental, social and governance issues in the business model and their dissemination to employees, business partners, customers, and in general to all stakeholders; (ii) the preliminary, propositional and advisory support to the Board of Directors on sustainability guidelines and objectives, overseeing the initiatives and programmes promoted by the Company aimed at their achievement, monitoring results and ensuring continuous dialogue with the stakeholders; (iii) reviewing and assessing the evolution of sustainability, also in light of the relevant international guidelines and principles, as well as industry and market best practices, providing guidelines to the board of directors for the adjustment of medium-long term strategies; (iv) monitoring the progress of the actions undertaken to achieve the sustainability objectives related to the business of the Company and its subsidiaries, taking into account the interests of the stakeholders; (v) reviewing the Sustainability Report containing sustainability information pursuant to European Directive 2022/2464 and the implementing provisions set out in Legislative Decree 125/2024; (vi) to the assessment of the suitability of periodic information of a non-financial nature to correctly represent the Company's business model, strategies, the impact of its activities and the performance achieved.

The ESG Committee has its own rules of procedure, like the other Committees, adopted on 27 February 2023. The ESG Committee carries out its activities by interacting with the Company's operational/managerial Sustainability Committee and, more generally, with any corporate function in charge of governance of ESG strategies and programmes, and reports to the Board of Directors on its activities at least once a year, submitting a report of its activities to the Board of Directors. For the year 2024, a report was submitted by the Committee to the Board of Directors on 13 December 2024, which took note of the ESG Committee's activities results.

### Meetings

During the Financial Year, the Committee met six times (15 February, 29 May, 27 September, 28 October, 3 December and 13 December 2024) and the meetings of 29 May, 28 October and 13 December 2024 were held jointly with the Control and Risk Committee to share certain topics of common interest or otherwise worthy of joint consideration. In 2025, up to the Date of the Report, the ESG Committee met twice (on 22 January 2025 and 24 February 2025).

The table below shows the schedule of ESG Committee meetings held during 2024.

J	F	M	A	M	J	J	A	S	O	N	D	Total	Av. duration
	2			1					1		2	6	1:30 hours

The participation rate of the Committee members was 100%. It should be noted that the average duration of these meetings was 1.5 hours.

In addition to the members of the ESG Committee, the members of the Board of Auditors and the Corporate Sustainability Reporting Senior Manager attended the meetings.

### Activities

During the Financial Year, the ESG Committee:

- reviewed the results of the ESG 2023 Plan and analysed the 2023 non-financial statement;
- monitored the progressive implementation of the Sustainability Plan 2024;
- provided preliminary, propositional and advisory support for the drafting of the 2025 Sustainability Plan, which was then approved by the Board of Directors with a resolution of 5 February 2025;
- approved its Annual Report for 2024 and planned the Committee's activities for 2025;
- continuously supervised the Company's implementation of the Corporate Sustainability Reporting Directive following its entry into force;

- reviewed the contents of Sustainability Reporting, also in the light of the European Sustainability Reporting Standards (ESRS) issued by EFRAG;
- monitored the evolution of ESG rating methodologies;
- developed guidelines for the Group's ESG strategy for 2024, based on the three pillars: (i) responsibility and responsible gaming, (ii) people centricity and D&I policies, (iii) community and environment;
- promoted activities to analyse and review aspects related to climate change risks, including the definition of a decarbonisation strategy, promoting the Company's adherence to the Carbon Disclosure Project;
- supported the company in the activities necessary for the integration of the SKS365 group for aspects related to the group's ESG strategy.

## 7.0. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS

### 7.1. Self-Assessment and Directors' Succession

The Board of Directors periodically assesses the effectiveness of its activities and the contribution made by its individual members through the self-assessment process.

With reference to the Financial Year - despite the fact that the Issuer, for the entire duration of the financial year, has maintained its status as a "concentrated ownership company" ("*società a proprietà concentrata*") and is therefore obliged to self-assess on a three-yearly basis in view of the renewal of the administrative body (see Recommendation 22, second paragraph of the CG Code) - the Board of Directors has voluntarily decided to conduct an assessment concerning the size, composition and actual functioning of the Board itself and of the Board Committees (the so-called "Board Review"), aimed, in line with international "best practices", at improving corporate governance, in particular, the understanding of the composition and dynamics of the Board of Directors, aligning the expectations of the directors on their own performance and the expectations of the Board of Directors on their own performance, aimed, in line with international *corporate governance 'best practices'*, at improving corporate governance, in particular the understanding of board composition and dynamics by aligning directors' expectations on their roles and responsibilities, and to respond to the changing needs of the organisation.

The Board Review - conducted with the support of an external advisor, identified as Spencer Stuart, a company specialising in this sector - was first of all carried out through the completion by each Director of a questionnaire concerning the size, composition and functioning of the Board as a whole and of the Committees with open and closed questions, some questions containing evaluations based on agreement or disagreement with respect to the subject requested. This phase was followed by individual interviews carried out by the consultancy firm in order to deepen both the most relevant aspects that emerged from the completion of the questionnaire. The Chairman and members of the Board of Statutory Auditors were also interviewed as part of the process.

The Chairman, with the help of the Secretary, oversaw the adequacy and transparency of the self-assessment process, coordinating for this purpose with the Nomination and Remuneration Committee, which performed investigative and supervisory functions on the entire board review process.

The analysis prepared by the consultancy firm, showed that the composition of the Board of Directors was very balanced as it expresses an adequate diversity in terms of age, work position, nationality and personal characteristics of the members. In fact, there are members of the Board of Directors coming from different countries, thus ensuring that the Board of Directors is also internationally represented, with disparate professional backgrounds and of different ages.

The results of the Board Review indicate a positive picture of the functioning of the Board of Directors and its Committees, with a focus on collaboration and dialogue between members, and evidence that these bodies operate effectively and transparently, in accordance with national and international best practices in corporate governance, and that they are ready to take on board the recommendations for improvement set out in the Board Review.

Without prejudice to the positive opinion expressed, in order to make the performance of the Board mandate even more effective and continuing the trend embarked upon, were offered, *inter alia*, the following suggestions: (i) discussion of strategic decisions, especially business decisions, even more extensively within the Board; (ii) encouraging in-person participation in meetings; (iii) encouraging "business knowledge and induction" activities; (iv) activities to promote interaction and discussion, including informal ones, among Directors.

With regard to the Committees, the Board Review considered them to be efficient and well-structured. With the aim of ensuring efficient meetings, the opportunity to improve reporting to the Board by the Committees by adopting a more structured approach in preparing the periodic report of the Committees for the Board of Directors, including visual aids and executive summaries in the materials prepared and distributed prior to meetings.

The results of the *board review* process were discussed at the Board of Directors' meeting of 27 November 2024 and, as noted at that meeting, the Company has already started a process to implement the recommendations received.

In order to ensure that the process of nomination and succession of directors is transparent and functional to achieve the optimal composition of the board of directors, on 27 February 2023, the Board of Directors adopted a policy on diversity (the Board Diversity Policy ("*Politica in materia di Diversità del Consiglio di Amministrazione*")), setting requirements for the optimal composition of the board, the contents of which are illustrated in section 4.3.1. above.

Since there has not yet been a renewal of the composition of the Board of Directors following the listing and the simultaneous adoption of the current Articles of Association, no orientation has been expressed on the qualitative and quantitative composition deemed optimal other than the aforementioned Policy. For the same reason, there were no appointments made using the list method and therefore no discussions with the promoters of the same.

The Company has defined a Succession Plan for the Managing Director and for Managers with Strategic Responsibilities.

## 7.2. Nomination and Remuneration Committee

With regard to the Nomination and Remuneration Committee, please refer to section 6.2.

## 8.0. DIRECTORS' REMUNERATION

### 8.1. Directors' remuneration

For all information regarding the remuneration of directors, including information linked to parameters relating to sustainability objectives, please refer to the Remuneration Report prepared in accordance with Article 123-ter TUF available at the Company headquarters and on the Company website in the "Shareholders' Meeting" section ([Assemblea degli Azionisti](#)).

The Group's Remuneration Policy, which applies to the members of the Board of Directors, the Statutory Auditors and Managers with Strategic Responsibilities, sustains the realisation of the Company's strategy through short- and long-term incentive systems and the definition of objectives capable of promoting the creation of sustainable value for shareholders and other stakeholders. The main features of the 2024 incentive schemes include:

- Short Term Incentive (STI), whose KPIs include several operational, financial and non-financial indicators, ensuring that performance is assessed with a holistic approach:
  - Management by Objectives (MBO), base and extra-performance;
  - VIP Incentive Plan;
  - Sales Incentive Plan (SIP);
  - Collector Incentive Plan.
- Long Term Incentive (LTI), structured as a three-year stock option plan with vesting conditions linked to financial, market and sustainability KPIs, including a two-year lock-up mechanism to strengthen retention and promote alignment with the Company's strategic objectives:
  - Cumulative EBITDA;

- Total Shareholder Return (TSR) vs Gaming Peers;
- Total Shareholder Return (TSR) vs FTSE MIB;
- ESG Bonus/Malus.

During 2024, the terms of the sustainability-related incentive schemes were approved and updated by the Board of Directors, dedicating a significant portion of the incentive targets to sustainability KPIs:

- reduction of environmental impacts: reduction of emissions through the approval of a decarbonisation strategy and roadmap;
- inclusion and diversity: training on gender equality issues in recruiting and promotion processes, and organisation of a course on strengthening a female leadership pipeline;
- responsible gaming: activation of awareness-raising campaigns, and development of an analysis tool to identify online gamblers at risk in cooperation with CEPID (Gemelli Hospital of Rome).

Specifically, these sustainability metrics have been integrated into both STI and LTI systems:

- In the STI plan, ESG KPIs represent a significant part of the target sheet, accounting for 15% of the variable remuneration;
- In the LTI plan, the achievement of ESG targets directly affects the size of the stock options granted, thanks to a bonus/malus mechanism.

At the Date of the Report, no agreements have been entered into between the Company and the members of the Board of Directors that provide for indemnities in the event of resignation or dismissal without just cause or termination of employment following takeover bids or changes in control.

## 8.2. Nomination and Remuneration Committee

Please refer to the contents of section 6.2.

## 9.0. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

### 9.0.1. Foreword

Lottomatica's Internal Control and Risk Management System ("**SCIGR**") is the set of tools, procedures, rules and organisational structures aimed at enabling a sound, correct and consistent management of the business. In line with the provisions of the Corporate Governance Code, the SCIGR contributes to the pursuit of sustainable success through an adequate process of defining the players, duties and responsibilities of the various control bodies and functions and of identifying, measuring, managing and monitoring the main risks, as well as through the structuring of adequate information flows aimed at ensuring the timely circulation of information.

In order to ensure the effectiveness of the SCIGR, it has been structured as an integrated system: its components are coordinated and interdependent and the system, as a whole, is embedded in the general organisational, administrative and accounting structure of the Company.

The SCIGR represents a fundamental element of the governance of the Group, as it allows the Board of Directors to guide the Company, pursuing the creation of value in the long term and defining also the nature and level of risk compatible with the strategic objectives, including in its evaluations all the elements that may be relevant in view of sustainable success.

The Board of Directors, in its resolution dated 1 February 2024, assessed the adequacy of the Internal Control and Risk Management System in relation to the characteristics of the Company, deeming it adequate.

### 9.0.2. Description of the main features of the existing risk management and internal control system in relation to the financial reporting process

The SCIGR has been formalised, *inter alia*, in the Group's Code of Ethics, the Organisational Model pursuant to Legislative Decree 231/2001, the Anti-Bribery & Corruption Policy and Guidelines, the ERM Model, the Management Control System Memorandum, the Regulation of the Manager responsible for the Corporate Financial Documents, the Anti-Money Laundering Policy, the Tax Control Framework, the Data Protection Policy, the Whistleblowing Procedure, as well as the additional policies, procedures and documents mentioned in this paragraph 9.



### **Code of Ethics**

The Code of Ethics clearly defines the values and responsibilities that the Company recognises, accepts, shares and assumes; therefore, it explicitly sets out the principles and tasks to which all addressees must conform, accepting responsibilities, structures, roles and rules for the violation of which, even if no corporate liability towards third parties ensues from it, they assume personal responsibility within and outside the Company.

As part of the internal control system, the Code of Ethics constitutes a management tool for ethical conduct in company business and an effective element of the company's strategy and organisation, and is an integral part of both the Organisation, Management and Control Model pursuant to Legislative Decree 231/01, and the sanctions' system for violations of the rules laid down therein.

### **Organisational Model pursuant to Legislative Decree 231/2001**

The Company has adopted an Organisational, Management and Control Model (the '**Model**') pursuant to Legislative Decree 231/01 (the '**Decree**') in order to ensure that the conduct of all those individuals operating on its behalf or in its interest always complies with the principles of fairness and transparency in the conduct of business and corporate activities, conforming to the indications of case law on the subject, as well as the Guidelines issued by Confindustria.

The purpose of the Model is to set up a structured and organic system of prevention and control aimed at reducing the risk of committing the predicate offences connected with the company's activities, with particular regard to preventing any unlawful conduct.

The Board of Directors of the Company, in its meeting of 27 February 2023, adopted the Model, drawn up following an accurate analysis of the company's activities aimed at ascertaining the potential risks of commission of the offences provided for by the Decree: the document defines the set of general principles, rules of conduct, and specific control principles, aimed at ensuring, as far as possible, the prevention of the commission of the relevant underlying offences.

The Model prepared by the Company is based on a structured and organic system of documents and control activities that (i) identify the areas of possible risk in the Company's activities (ii) define an internal regulatory system, aimed at the prevention of offences, in which, inter alia, (iii) find their prerequisite in an organisational structure consistent with the Company's activities (iv) identify the processes for the management and control of financial resources; (v) assign the Supervisory Board the task of overseeing the functioning and observance of the Model.

Please note that, following the merger by incorporation of Lottomatica S.p.A. into the Company, Model 231 was updated. On 26 February 2025, the Board of Directors has received information on this update.

The Group's main subsidiaries, having identified their activities that present a risk of offences being committed and the most appropriate measures to prevent them from being committed, have adopted their own Model, consistent with the principles and contents of the Model, and appointed their own supervisory body.

### **Anti-Bribery & Corruption Policy and Guidelines**

With the *Anti-Bribery & Corruption Policy and Guidelines*, the Company is committed to combating corruption in all its forms and aims to promote a culture that deters corrupt activities and to facilitate the prevention and detection of such conduct.

More generally, the Policy aims to raise the awareness of those who collaborate in various capacities with the Group in recognising corrupt phenomena, as well as of the reactivity in taking an active part in preventing, opposing and reporting possible violations of anti-corruption legislation.

### **Enterprise Risk Management Model**

The Group has adopted an Enterprise Risk Management ('**ERM**') Model, implemented taking into account the recommendations of the Corporate Governance Code and existing national and international best practices, with the aim of supporting top management in defining the overall risk profile, as well as highlighting obstacles to the achievement of defined corporate objectives.

### **Memorandum on the Management Control System (the 'Memorandum')**

The purpose of the Memorandum is to describe the Management Control System (hereinafter also referred to as '**SCG**') adopted by the Issuer and the companies controlled by it in order to provide a comprehensive picture of the economic, financial and asset situation.

The Group's SCG is designed in such a way as to enable the management to make choices that are functional to the pursuit of strategic objectives and corporate development.

The Memorandum identifies the actors involved in the SCG, describing their role and assigning their respective responsibilities. The SCG is developed through a planning activity a reporting activity.

#### **Regulation of the Financial Reporting Officer**

The objective of the Regulation of the Executive in Charge of Financial Reporting is to provide procedural, organisational and general indications, aimed at defining the role and functions attributed to the Manager responsible for the Corporate Financial Documents of the Issuer in accordance with statutory and legal provisions, as well as to describe the main information flows and the procedures for coordinating activities between this figure and the Company's other administrative and control bodies.

With regard to the detection and management of risks, the Manager responsible for the Corporate Financial Documents is responsible for reporting to the Board of Directors on risks related to financial reporting and sustainability *reporting*. In addition, the various company departments, as part of their operational risk assessment and management activities, must provide the Executive in Charge with the results of the risk analysis as well as any corrective actions to be implemented.

The Manager responsible for the Corporate Financial Documents retains, in any case, the right to request, at any time, further analysis and risk assessment activities on specific processes of the Company.

#### **Anti-Money Laundering Policy**

The Group has an Anti-Money Laundering Policy aimed at identifying and implementing mitigation measures to manage potential legal and reputational risks related to money laundering and terrorist financing.

The Policy provides a high-level framework for Group companies to identify and mitigate potential money laundering and terrorist financing risks.

#### **Tax Control Framework**

Effective as of December 2023, the Company has adopted a Tax Control Framework model, consisting of an effective system for the detection, measurement, management and control of tax risk, set within the context of the corporate governance and internal control system, capable of ensuring constant monitoring of potential tax-related risks.

The Tax Control Framework consists of the set of procedures, tools, organisational structures, standards and corporate rules aimed at allowing, through an adequate process of identification, measurement, management and monitoring of the main tax risks, a business conduct such as to minimise the risk of operating in violation of tax regulations, or in contrast with the principles or purposes of the law.

Specifically, the Issuer has deemed it necessary to conduct a tax risk assessment and adopt a Tax Strategy, defining the roles and responsibilities of the various bodies and individuals involved in the management of tax compliance by implementing policies and procedures relating to the corporate processes affected by taxation, also setting up mechanisms to monitor the system of internal controls aimed at containing tax risks. The Company has also committed to producing a periodic report to the Board of Directors on the effectiveness of the TCF.

The TCF also has repercussions on the Issuer's *governance*, in that a body responsible for the implementation of the TCF, the *Tax Risk Management* (or "**TCF Committee**"), has been identified, as well as a reference person: the Tax Risk Manager.

Tax Risk Management is responsible for implementing and updating Lottomatica's TCF, in accordance with major changes in the business, governance and business models, as well as changes in the legal and economic ecosystem in which the Group operates.

In particular, the Tax Risk Management shall monitor, collaborating with the company's functions, the implementation of the Tax Control Framework, operating a periodic check on its adequacy and effective application, in line with the Group's Tax Strategy and according to the principles and guidelines established.

The members of the Group TCF Committee are appointed by resolution of the Board of Directors, in the interest of all Group companies, and they remain in office for one year. The Tax Risk Management is characterised by

the co-presence of internal Group members, as well as one or more external professionals, experts in national and international tax issues.

During 2024, the TCF Committee carried out the monitoring activities provided for in the 'Monitoring Plan of the Lottomatica Group' ("*Piano di Monitoraggio del Gruppo Lottomatica*"), which was developed based on the individual risk scenarios that emerged for each business cycle following the Tax Risk Assessment. The periodic monitoring activities did not highlight any critical issues or deficiencies regarding the internal control system and the procedures adopted, thus confirming the effectiveness and consistency already identified in the initial Tax Risk Assessment.

#### **Anti-Money Laundering Governance**

The Issuer has an Anti-Money Laundering (AML) and Counter-Terrorist Financing (CFT) Policy extended to all entities belonging to the Group to which specific AML & CFT procedures also apply.

This Policy, based on the principle of the Risk Based Approach, aims at identifying and implementing risk mitigation and management measures in the area of anti-money laundering and terrorist financing, and to define guidelines and adequate training for employees and third parties who have relations with the various Group entities. To this end, the roles and responsibilities of persons potentially exposed to risk are defined, as well as the requirements and operating procedures for carrying out the respective activities.

Finally, the AML & CFT Policy and Procedures are supported by technologically advanced IT systems that guarantee the effectiveness of the controls and controls in compliance with the regulatory requirements.

#### **Data protection policy**

The Data Protection Policy adopted by the Company, in addressing all parties involved in the processing of data implemented by the Group, aims to describe the internal processes adopted by the Group in order to ensure that processing activities are carried out in compliance with the data protection standards outlined in EU Regulation 679/2016 ("**GDPR**").

In particular, Group companies undertake to ensure that personal data are adequately protected against unauthorised processing and accidental loss or alteration. In order to maintain security and prevent processing in violation of the provisions of current legislation, the Group companies, as data controllers and processors, assess the risks inherent in processing and implement appropriate measures to limit the risks.

#### **Procedure for handling reports**

The Company has adopted the Procedure for the Management of Reports with the aim of regulating the process of receiving, analysing and processing reports, including anonymous reports, made by employees, collaborators, business partners and third parties and relating to conduct that constitutes or may constitute a potential violation or inducement to the breach of legislative provisions; the rules indicated in the Code of Ethics, the Organisational, Management and Control Model pursuant to Legislative Decree 231/01 and the Anti-Bribery & Corruption management system; and internal procedures and guidelines applicable to Group companies.

### **9.0.2.1. Stages of the existing Risk Management and Internal Control System in relation to the financial reporting process**

The Internal Control and Risk Management System of the Lottomatica Group is characterised by the following elements:

1. The definition of ethical values and criteria of conduct, to which the conduct of employees and of all those who operate in the pursuit of the Company's objectives (partners) must be aligned. This purpose is ensured by the indications of the Group Code of Ethics and the Anti-Bribery & Corruption Guidelines, approved by the Board of Directors and also valid for the subsidiaries, and communicated both inside and outside the Company.
2. Roles and responsibilities, as well as the relations between corporate departments/areas, which are unambiguously defined within the adopted organisational structure, signature powers and internal delegations, which are consistent with the hierarchical level, the organisational unit overseen and the objectives assigned.

To this end, organisation charts and other organisational provisions, the Organisational Model pursuant to Legislative Decree 231/2001, corporate procedures and the system of delegations and powers are formalised.

In particular, the SCIGR consists of the following three levels of control:

1. **First level of control**, consisting of the set of control activities that the individual operating units perform on their own processes in order to ensure the proper conduct of operations. These control activities are delegated to the primary responsibility of operational management and are considered an integral part of every business process. The operational structures are, therefore, primarily responsible for the internal control and risk management process;
2. **Second level of control**, which is entrusted to autonomous functions, independent and distinct from the operational ones, such as, for example, the functions operating in the fields of anti-money laundering, anti-corruption, information security, privacy, compliance. These functions contribute to the definition of risk governance policies and the risk management process, in particular by monitoring corporate risks (e.g. operational risks, market risks, credit risks, strategic risks, legal risk, non-compliance risk and reputational risks), proposing guidelines on the related control systems and verifying their adequacy in order to ensure the efficiency and effectiveness of operations, adequate risk control, prudent conduct of business, reliability of information, compliance with laws, regulations and internal procedures;
3. **Third level of control**, which is entrusted to the *Internal Audit* function of the Group, with the objective of (i) providing an independent *assurance* on the adequacy and effective operation of the first and second level of control and, in general, on the SCIGR, as well as (ii) assessing the completeness, adequacy, functionality and reliability in terms of efficiency and effectiveness of the internal control system as well as identifying violations of the procedures and rules applicable to Lottomatica.

The tasks and responsibilities incumbent on the SCIGR actors are defined on the basis of the provisions of applicable laws and regulations, including, by way of example, the Code of Corporate Governance, Legislative Decree 231/2001, Law 262/2005 and industry best practices.

The supervisory strategies for the risk management and internal control system concerning financial reporting are aligned with the provisions set forth in Article 154-bis of the Consolidated Law on Finance and the CG Code, and are developed following the framework of the 'Internal Control - Integrated Framework' (known as the 'CoSO Report'), prepared by the Committee of Sponsoring Organisations of the Treadway Commission.

The process is divided into four stages:

1. **Identification of potential financial reporting risks**: the risk identification process focuses on the analysis of financial reporting and is based on the assessment of qualitative and quantitative aspects. Initially, it focuses on the selection of relevant companies to be included in the analysis and, subsequently, extends to processes and accounts of significant relevance. This phase involves the definition of quantitative criteria concerning the economic and equity contribution made by individual entities to the latest consolidated financial statements, together with selection rules with minimum materiality thresholds. It also includes the examination of qualitative elements that may affect the inclusion of additional entities or classes of transactions. This inclusion is based on the specific risks arising from the complexity of the accounting implications of the transactions carried out by these entities, or even the presence in their financial statements of particularly material amounts that do not fall within the above parameters. For each material piece of financial information, the main administrative and accounting processes that give rise to it are identified. Risks associated with financial statement assertions (concerning the existence and occurrence of events, completeness, measurement and recognition, rights and obligations, presentation and disclosure) are also identified, along with the related controls aimed at ensuring the accuracy of the information produced.
2. **Risk assessment of financial reporting**: risks are examined in terms of their possible impact, assessed through both quantitative and qualitative parameters, considering the absence of controls (at the inherent level). Risk assessment is performed at the entity level with regard to information systems and at the specific process level (known as the process level). In the first context, risks associated with the general control environment and the potential malfunctioning of information systems are mainly included. In fact, the risks associated with financial reporting are examined in relation to the activities that make up the processes.

3. Identification of controls for the identified risks: following the identification of the above-mentioned risks, the management mechanisms capable of mitigating them are identified, both at an overall level and at the level of specific processes, through the identification of certain controls. Within these controls, the *set of* key controls is outlined, i.e. the controls - identified according to *risk-based* and *top-down* criteria - aimed at ensuring the prevention or timely identification of material errors in financial reporting.
4. Assessment of controls against identified risks: the process of analysing and evaluating the internal control system for financial reporting proceeds with the assessment of the management mechanisms identified, both in terms of adequacy, understood as the effectiveness of the design of the management mechanisms, and in terms of actual implementation. The analysis of actual implementation is carried out through specific tests conducted mainly by the management of the department responsible for implementing the mechanisms themselves and, in order to ensure a complete assessment and consistent design of the control system, also by the Financial Reporting structure at the disposal of the Manager responsible for the Corporate Financial Documents. The monitoring of the actual implementation of the administrative-accounting procedures takes into account the effective functioning of the key mechanisms. The verification methodology is selected on the basis of the underlying residual risk, considering strengths and weaknesses in the control environment, the complexity of the mechanism, the type (manual or automatic), the degree of discretion required and the dependence on other mechanisms. The monitoring activity, including sampling methods, is consistent with international best practices. With regard to the automatic mechanisms identified, the assessment of their adequacy and effective implementation is extended to the design and operation of the general IT controls that support the relevant applications. Once the monitoring is finalised, an assessment is made as to the relevance of any anomalies or problems detected. At least once every six months, the Manager responsible for the Corporate Financial Documents reports to the Control and Risk Committee on the results of the activities and evaluation process described in order to assess the actual adequacy and application of the administrative-accounting procedures in place, for the purpose of issuing the certifications required by Article 154-bis of the Consolidated Law on Finance.

#### **9.0.2.2. Roles and Functions Involved**

The CEO, the Control and Risk Committee, the Head of the Internal Audit Function, the Supervisory Body established pursuant to the Decree, the Manager responsible for the Corporate Financial Documents and other corporate roles and functions, as well as the independent auditors, are involved in the SCIGR, each within the scope of their respective competences and in accordance with the provisions of paragraphs 9.1 - 9.6 below.

#### **9.0.3. Description of the main features of the internal control system in relation to the sustainability reporting process**

In light of the recent regulatory evolution on sustainability reporting, in 2024 the Lottomatica Group, as part of the broader project to adapt the sustainability reporting process to the innovations introduced by Legislative Decree 125/2024 (implementing European Directive 2022/2464) and the new European Sustainability Reporting Standards (ESRS), started the definition and gradual implementation of a control model on sustainability reporting, aimed at overseeing the reliability of such reporting and its compliance with reporting standards.

In terms of governance, the sustainability reporting control model also has the objective of supporting the Chief Executive Officer and the Financial Reporting Officer of Lottomatica Group S.p.A. in issuing certifications to the market regarding the compliance of Lottomatica's sustainability reporting with the reporting standards envisaged at a European level (ESRS) and the specifications adopted pursuant to Article 8(4) of Regulation (EU) 2020/852 (so-called EU Taxonomy). In this regard, on 5 February 2025, the Board of Directors approved an updated version of the "Regulation of the Manager responsible for the Corporate Financial Documents", which incorporates sustainability reporting aspects.

In defining the control model on sustainability reporting, Lottomatica has taken into account the principles set forth by national and international best practices and in particular the framework drawn up by the Committee

of Sponsoring Organisations of the Treadway Commission (the so-called "CoSO Report") which, in March 2023, published a specific supplementary guide dedicated to sustainability reporting, named "*Achieving Effective Internal Control of Sustainability Reporting (ICSR)*".

Consistent with the principles of the CoSo Report, the methodology followed for risk assessment and prioritisation is based on the following approach:

- *Definition of the scope of the analysis*: this is given by the subject indicators represented in Lottomatica's sustainability reporting prepared pursuant to Legislative Decree 125/2024.
- *Risk analysis*: indicators are assessed and ranked following a risk/relevance analysis based on several drivers, including:
  - Centrality of the KPI to the Group's ESG strategy and/or sustainability plan;
  - Relevance of KPIs to rating agency assessments;
  - Relevance of the KPI with respect to potential reputational impacts;
  - Relevance of the KPI to the financial instruments adopted by the Group;
  - KPI complexity.

For the indicators assessed as being of greater risk/relevance and for the Group companies that contribute significantly to them, the approach adopted by Lottomatica provides for an analysis of the business processes from which they originate, of the risks of non-compliance with the requirements of relevance, faithful representation, comparability, verifiability and comprehensibility that the sustainability information provided in accordance with the ESRS must satisfy, and of the related controls to protect against them. The output of this analysis is the procedures for the formation and communication of sustainability data and information (the so-called KPI formation procedures).

According to this approach, the main risks identified concerned

- the completeness and integrity of the data;
- the accuracy of the estimation results;
- the accuracy and relevance of the descriptions;
- the availability and timeliness of data with particular reference to data involving third parties.

The following main types of controls are envisaged against these risks:

- approval and management review controls;
- data reconciliation checks;
- automatic checks to ensure that data are calculated and entered correctly into computer systems;
- controls on logical access to systems and traceability of operations performed on the system used for sustainability reporting;
- consistency checks of the data reported for sustainability reporting against the ESRS reference standards;
- analysis of the deviation of the data from the available time series.

It should also be pointed out that Lottomatica's sustainability reporting process is managed through the use of a specific computer system that has allowed, on the one hand, an efficiency and better governance of this process, and on the other, the possibility of improving control processes through the use of automatic controls and specific reports.

Finally, the control model on sustainability reporting is based on Lottomatica's broader Internal Control and Risk Management System ('SCIGR'), characterised by the following key elements:

- the definition of ethical values and conduct criteria, to which the conduct of employees and of all those who work in the pursuit of the Company's objectives (*partners*) must be aligned. This purpose is ensured by the indications of the Group Code of Ethics and the *Anti-Bribery & Corruption* Guidelines, approved by the Company's Board of Directors by resolution of 27 February 2023, also valid for the subsidiaries and communicated both inside and outside the Company;
- the roles and responsibilities, as well as the relations between company departments/areas, which are unambiguously defined within the adopted organisational structure, the signatory powers and internal

delegations, which are consistent with the hierarchical level, the organisational unit overseen and the objectives assigned.

In the course of 2024, specific information flows were addressed to the administrative, management and control bodies and in order to illustrate the progress of the CSRD compliance programme, including activities to develop internal control and risk management processes in relation to sustainability reporting.

### 9.1. Board of Directors

The Board of Directors is the executive body of the Company entrusted with the task of implementing the decisions taken by the Shareholders' Meeting in the course of its deliberations and the conduct of business. The Board plays a key role in corporate governance. It is responsible for approving organisational strategies, developing management policy, hiring, supervising and remunerating senior managers, and ensuring the organisation's legal accountability to public authorities.

1. Definition of corporate strategy: the Board of Directors is responsible for formulating and approving the long-term corporate strategy, ensuring that it is aligned with the objectives and interests of shareholders.
2. Supervision of the executive managing: Board members monitor the activities of the executive administration, ensuring that decisions made are consistent with the corporate strategy and benefit the company as a whole.
3. Appointment and monitoring of the CEO: the Board of Directors is involved in the selection of the CEO and is responsible for evaluating his performance over time, ensuring that his performance is in line with the company's objectives.
4. Risk Management: Board members, with the support of the Control and Risk Committee:
  1. define the SCIGR's guidelines in line with the Company's strategies;
  2. assess, at least once a year, the adequacy of the SCIGR with respect to the characteristics of the Group and the risk profile assumed, as well as its effectiveness;
  3. appoint and dismiss the Chief of Internal Audit, defining his remuneration in line with company policies, and ensuring that he is adequately resourced to perform his duties;
  4. annually approve the risk-based audit plan, in consultation with the Control and Risk Committee and the Chief Executive Officer;
  5. assign to a specially constituted body the supervisory functions pursuant to Article 6(1)(b) of Legislative Decree No. 231/2001.
5. Financial control: the Board of Directors supervises the financial performance of the company, reviewing financial *reports* and ensuring that they comply with accounting standards and regulations.
6. Legal and ethical compliance: the Board of Directors is responsible for ensuring that the company operates in accordance with applicable laws and ethical standards, taking the necessary corrective measures in the event of irregularities.
7. Communication with Shareholders: the Board of Directors is responsible for high-profile strategic communication and the supervision of information communication processes concerning the Company. Relations with shareholders and the financial community are maintained by the Chairman, the CEO, the Chief Financial Officer and the Investor Relator. The Board of Directors ensures that these individuals have the necessary means to organise and manage the dialogue with Shareholders and the Financial Community.
8. Approval of budgets and financial plans: the Board of Directors approves annual budgets and financial plans, ensuring that they are in line with strategic objectives and comply with accounting standards.
9. Definition of company policies: the governing body contributes to the definition of company policies, including personnel policies, and ensures that they are in line with the company's strategic objectives and values.
10. Evaluation of Board performance: Directors participate in periodic evaluations of their own performance and the overall effectiveness of the Board of Directors, continually striving to improve their practices and contribute to the success of the Company.

## 9.2. Chief Executive Officer

By resolution of 27 February 2023, the Board of Directors appointed the Company's CEO, Mr. Guglielmo Angelozzi, as Director in charge of the internal control and risk management system.

The Director in charge of the internal control and risk management system:

- (i) ensures the identification of the main corporate risks, taking into account the characteristics of the activities carried out by the issuer and its subsidiaries, and submits them periodically to the Board of Directors for its review;
- (ii) implements the guidelines defined by the Board of Directors, taking care of the design, implementation and management of the SCIGR and constantly verifying its adequacy and effectiveness, and is responsible for adapting it to the dynamics of the operating conditions and the legislative and regulatory landscape;
- (iii) may request the Internal Audit function to carry out audits on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions, simultaneously notifying the Chairman of the Board of Directors, the Chairman of the Control and Risk Committee and the Chairman of the Board of Statutory Auditors;
- (iv) promptly report to the RC Committee on problems and critical issues that have arisen in the course of its work or of which it has otherwise become aware, so that the RC Committee (or the Board of Directors) may take appropriate action.

During the year, the Director in charge of the internal control system ensured that the above-mentioned activities were carried out, through regular meetings with the control functions and the Chief of Internal Audit. Furthermore, the director in charge of the internal control system meets with the Board of Statutory Auditors and the CR Committee periodically, discussing with these bodies the corporate risks identified and the ways in which initiatives have been undertaken to mitigate them, including through the implementation of the guidelines, from time to time, defined by the Board of Directors in the context of the internal control and risk management system.

In addition, informal meetings and exchanges took place between the Director in charge of the internal control system and the persons referred to above (members of the Board of Statutory Auditors, members of the CR Committee, Chief of Internal Audit), through which a continuous exchange of information was ensured.

During the financial year and, specifically, after the Company's shares began trading on the Euronext Milan market, no circumstances arose that required the Internal Audit Function to be entrusted with the performance of checks on specific operational areas and on compliance with internal rules and procedures in the execution of company transactions, outside of the ordinary activities performed by the *internal audit* function, which are acknowledged in paragraph 9.5 below.

Similarly, in the course of his activities, the CEO did not detect the emergence of any problems or critical issues, nor did he receive any news of such importance as to require a report to the Control and Risk Committee.

## 9.3. Control and Risk Committee

Concerning the role of the Control and Risk Committee in the Internal Control and Risk Management System, see paragraph 6.1.

## 9.4. Board of Statutory Auditors

In addition to section 11 below, with reference to the Internal Control and Risk Management System, it should be noted that the Board of Statutory Auditors represents the control body of listed companies and has the task of supervising the activity of the Directors and checking that the management and administration of the company are carried out in compliance with the law and the deed of incorporation.

Article 149 of TUF details the duties of the Board of Statutory Auditors, which supervises:

- on compliance with the law and the articles of association;
- on compliance with the principles of good administration;



- on the adequacy of the company's organisational structure for the aspects within its competence, the internal control system and the administrative-accounting system as well as on the reliability of the latter in correctly representing management events;
- on how to concretely implement the corporate governance rules laid down in codes of conduct drawn up by companies managing regulated markets or by trade associations, which the Company, by means of public disclosures, declares that it complies with;
- on the adequacy of the instructions given by the Company to its subsidiaries pursuant to Article 114(2) TUF.

The members of the Board of Statutory Auditors also attend Shareholders' Meetings and meetings of the Board of Directors. Absence without a justified reason may be cause for disqualification.

It is the duty of the Board of Statutory Auditors to notify Consob "without delay" of the irregularities found and to forward the relevant minutes of meetings, of inspections, and any other useful documentation.

The Directors shall also report promptly (pursuant to the Articles of Association) and at least quarterly to the Board of Auditors on their activities, the most important economic, financial and asset operations. The Board of Statutory Auditors and the external auditor shall exchange relevant data and information in a timely manner. The members of the Board of Statutory Auditors may request that the persons in charge of internal control report to the control body.

The Statutory Auditors may, also individually, carry out acts of inspection and control and request information from the directors. The Board of Statutory Auditors may convene, after notifying the Chairman of the Board of Directors, the Shareholders' Meeting and the Board of Directors.

The Board of Statutory Auditors is also obliged to report to the Shareholders' Meeting on the supervisory activities carried out and on the omissions and reprehensible facts detected.

Article 152 TUF explicitly provides for the possibility of the Board of Statutory Auditors to report to the court a founded suspicion that the directors, in breach of their duties, have committed serious irregularities in the management capable of causing damage to the company or one or more of its subsidiaries.

The Internal Audit Department provides the Chairman of the Board of Statutory Auditors with periodic reports containing adequate information on its activities, on the manner in which risk management is conducted, and on compliance with the plans defined for their containment. The periodic reports contain an assessment of the suitability of the SCIGR.

## 9.5. Head of Internal Audit

The Internal Audit Department supports the organisation in achieving its corporate objectives and performs independent, objective and professional risk-based assurance and advisory activities, having as reference the International Professional Practice Framework, protecting and enhancing the value of the Group as well as providing objective and risk-based assurance.

The internal audit activity is aimed at improving the effectiveness and efficiency of the Group's SCIGR and identifying anomalous trends, violations of internal procedures and regulations (third level control).

The Board of Directors of 27 February 2023 had entrusted dr. Francesco Lauria the role of Chief of Internal Audit & GRC - Anti-Bribery & Corruption, resolving, *inter alia*, to grant him full spending autonomy for the performance of the assigned functions, within the limits of the general annual budget allocated to the Internal Audit Department and subject to any additions and amendments deemed necessary, which may be examined and approved by the Board of Directors at any time, as well as any organisational and management powers necessary for the performance of the assigned functions, including direct access to all functions, offices and information necessary or useful for the performance of the assignment.

Following in-depth internal evaluations and with the intention of complying with market best practices, the Board of Directors resolved, as of 1 February 2025, to separate the Internal Audit function, entrusting it to Ing. Doriana di Francescantonio, from the Risk, Ethics & Compliance Department, in charge of assessing the effectiveness of internal processes, risk management and controls in relation to governance, which remains with Dr. Lauria.

The Internal Audit Department carried out its mandate, approved on 27 February 2023 by the Company's Board of Directors, with reference to the Institute of Internal Auditors' definition of Internal Auditing as well as

the binding nature of the principles expressed in the International Professional Practice Framework, the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics, and in accordance with current legislation, including corporate governance rules and regulations of the relevant sector.

The Internal Audit Department, in accordance with what is also defined in its mandate, is entrusted with the tasks of:

- verify, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the internal control and risk management system, through an audit plan approved by the Board of Directors, based on a structured process of analysis and prioritisation of the main risks;
- ensure the preparation of the annual audit plan, subject to the opinion of the Control and Risk Committee, and periodically present its progress and follow-up;
- prepare periodic reports containing adequate information on its activities, on the manner in which risk management is conducted, and on compliance with the plans defined for their containment. The periodic reports contain an assessment of the suitability of the SCIGR;
- prepare timely reports on events of particular importance;
- transmit the reports referred to in the above points to the chairmen of the Board of Statutory Auditors, the CR Committee and the Board of Directors, as well as to the Chief Executive Officer;
- ensure the verification of information systems against the relevant international principles and standards in accordance with company rules, regulations and/or policies.

It should be noted that the Internal Audit Department has no operational responsibility or authority over the activities audited and reports hierarchically to the Board of Directors.

The independence of the Internal Audit Department is also ensured through the segregation, at the functional level, of the relevant resources from the other functions of the Lottomatica Group. Should independence be compromised, the chief of the Department shall report to the Board of Directors the details of such compromise. In order to limit constraints on independence or objectivity and to ensure the independence of the Function, the Board of Directors implements specific safeguards, such as the periodic assessment of reporting lines and responsibilities and the implementation of alternative processes in order to obtain assurance on the further areas of responsibility of the Department.

On 13 December 2024, the Board of Directors approved the Audit Plan 2025, which had already been submitted to the Control and Risk Committee and the Board of Statutory Auditors for review on 28 October 2024.

It should be noted that, during the Financial Year, no events of particular significance occurred that required a specific report by the head of the Department.

## **9.6. Supervisory Body pursuant to the Organisational Model pursuant to Legislative Decree 231/2001**

Please refer to paragraph 9.0.2 with regard to the Model and to 9.8 below with regard to the Supervisory Board.

## **9.7. External Auditor**

At the proposal of the Board of Statutory Auditors, the Shareholders' Meeting of the Company, which met on 27 February 2023, appointed PricewaterhouseCoopers S.p.A. (PwC), with registered office in Milan, Piazza Tre Torri 2, VAT no. 12979880155, registration number in the Register of Auditors 119644, as the independent external auditor for a period of nine years (from the financial year 2023 to the financial year 2031 included). PwC is also in charge of issuing the certificate of compliance for sustainability reporting.

## **9.8. Manager responsible for the Corporate Financial Documents and other corporate roles and functions**

By resolution of 27 February 2023, the Board of Directors appointed the Group's CFO, Mr. Laurence Lewis Van Lancker, as Manager responsible for the Corporate Financial Documents pursuant to Article 154-*bis* TUF.

Mr. Van Lancker has been assessed as a suitable person to hold this office, possessing all the requirements, including significant professional experience in the economic accounting and financial sector, as well as the requirements of honourableness foreseen for directors and the absence of impediments to hold the office. At the same time, the Board of Directors approved a regulation aimed at providing procedural, organisational and general indications, aimed at defining the role and functions attributed to the Manager responsible for the Corporate Financial Documents in accordance with the provisions of the Articles of Association and the law, as well as describing the main information flows and the procedures for coordinating activities between this figure and the other administrative and control bodies of the Company.

The Manager responsible for the Corporate Financial Documents is endowed with adequate powers and means, such as to enable the effective exercise of his functions and tasks assigned to him under the current legislation. In fact, the Manager responsible for the Corporate Financial Documents has the power to:

1. request, within the Company and the companies within the scope of consolidation: (a) any information of an administrative and accounting nature useful for the preparation of the financial statements for the year, the half-yearly report, the consolidated financial statements and other interim reports and the sustainability report; (b) any information of a management nature related to events that may in any way significantly influence the performance and results of the Company and the companies within the scope;
2. drawing up, in agreement with the corporate functions concerned, corporate procedures relating to the processes pertaining to the areas under his direct responsibility, including activities relating to transversal management processes relevant to the tasks and responsibilities assigned to him, also by amending existing ones;
3. proposing changes to the Internal Control System concerning any corporate process that has a direct or indirect impact on the preparation of the financial statements, the half-yearly report, the consolidated financial statements, the sustainability report and, more generally, on the accounting, financial and sustainability information of the Company and of the companies included in the consolidation perimeter, including aspects relating to the respective IT systems;
4. carrying out checks and controls on any process/procedure of the Company and of the companies falling within the scope of consolidation that has a direct or indirect impact on the preparation of the annual financial statements, the half-year report, the consolidated financial statements, the sustainability report and, more generally, on the Company's accounting, financial and sustainability information, including aspects relating to IT systems. These checks, without prejudice to the responsibilities of the Manager responsible for the Corporate Financial Documents, may be conducted through an appropriate collaboration plan with the Internal Audit department, and other corporate functions, or through the use of external resources, as well as by activating appropriate synergies with the independent auditors;
5. have financial autonomy, within the limits of the approved budget or beyond that budget, if he has made an express request to the Board of Directors and in the presence of specific and proven needs;
6. identify organisational and procedural solutions suitable for ensuring the adequacy of the internal control system for financial and sustainability reporting.

The duties of the Manager responsible for the Corporate Financial Documents have been identified as those of: (i) to prepare a written statement attesting to the correspondence with the documentary results, books and accounting records of the acts and communications of the company disclosed to the market and relating to its accounting disclosures, including infra-annual ones (ii) prepare adequate administrative and accounting procedures for the preparation of the annual financial statements, the consolidated financial statements, as well as any other communication of a financial nature, taking care of their updating and promoting their dissemination, awareness and compliance; (iii) prepare a specific Report, attached to the half-yearly report, the annual financial statements and the consolidated financial statements, certifying: (a) the adequacy and effective application of the aforementioned administrative-accounting procedures during the period to which the documents refer; (b) the compliance of the documents with the applicable international accounting standards recognised in the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002; (c) the correspondence of the documents with the results in the

books and accounting records and their suitability to provide a true and fair representation of the equity, economic and financial position of the issuer and of the group companies included in the consolidation; (d) for the annual and consolidated financial statements, that the report on operations includes a reliable analysis of the development and results of operations, as well as of the situation of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties to which they are exposed; (e) for the half-yearly report, that the interim management report contains a reliable analysis of information relating to important events that occurred in the first six months of the financial year and their impact, together with a description of the principal risks and uncertainties for the remaining six months of the financial year; (iv) prepare a special Report, attached to the Consolidated Financial Statements, certifying that the sustainability reporting included in the management report has been prepared: (a) in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 and Legislative Decree No. 125 of 6 September 2024; (b) with the specifications adopted pursuant to Article 8(4) of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

The Executive in Charge of Financial Reporting's additional duties are those of: (i) assessing, together with the CR Committee and having consulted with the independent auditors and the Board of Statutory Auditors, the correct use of accounting and sustainability reporting standards and their uniformity for the purposes of preparing the consolidated financial statements; (ii) participating, where foreseen and/or requested, in periodic meetings with other control bodies (Supervisory Board pursuant to Legislative Decree no. 231/01, Board of Statutory Auditors, etc.) on issues relating to accounting and sustainability reporting; (iii) drafting the annual "262 activities" plan and control activities relating to accounting and sustainability reporting; (iv) drafting an annual plan of "activities under Law 262/2005" and of control activities related to sustainability reporting to be submitted to the Board of Directors for its approval and to the Board of Statutory Auditors (v) verifying the correct design and effective operation of the controls envisaged in the administrative-accounting and sustainability KPI formation procedures in force; (vi) overseeing the periodic reporting to the Board of Directors and the Board of Statutory Auditors on the activities performed; (vii) participating in the design of information systems that impact on the Company's economic, equity, financial and sustainability situation.

### 9.9. Supervisory Board

Article 6 of Decree 231/2001, in order to exclude criminal liability for the Company, provides, in addition to the adoption and concrete implementation of Organisation and Management Models ("*Modelli di Organizzazione e Gestione*"), for the establishment of an internal body within the Company with the task of monitoring the effectiveness of the Model 231 adopted.

In order to perform its tasks, the Supervisory Board shall be endowed with both an autonomous power of control (enabling it to constantly monitor the functioning of and compliance with the Model) and an autonomous power of initiative, to guarantee the updating of the Model, in order to ensure its effective and efficient implementation.

The autonomy of initiative and control powers is understood both as the possibility of drawing on appropriate financial resources and as the absence of operational management activities so as to avoid subordination to the line of management.

On 27 February 2023, the Board of Directors appointed a Supervisory Board, different from the other bodies, to supervise the Organisation, Management and Control Model, which will be in office until the approval of the financial statements as of 31 December 2025. The Supervisory Board is composed of:

- Francesca Rosetti - President
- Stefano Baduini - Member
- Valentina Lazzareschi - Internal Member of the Company, Chief of Corporate & Legal Affairs.

On 26 February 2025, the Board of Directors, after the resignation of Ms. Valentina Lazzareschi, appointed, on the same date, Mr. Giuseppe Marra (Chief of Business Legal) as a Company's internal member of the Supervisory Board.

The Supervisory Board is appointed by resolution of the Board of Directors and remains in office for the period set at the time of their appointment and in any case until their successors are appointed. Appointments are renewable twice and the appointment as a member of the Supervisory Board is subject to professional and honourability requirements, as well as the absence of causes of incompatibility.

The tasks of the Supervisory Board, also on the basis of the indications contained in Articles 6 and 7 of the Decree 231/2001, can be summarised as follows:

- supervision of the effectiveness of the Model, i.e. consistency between the concrete conduct and the established Model;
- examination of the adequacy of the Model, i.e. its actual - not merely formal - capacity to prevent the prohibited conduct;
- analysis of the maintenance of the soundness and functionality requirements of the Model over time;
- periodic review of the Company's activities with the aim of identifying the areas at risk of offences under the Decree 231/2001 and proposing their updating and integration, where the need arises.

In order for the appointed Supervisory Board to perform its tasks, in autonomy and independence, the Board of Directors, when approving the Model, resolves on an annual budget to be entrusted to the Supervisory Board in order to:

- verify the effectiveness of the Model in relation to the corporate structure and its actual capacity to prevent the commission of the offences referred to in Decree 231/2001, proposing - where deemed necessary - any updates to the Model, with particular reference to the evolution and changes in the organisational structure or corporate operations and/or current legislation;
- carry out a review of existing authorisation and signature powers, to ascertain their consistency with the defined organisational and management responsibilities and propose their update and/or amendment where necessary;
- carry out an audit of the acts performed by the persons vested with signatory powers and of the reports periodically sent by them to the delegating body in order to verify their consistency with the mission and the powers assigned;
- take into consideration all reports received, including those received anonymously, and assess any consequent action at its reasonable discretion and responsibility, hearing, if necessary, the author of the report and/or the person responsible for the alleged violation and giving reasons in writing for any relevant decision taken;
- defining the flow of information enabling it to be periodically updated on the activities assessed to be at risk of offences, as well as establishing communication methods, in order to become aware of any violations of the Model;
- implement, in accordance with the Model, an effective flow of information to the Board of Directors to enable the SB to report to it on the effectiveness of and compliance with the Model;
- promote, in agreement with the competent corporate departments/areas, an adequate personnel training process through suitable initiatives for the dissemination of knowledge and understanding of the Model;
- promote and coordinate initiatives aimed at facilitating awareness of the Model and related procedures by all those working on behalf of the Company.

With reference to its approach to business conduct, the Group:

- promotes respect for ethical values, integrity, transparency and accountability, which it considers so fundamental that it has provided for a specific ethical risk assessment not only from a legislative compliance perspective, but also of the commitments expressed by the Group in its Code of Ethics, policies and procedures;
- adopts a Management System for the Prevention of Corruption, certified according to the international standard UNI ISO 37001:2016. In addition, the Group has adopted a specific "Anti-Bribery & Corruption Policy and Guidelines" that defines the commitments on the prevention of corruption, the rules of conduct to be followed, the procedures for reporting violations and the training and information

- activities carried out, as well as providing for appropriate checks on the reliability, reputational profile and suitability of the third parties with which Lottomatica considers establishing business relations;
- in line with what is defined in the Model and in compliance with regulatory provisions, has a system for managing reports of offences. This system, through the digital platform "EthicsPoint Platform" and a dedicated telephone channel, available 24 hours a day, ensures the confidentiality and privacy of the data of whistleblowers and reported persons.
  - adopts a structured and conscious approach in its relations with suppliers, as the head of the supply chain. The key elements that are considered in order to mitigate risks are: monitoring of quality aspects, assessment of production capacity, reputational aspects, financial stability, encouragement of sustainable practices. Social risks such as over-exploitation of resources, child labour, unsafe working conditions are also analysed. In addition, a monthly payment planning, based on deadlines and relevant invoice estimates, has been put in place. Weekly checks are made with the financial budget, on the treasury side, monitoring how much has been paid and how much is still to be paid, thus the standard process for the treasury department to monitor payments and avoid delays.

#### **9.10. Coordination between entities involved in the Internal Control System Risks**

Coordination between the entities involved in the internal control and risk management system is achieved through the adoption of specific operating regulations by the Board of Directors and the Committees, which impose periodic communication flows between the bodies and the various functions so that they are efficiently coordinated with each other and interact constructively on an ongoing basis.

In operational terms, the members of the Board of Statutory Auditors have constantly been invited to participate in the work of the CR Committee, and the Manager responsible for the Corporate Financial Documents and the CFO, the chief of Internal Audit department and the members of the Supervisory Board are also invited, as well as representatives of the external auditors.

In particular, joint meetings of the CR Committee, Board of Supervisory Auditors and SB, attended also by representatives of the external auditor and the Manager responsible for the Corporate Financial Documents, took place.

### **10. DIRECTORS' INTERESTS AND RELATED PARTIES TRANSACTIONS**

In accordance with Article 4, paragraph 1 of Regulation of Related Party Transactions, the Company has adopted a '**Procedure for Related Party Transactions**' (the '**RPT Procedure**') adopted by the Board of Directors on 27 February 2023 with effect subject to the Trading Starting Date. The RPT Procedure is available on the Company's website at the following address: [Lottomatica-Group-S-p-A-Procedure-OPC.pdf](#).

The RPT Procedure: (a) governs the methods for identifying related parties, defining the methods and timing for preparing and updating the list of related parties and identifying the competent corporate functions; (b) establishes the rules for identifying transactions with related parties in advance of their implementation; (c) governs the procedures for carrying out transactions with related parties by the Company, including through subsidiaries pursuant to Article 93 or subject to management and coordination activities ("*soggette ad attività di direzione e coordinamento*"); (d) establishes the methods and timing for fulfilling disclosure obligations to corporate bodies and the market.

In the financial year of interest herein, the Company considers itself as a "newly listed company" ("*società di recente quotazione*") pursuant to Article 3, letter g, of Related Parties Regulation and, therefore, even in the case of "significant transactions" ("*operazioni di maggiore rilevanza*") pursuant to Article 8 of the Related Parties Regulation, it still applies the procedure provided for the so-called "minor transactions" ("*operazioni di minore rilevanza*") pursuant to Article 7 of Related Parties Regulation.

The RPT Procedure identifies the Company's Finance and Control Department as the Function Responsible for carrying out certain activities contemplated by the RPT Procedure. In particular, the Responsible Function drew up a list of related parties, kept by it and updated at least every six months, as required by the RPT Procedure.

In addition, the Responsible Function, in order to consent to all Group entities to ensure the adequate application of the Procedure RPT, forwarded its text to the main corporate functions of the Company, as well

as to the functions that must oversee its compliance, in addition to the members of the administrative body and (where present) of the control body of the subsidiaries and their main corporate functions.

All natural persons identified as related parties of the Company received a questionnaire to be filled in, indicating the companies over which they exercise control, including joint control, significant influence or hold positions of key management personnel, as well as their close relatives and the companies over which they exercise control, joint control, significant influence or hold positions of key management personnel.

In addition, as indicated in paragraph 6 above, the Board of Directors has set up an internal Related Party Transactions Committee referred to in Section 6.3 above.

## 11. BOARD OF AUDITORS

### 11.1. Appointment and replacement

Pursuant to Article 24 of the Articles of Association and in compliance with the provisions of the law applicable from time to time, the Board of Statutory Auditors consists of 3 (three) standing Statutory Auditors and 2 (two) alternate Statutory Auditors, elected by the Shareholders' Meeting, which also determines their remuneration. The term of office of Statutory Auditors is that established by law; outgoing Statutory Auditors may be re-elected.

The Articles of Association provide for the same causes of ineligibility and disqualification as the regulations applicable to the Issuer, including the limits on the accumulation of administration and control positions identified by CONSOB, and requires the possession of the requirements of honorableness, professionalism and independence envisaged for statutory auditors of companies with listed shares. For the purposes of Article 1(2)(b) and (c) of Ministry of Justice Decree No. 162 of 30 March 2000, the Articles of Association consider matters strictly pertaining to the Company's area of activity, the business area of the Company, as well as matters pertaining to private law, administrative law, tax law, economic and financial disciplines, and matters pertaining to economics, organisation and corporate finance.

#### ***Provisions of the Articles of Association Governing the Functioning of List Voting***

The election of the members of the Board of Statutory Auditors takes place through the "list voting" mechanism. The minimum percentage required for the submission of lists is that provided for the Company by the law and regulations in force at the time and is indicated in the notice of call of the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors.

#### ***Submission of lists***

Each Shareholder, as well as: (i) Shareholders belonging to the same group (i.e. the controlling entity, including non-corporate entities, pursuant to Article 2359 of the Italian Civil Code and Article 93 TUF and each company controlled by, or under the common control of, the same entity, or (ii) Shareholders that are members of the same shareholders' agreement pursuant to Article 122 TUF, or (iii) Shareholders that are otherwise related to each other by virtue of relevant relations pursuant to the applicable laws and/or regulations in force at the time) may submit or participate in the submission of a single list, under penalty of disqualification of the list. Based on Consob Determination no. 123 of 28 January 2025, the threshold for presenting lists applicable to 2025 Financial Year is equal to 1.0%.

Each candidate may only be presented on one list, under penalty of ineligibility.

In the lists, the candidates shall be listed by a progressive number and shall not exceed the number of members of the body to be elected. Each list shall consist of two sections: one for the appointment of standing Statutory Auditors and one for the appointment of alternate Statutory Auditors.

The lists must be accompanied, within the time limits set forth in Articles 148 and 147-ter, paragraph 1-bis, of the TUF: (a) information on the identity of the Shareholders submitting the lists, with an indication of the overall percentage of shareholding held; (b) a declaration by the Shareholders submitting the lists, other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship, even indirectly, pursuant to the Articles of Association and the laws and regulations in force, *pro tempore*, with the latter; (c) exhaustive information on the personal and professional characteristics of the candidates, with an indication of the administration and control positions held in other companies, as well as a declaration by the same candidates that they meet the requirements, including those of honorableness, professionalism, independence and the number of offices held, provided for by the laws and regulations in force at the time and

by the Articles of Association; (d) the declaration with which each candidate accepts his/her candidacy; (e) any other or different declaration, information and/or document required by the laws and regulations in force at the time. Any list for which the above provisions are not complied with shall be considered as not submitted. Other aspects relating to the submission, filing and publication of lists are governed by the legislation in force at the time.

***Mechanism to ensure gender balance (148, paragraph 1-bis, TUF)***

The standing Statutory Auditors and alternate Statutory Auditors are appointed by the Shareholders' Meeting, in compliance with the gender balance rules set forth in Article 148, paragraph 1-bis, TUF, on the basis of lists submitted by the Shareholders. In particular, lists presenting a total number of candidates equal to or greater than 3 (three) shall be composed of candidates belonging to both genders, in order to ensure that the composition of the body complies with the applicable regulations.

Furthermore, if the election procedures illustrated below do not ensure the composition of the Board of Statutory Auditors, with reference to its standing members, in compliance with the applicable *pro tempore* regulations concerning gender balance, the necessary replacements shall be made, choosing within the candidates for the office of standing auditor of the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed.

At the same time, the replacement procedures set forth in the Articles of Association shall in any case ensure compliance with the applicable gender balance rules.

***Articles of Association's provisions governing the operation of the "list vote"***

Each person entitled to vote may only vote for one list.

The election of Statutory Auditors shall be conducted as follows:

- (a) 2 (two) standing members and 1 (one) alternate member are taken from the list that obtained the highest number of votes cast at the Shareholders' Meeting, in the sequential order in which they are listed in the sections of the list;
- (b) the remaining standing auditor - who shall assume the office of Chairman of the Board of Statutory Auditors - and the other alternate auditor shall be taken from the list obtaining the second highest number of votes and which is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the list obtaining the highest number of votes, according to the progressive order in which they are listed in the sections of the list. In the event that several minority lists have obtained the same number of votes, the oldest candidate on the list, standing auditor and alternate auditor, shall be elected;
- (c) if only one list is submitted, the entire Board of Statutory Auditors is drawn from it, provided that it has obtained the approval of a simple majority of votes.

In the event that only one list has been filed by the deadline for the presentation of lists, or only lists presented by shareholders who are related to each other pursuant to Article 144-*quinquies*, first paragraph of Issuers' Regulation, lists may be presented until the third calendar day following that date. In this case, the percentage of share capital required to present a list is reduced to half.

If the above procedures do not ensure that the composition of the Board of Statutory Auditors, in its standing members, complies with the *pro tempore* regulations on gender balance, the necessary replacements will be made, within the candidates for the office of Standing Auditor of the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed.

***Statutory possibility of drawing alternate auditors from the minority list to replace the minority member (additional to Article 144-sexies, paragraph 8, Issuers' Regulation)***

If, for any reason, a Statutory Auditor ceases to hold office during the financial year, he shall be replaced, where possible, by the Alternate Auditor belonging to the same list as the outgoing one, or, failing that, if the Statutory Auditor taken from the list that received the second highest number of votes (the 'minority list') ceases to hold office, the next candidate on that list.

It is understood that the chairmanship of the Board of Statutory Auditors will remain in the hands of the auditor presented by the minority list and that the composition of the Board of Statutory Auditors will have to comply with the *pro tempore* regulations in force concerning gender balance.



When the Shareholders' Meeting shall appoint standing and/or alternate auditors necessary to complete the Board of Statutory Auditors, the procedure is as follows: if auditors drawn from the majority list are to be replaced, the appointment is made by relative majority vote without list constraints; if auditors drawn from the list that came second by number of votes are to be replaced, the Shareholders' Meeting replaces them by relative majority vote, choosing them where possible from among the candidates on the list to which the auditor to be replaced belonged.

If the application of these procedures does not allow, for any reason, the replacement of the Statutory Auditors designated by the minority, the Shareholders' Meeting shall proceed with a relative majority vote, subject to the submission of nominations by the shareholders; however, the votes of shareholders who, according to the notifications made pursuant to current regulations, hold, even indirectly or jointly with other shareholders who are party to a shareholders' agreement relevant pursuant to Article 122 TUF, the relative majority of the votes that can be exercised at the Shareholders' Meeting, as well as shareholders who control, are controlled or are subject to common control by the same, shall not be counted in the assessment of the results of this last vote. The Issuer is not subject to industry regulations affecting the composition of the Board of Statutory Auditors.

## 11.2. COMPOSITION AND OPERATION

### *Composition*

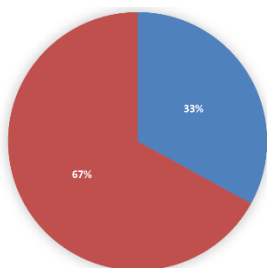
The Board of Statutory Auditors currently in office, appointed by the Shareholders' Meeting held on 15 March 2023, is composed by:

- Andrea Lionzo;
- Veronica Tibiletti;
- Giancarlo Russo Corvace.

The Board will remain in office until the date of the Shareholders' Meeting to approve the financial statements for the year ending 31 December 2025.

The Board of Statutory Auditors was appointed prior to the listing of the Company and before the current version of the Articles of Association came into force, which provides for election procedures that comply with those required by the TUF for companies with shares listed on regulated markets.

It should be noted that, since the end of the financial year and up to the date of the Report, there have been no further changes in the composition of the Board of Statutory Auditors than those described above.



Men / Women

By resolution of 26 July 2024, the Board of Statutory Auditors verified and acknowledged the absence of causes of ineligibility, disqualification and incompatibility for each Statutory Auditor, as well as the existence of the requirements of professionalism, honorableness and independence provided for by the Consolidated Law on Finance and the Corporate Governance Code.

In any case, the Board of Statutory Auditors is made up of highly professional and experienced individuals, as shown by the brief biographies contained in Appendix 2 to this Report. Moreover, also in anticipation of the listing and the entry into force of the statutory provisions referred to above, both genders have been

adequately represented within the control body.

### *Meetings*

Meetings of the Board of Statutory Auditors may also be held by remote telecommunication means, provided that all participants can be identified and that such identification is recorded in the relevant minutes and they are allowed to follow the discussion and intervene in real time in the discussion of the topics addressed, exchanging documentation if necessary; if these conditions are met, the Board of Statutory Auditors is deemed to be held in the place where the person chairing the meeting is located.

The Board of Statutory Auditors may, after notifying the Chairman of the Board of Directors, convene the Shareholders' Meeting or the Board of Directors. The relevant powers may also be exercised by at least 2 (two) Standing Auditors in the event of convocation of the Shareholders' Meeting, and by at least 1 (one) Standing Auditor in the event of convocation of the Board of Directors.

**Table 4** attached to this Report shows the number of meetings of the Board of Statutory Auditors attended by each member. The table below shows the schedule of meetings of the Board of Statutory Auditors held during 2024.

J	F	M	A	M	J	J	A	S	O	N	D	Total	Av. duration
1	2	1	2		1	1		1	1		1	11	2:50 hours

The percentage of participation of the members of the Board of Statutory Auditors was 100%. From the closing date of the Financial Year to the date of the Report, 3 (three) meetings of the Board of Statutory Auditors were held. A total of 9 (nine) meetings are currently scheduled.

**Diversity criteria and policies**

As mentioned, the current Board of Statutory Auditors was appointed prior to the listing of the Company and the diversity of its members was ensured by the initiative of the then sole shareholder, who chose the above-mentioned individuals with the aim of ensuring the appropriate diversity in terms of age, gender and educational and professional background of the auditing body.

Pursuant to Recommendation 8 of the Corporate Governance Code, one-third of the Board of Statutory Auditors is currently composed of members of the lesser represented gender.

In addition, during the meeting of 15 January 2024, the Board of Statutory Auditors adopted its own Diversity Policy, drafted in the awareness that the enhancement of diversity is a value and a founding element of sustainability in the medium to long term. The Board of Statutory Auditors is responsible for monitoring the results deriving from the implementation of the Diversity Policy and for updating it.

The Diversity Policy, with the aim of enabling the members of the Company's management and control bodies to perform their functions in the most effective and virtuous manner, describes, *inter alia*, the optimal characteristics of the composition of the Board of Statutory Auditors so that it can perform its supervisory duties in the most effective manner, taking decisions that can concretely avail itself of the contribution of a plurality of qualified points of view, capable of examining the issues under discussion from different perspectives.

Specifically, the document provides evidence of the Company's compliance with the provisions of Article 148 of the TUF and Principle 8.P.2 of the Corporate Governance Code concerning the diversity of the body, which are included in the Articles of Association.

The Diversity Policy defines as diversity criteria, in addition to gender, age and seniority in office, and, with reference to the requirement of professionalism, diversity of perspectives and experience.

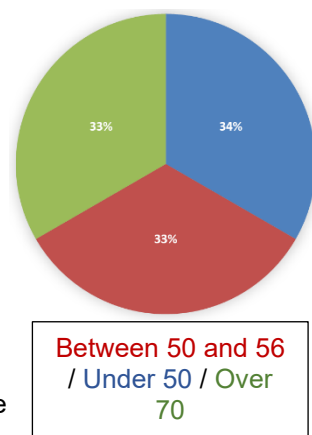
Therefore, the Company's Board of Statutory Auditors is composed of individuals meeting the above-mentioned diversity requirements.

As mentioned above, therefore, the members of the Board of Auditors differ in the following respects:

- gender;
- age;
- skills and education path.

**Independence**

The independence of the members of the Board of Statutory Auditors was verified upon acceptance of their appointment, which took place prior to the listing. The verification of the fulfilment of independence requirements was disclosed in the IPO Prospectus published by the Company, and made available in the "IPO Documents" section at the following link: <https://lottomaticagroup.com/it-it/home/investors/documenti-ipo>.



In particular, the members of the Board of Statutory Auditors declared that they meet the requirements of independence and honorableness pursuant to Article 148, paragraphs 3 and 4, TUF, as well as those of honorableness pursuant to Article 2 of Ministerial Decree No. 162/2000.

For the members of the Board of Statutory Auditors, the "Guideline on the maximum number of offices that may be held by directors and statutory auditors" ("*Orientamento in merito al numero massimo di incarichi che possono essere rivestiti dagli amministratori e sindaci*"), adopted by resolution of the Board of Directors on 27 February 2023, and containing specific limits are set in line with those provided for in Article 148-bis TUF, applies.

With reference to 2024 Financial Year, the Board of Statutory Auditors, during the meeting held on 26 July 2024, ascertained that its members continued to meet the requirements of honourableness and independence. It is noted that, as of the Date of the Report, no circumstances have emerged that have compromised the permanence of the requirements of independence and honourableness nor, as far as the Company is aware, have any of the members of the Board of Statutory Auditors: (i) exceeded the limits on the accumulation of offices as set forth in Article 144-*terdecies* of the Consob Issuers' Regulations, (ii) had any family relationships with the other members of the Board of Statutory Auditors, with members of the Board of Directors or with the Company's key managers.

#### **Remuneration**

The remuneration of the Statutory Auditors is determined by the Shareholders' Meeting, taking into account the commitment required of them, the importance of the role they hold and the size and sectoral characteristics of the Issuer.

With regard to the remuneration of the Statutory Auditors, please refer to the Remuneration Report.

#### **Interest management**

Since the Issuer has adhered to the CG Code, Recommendation 37 is applicable to the Board of Statutory Auditors, pursuant to which a member of the supervisory body who, on his own behalf or on behalf of third parties, has an interest in a certain transaction of the Company, shall promptly inform the other members of the same body and the Chairman of the Board of Directors in detail about the nature, terms and scope of the interest.

More information on the professional profiles of the members of the Board of Auditors and their current positions in other companies can be found in **Appendix 2**.

### **11.3. ROLE**

During the Financial Year, the Board of Statutory Auditors carried out the supervisory activities required by law, in accordance with the principles set out in the laws and regulations applicable.

Therefore, as part of its supervisory activity on compliance with laws, regulations and the Articles of Association, and on the adequacy of the organisational structure, the Board of Statutory Auditors has, *inter alia*: (a) monitored compliance with the principles of proper administration and the compliance of management choices with the criteria of economic rationality, (b) participated in meetings of the Board of Directors and of the sub-committees in order to verify that the actions resolved upon were compliant with the law and with the articles of association and not manifestly imprudent, risky, in potential conflict of interest or such as to compromise the integrity of the company's assets, (c) obtained information during Board meetings on the general performance of operations and its foreseeable evolution as well as on the most significant transactions carried out by the Company (d) exchanged information with the Supervisory Board; (e) supervised the Company's organisational structure and its adequacy to its size, complexity and characteristics.

Furthermore, in the context of supervising the adequacy of the internal control and risk management system, the Board has: (a) supervised the adequacy and functioning of the internal control and risk management system, as integrated with the management of ESG risks, by means of, e.g., the evaluation expressed by the Board of Directors on the adequacy of the Company's organisational, administrative and accounting structure, the examination of the reports of the Manager responsible for the Corporate Financial Documents periodic meetings and examination of the Annual Report of the head of Internal Audit Department, attendance at meetings of (and exchange of information with) the Control and Risk Committee, periodic meetings and examination of the Report of the Supervisory Board, obtaining information from the chiefs of the respective

company departments. The Board also monitored the mapping of risks according to the enterprise risk management methodology with the heads of the relevant function.

In addition, the Board of Statutory Auditors also supervised the adequacy of the administrative and accounting system, maintained relations with the external auditors by participating in periodic meetings with their representatives, and supervised the implementation of the rules on corporate governance as well as the regulatory compliance of the process for drafting the Non-Financial Declaration for the year 2023. Lastly, the Board of Statutory Auditors supervised the fulfilment of obligations related to the regulations on the prevention and repression of market abuse and communications to the public, with particular reference to the handling of privileged information and the procedure for communicating said information outside the Company.

## 12. RELATIONS WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS

### ***Access to information***

The Company has set up a special section on its website called "*Investors*", easily identifiable and accessible, in which the Issuer have and will be made available, both in Italian and in English, information and documents concerning that are relevant to its Shareholders, so as to allow the latter to exercise their rights in an informed manner. In particular, Lottomatica publishes on its website (i) economic-financial information (such as financial statements, half-yearly and quarterly reports, presentations to the financial community, trading trends on stock exchanges of the shares issued by Lottomatica, and, if deemed appropriate also analysts' estimates and ratings assigned by rating agencies), and (ii) updated data and documents of interest to the Financial Community (such as price sensitive press releases outstanding bonds and bond issue programmes, composition of shareholders).

On its website, the Issuer has also set up an additional, easily identifiable and accessible section dedicated to "*Governance*" containing every kind of information relating to the Articles of Association, the documentation drafted for shareholders' meetings, communications regarding internal dealing, the Report on the corporate governance system and ownership structure and the Remuneration Report, information regarding the composition of Lottomatica's corporate bodies and any type of information relating to the corporate governance system, the publication of which is required by the applicable law.

With reference to the dissemination and storage of Regulated Information pursuant to Article 113 TUF, please note that the Company uses the 1INFO SDIR system, managed by Computershare S.p.A., authorised by CONSOB, for the transmission and storage of Regulated Information.

The Company's Investor Relations Department handles investor relations, ensuring proper, continuous and complete communication, relations with financial analysts who follow the Company, and with institutional investors.

This function organises periodic meetings, also by telephone or video-conference link, concerning periodic economic and financial reporting, and the documentation illustrated at these meetings is, at the same time, made available to the public on the Company's website, transmitted and stored on the market via 1INFO SDIR and therefore also made available at Borsa Italiana.

As of 29 April 2024, the office of Investor Relator of the Company is held by Mr. Mirko Senesi, who replaced Mrs. Alice Annalisa Poggioli, who was appointed on 27 July 2023.

The Investor Relator's contact details are as follows: [ir@lottomatica.com](mailto:ir@lottomatica.com); +39 06 41 47 108.

The Issuer has always endeavored to provide timely and easy access to information of importance to its Shareholders, for example by publishing it on its website.

### ***Dialogue with shareholders and other material stakeholders***

The Company strongly believes in the importance of engaging in transparent, timely, active and constructive communication with investors, including shareholders and bondholders, financial analysts, rating agencies, and other financial stakeholders.

In accordance with Recommendation 3 of the Corporate Governance Code, the Company's Board of Directors approved and adopted, by resolution dated 27 February 2023, the '*Policy for Dialogue with the General Shareholders and the Financial Community*' ("*Politica di Dialogo con la Generalità degli Azionisti e la Comunità*

*Finanziaria*) (hereinafter, the “**Dialogue Policy**”) in order to bring the rules of corporate governance and management of dialogue with Shareholders into line with the principles set forth in the Corporate Governance Code. On 29 July 2024, the Board of Directors approved certain amendments to the Policy aimed at adapting the text originally adopted to the sector in which the Company operates and the types of investors with which it periodically interfaces. In particular, the changes made were aimed at: (i) better defining the roles of the persons in charge of dialogue with investors and the financial community: The Chairman, the CEO, the Chief Financial Officer and the Head of Investor Relations, Capital Markets and M&A, (ii) streamlining of the contents and methods of the dialogue with investors in light of the experience accumulated during the first year of listing and (iii) the implementation of the recommendation contained in the letter from the Chairman of the Corporate Governance Committee contemplating a proactive approach aimed at the involvement and inclusion of the most relevant stakeholders: i.e., employees, business partners, customers and local communities.

The Dialogue Policy intends to pursue the goal of transparent, timely, active and constructive communication with investors, including shareholders and bondholders, with financial analysts, rating agencies, and other financial stakeholders, as a functional tool to ensure the sustainable success of the Company, which is embodied in the creation of long-term value for the benefit of Shareholders, taking into account the interests of all other stakeholders and the environmental, social and economic impacts of its operations.

The Policy for Dialogue with the General Shareholders and the Financial Community is available on the Company's website, at the following link: [Lottomatica-Group-S-p-A-Policy-Management-Shareholder Dialogue final ITA.pdf](#).

Communication methods vary depending on the stakeholders, their characteristics, as well as the purpose and nature of their involvement in the activities of the Company and the Group.

The Company ensures structured information flows towards qualified categories of stakeholders, and towards financial analysts and institutional investors, with whom it actively promotes and pursues and/or accepts dialogue - on the basis of a discretionary assessment carried out in terms of reasonableness and good faith, and insofar as it deems that dialogue represents a constructive opportunity for better mutual understanding.

Lottomatica has established **corporate structures dedicated to managing interactions with institutional investors**.

Engagement activities are coordinated by the **Investor Relations** Department - located within the Finance, Control & Credit function and contactable by email or telephone at the contact details indicated above and available in the "IR Contacts" section of the site. IR acts as the main point of access for contact requests, and interacts on an ongoing basis with institutional investors, as well as financial analysts and rating agencies. Requests received by parties/functions other than the Investor Relations Department are transferred to and handled by IR.

IR makes use of various communication tools and has its own mailing list to which requests can be sent. Press releases and quarterly presentations are also sent out through the mailing list on a timely basis, as soon as the Company has completed the fulfilments required by the regulations in force in terms of disseminating information to the public.

The CEO is responsible for dialogue with current and potential Investors or their representative organisations. The CEO leads the conduct of meetings, results conference calls and roadshows, supported by the Chief Financial Officer and IR. The CEO is supported, if necessary, by other top managers of the Company with expertise in the matters under discussion.

In relation to corporate governance and remuneration issues, the **Chairman** and the **CEO**, may act in concert and may, where deemed useful and/or necessary, involve other members of the Board of Directors, after consulting with individuals directly concerned to ascertain their availability and in any case to jointly evaluate the initiative's opportunities and methods.

The Chairman also ensures that the entire Board of Directors is informed about the developments and contents of the various interactions with the investors.

The Corporate and Legal Affairs function coordinates, analyses and manages relations and contacts with shareholders for aspects related to the conduct of shareholders' meetings, the exercise of shareholders' rights and, more generally, certain corporate governance issues.

In accordance with current regulations and the principles outlined in the Policy, there are no predefined **object limits in the engagement** with current and potential Investors and more generally with the Financial Community. Typically, dialogue with the Financial Community and other stakeholders covers (i) corporate strategies, (ii) financial and non-financial performance, (iii) regulatory and ESG issues, (iv) corporate governance issues, (v) remuneration policies, and (vi) the internal control and risk management system.

The Company welcomes initiatives by Investors and representatives of the Financial Community to engage in dialogue. To this end, interested parties may get in touch with the Company through the channels indicated in this Policy. The choices as to the timing, the corporate individuals to be involved and the forms of the dialogue (modalities and contents of the dialogue) are made by the CEO with the support of the Chief Financial Officer and IR, from time to time, on the basis of a responsible and realistic assessment of the object and purpose of the interlocution, also in the light of previous engagement initiatives with the Company, without prejudice to the coordination of the CEO with the Chairman of the Board of Directors on the issues envisaged in the previous point.

Lottomatica also maintains a dialogue on an ongoing basis with financial analysts and rating agencies, providing them with any useful clarifications on issues of relative interest.

Investors and members of the financial community may request information and make their views known by contacting IR. IR will endeavour to ensure that all appropriate enquiries from Investors are responded to in a timely manner, in accordance with the general principles set out in its Policy, the Company's market abuse relevant provisions and relevant legislation.

Although there is a wide variety of instruments and opportunities for interaction, the Shareholders' Meeting remains an important opportunity for dialogue between Shareholders and Company representatives. At Shareholders' Meetings, answers to questions raised by Shareholders are provided by the Chairman of the Board of Directors and the CEO, with, if necessary, the support of the Company's top management attending the meeting, or made public through the other means provided for by the regulations.

The results of stakeholder engagement activities are taken into consideration by the Group in defining strategic decisions and in its business model. In particular, the identification of the interests and opinions of stakeholders through the materiality analysis makes it possible to define the most significant impacts of the Lottomatica Group, and consequently the relevant sustainability issues, conditioning the strategy and business model. This process is further detailed in the IRO-1 Disclosure Obligation. The Board of Directors is informed of stakeholders' interests regularly, at least annually when reviewing the double relevance process ("*processo di doppia rilevanza*"), ensuring timely action aimed at aligning interests and continuous development of Lottomatica's strategy and business.

Moreover, the company actively promotes employee involvement and listening through tools that foster dialogue and participation. The onboarding process for new hires includes various moments of discussion with HR, such as Personal Onboarding Day, Lunch with HR, Monthly Onboarding Day, and many others, as well as digital tools such as surveys and questionnaires to collect continuous feedback. An annual pulse survey is also administered and exit interviews are used to collect information on the motivations of those leaving the Company. At the training level, employees fill in evaluation forms on the quality of the courses and the effectiveness of the skills learned. In addition, interviews on work-related stress risk are carried out and employees actively participate in emergency tests. The company also values workers' input, using tools such as the Box of Ideas, which allows proposals to be collected via a physical box or through Yammer platform.

The operational responsibility for workforce inclusion lies with the HR department, which coordinates the various activities across its different areas. The Chief People Officer is responsible for ensuring that workforce inclusion takes place in a structured manner, ensuring that HR policies are in line with corporate objectives.

### **13. SHAREHOLDERS' MEETING**

Pursuant to Article 12 of the Articles of Association, the Shareholders' Meeting is constituted and deliberates on all matters within its competence by law and pursuant to the Articles of Association. Resolutions of the Shareholders' Meeting, passed in accordance with the law and the Articles of Association, are binding on all Shareholders, even if not attending or dissenting.

Pursuant to Article 8 of the Articles of Association, the Board of Directors may determine, in accordance with and within the limits of the *pro tempore* legal provisions in force, that the Shareholders' Meeting shall be held exclusively by telecommunication means, omitting the indication of the physical location of the meeting and giving explicit notice thereof in the notice of call.

Ordinary and Extraordinary Shareholders' Meetings are normally held in a single call as provided for by law. The Board of Directors may, however, if it deems it advisable and by expressly stating so in the notice of call, decide that the Ordinary and Extraordinary Shareholders' Meetings be held in several calls.

The right to attend and vote at the Shareholders' Meeting is governed by the legal and regulatory provisions in force at the time.

Those who are entitled to vote may be represented at the Shareholders' Meeting pursuant to the law, by means of a proxy issued in accordance with the procedures provided for by the regulations in force. The proxy may also be notified to the Company electronically, in the manner indicated in the notice of meeting.

The Company may not appoint the designated representative pursuant to TUF.

Pursuant to Article 11 of the Articles of Association, the Shareholders' Meeting is chaired by the Chairman or, in the event of his absence or impediment, by the deputy chairman (if appointed and attending the meeting); in the event that none of the aforementioned conditions are met, the Shareholders' Meeting elects its own Chairman.

The Chairman of the Shareholders' Meeting is assisted by a Secretary, who may or may not be a Shareholder, who is appointed by the attendees, and may appoint one or more scrutineers. In the cases provided for by law or when deemed appropriate by the Chairman, the minutes shall be drawn up by a notary public chosen by the Chairman, acting as secretary.

The resolutions of the Shareholders' Meeting shall be recorded in minutes, drawn up in accordance with the law in force at the time and signed by the President and the Secretary or the notary public chosen by the President.

The Shareholders' Meeting held on 27 February 2023 adopted Regulations for Shareholders' Meetings to regulate the conduct of Ordinary and Extraordinary Shareholders' Meetings and, insofar as compatible and if bonds are issued, of the Company's bondholders' meetings. The Regulations deal with aspects relating to: attendance, participation and assistance at Shareholders' Meetings; verification of entitlement to attend the Meeting and access to the meeting premises; constitution of the Shareholders' Meeting and opening of the proceedings; procedures for discussion of the agenda; procedures for intervention and replies; cases of suspension and adjournment of the Shareholders' Meeting; powers of the Chairman; detailed conduct of voting operations.

The text can be found on the Issuer's website at the following link: <https://lottomaticagroup.com/it-it/home/regolamento-delle-assemblee-degli-azionisti>.

During the Financial Year, the Shareholders' Meeting met on 9 April 2024, in ordinary session, to approve the financial statements for the 2023 financial year, the distribution of the dividend and the Remuneration Policy and, in extraordinary session, to approve the amendments to the Articles of Association concerning:

- the amendment to Article 13, paragraph (vi), in order to align the provisions of the Articles of Association on the list proposed by the Board of Directors with market practices;
- the amendment to Article 15, paragraph (ii), to ensure greater flexibility in convening the Board of Directors in limited cases of meetings convened urgently, usually close to the finalisation of material transactions;
- the introduction of a new paragraph (v) to Article 15 to introduce the so-called "totalitarian Board of Directors" ("*consiglio di amministrazione totalitario*"), which allows for a valid meeting of the administrative body in the presence of the majority of its members, provided that all members have been informed and no one opposed the holding of the meeting;
- the amendment of Article 17, first paragraph, to take into account the introduction of the new paragraph (v) to Article 15.

The Shareholders' Meeting was held through the exclusive participation of the designated representative pursuant to the combined provisions of Article 135-undecies of the TUF and Article 106 of Law Decree No. 18 of 17 March 2020 (the so-called "*Cura Italia*" Decree), converted, with amendments, into Law No. 27 of 24

April 2020, in the text most recently updated by virtue of Law Decree No. 215 of 30 December 2023, converted, with amendments, into Law No. 18 of 23 February 2024.

The entire Board of Directors and the entire Board of Auditors attended the meeting.

The minutes of the Shareholders' Meeting as well as the documents made available to Shareholders are kept on the Company's website in the "Shareholders' Meeting" section.

## 14. CHANGES SINCE THE END OF THE REPORTING PERIOD

There have been no changes in the governance structure of the Company since the end of the Financial Year, except for what has already been mentioned in the previous sections.

## 15. COMMENTS ON THE LETTER FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

The recommendations for the year 2025, formulated in the letter of 17 December 2024 sent by the Chairman of the Italian Corporate Governance Committee to the chairmen of the boards of directors of listed companies, were examined by the Company's Board of Directors during the meeting held on 5 February 2025, as well as by the ESG Committee, the Nomination and Remuneration Committee and the Control and Risk Committee.

The first recommendation made by the Italian Corporate Governance Committee concerns the **completeness and timeliness of pre-board information**. In fact, the CG Committee has invited issuers to provide all useful information on how to apply Recommendation 11 of the Corporate Governance Code, bearing in mind that the failure to establish deadlines for the prior sending of information to the Board and the Committees and/or the failure to provide information on the actual compliance with the deadlines and/or the provision, in the Board's regulation or adopted in practice, of the possibility to derogate from the timeliness of the information for confidentiality reasons may result in the disapplication of Recommendation 11 of the Code.

The Company considers that it has complied with the CG Committee's Recommendation, given that the Regulations of the Board of Directors and of the Committees set precise deadlines for the transmission of documents (3 days before the meeting for the meetings of the Board of Directors and the Related Party Transactions Committee, 5 days before the meeting for the meetings of the remaining Committees). The Board of Directors noted that it did not adopt any express provisions restricting pre-meeting disclosure for confidentiality reasons and that there were no cases in which disclosure was influenced or altered for such reasons. Rather, the Regulation of the Board of Directors recalls the Directors of their duty of confidentiality regarding the content of documents obtained and information learned in the performance of their duties.

With reference to the Financial Year, the Board of Directors considered itself to be in a position of substantial compliance with the rules of conduct indicated in the letter about pre-board meeting information. As already mentioned in the previous paragraph **Errore. L'origine riferimento non è stata trovata.**, it should be noted that, in order to allow for an adequate and exhaustive discussion of the items on the agenda, the convocation and the relevant documentation is usually sent to the Board of Directors at least 5 days before the meeting.

The second recommendation made by the Italian Corporate Governance Committee concerns the **transparency and effectiveness of the Remuneration Policy**. The Committee invited companies to provide all useful information on how to apply Recommendation 27 of the Corporate Governance Code regarding the remuneration policy of executive directors and top management, taking into account that the provision in the remuneration policy of variable components linked to generic sustainability objectives for which the specific evaluation parameters are not provided and/or one-off extraordinary payments whose nature and objectives are not identified and adequate deliberative procedures are not defined may result in the disapplication of Recommendation 27 of the Code. The Company believes it has satisfied this Recommendation by providing the information requested in the Report on Remuneration and compensation paid available in the section of the Company's website dedicated to the Shareholders' Meeting.

The third recommendation drawn up by the Committee concerns the **executive role of the Chairman**. The Committee invited companies to provide all relevant information on how Recommendation 4 of the Corporate Governance Code is applied, bearing in mind that the lack of an adequately reasoned explanation of the choice of granting the Chairman significant management powers (whether he is the CEO or not) may constitute a



disapplication of Recommendation 4 of the Code. The Board of Directors deemed the aforementioned Recommendation not applicable to the Issuer, given that the Chairman of the Board of Directors has no executive powers.

## ANNEX 1

**Andrea Moneta** has been Senior Advisor for Italy and Operating Partner Financial Services of Apollo Global Management since 2015.

In these capacities, he promotes and coordinates Apollo's activities in the Italian market and sits on the Boards of Directors of affiliated companies and/or companies belonging to the same portfolio, including Athora Italy (where he serves as non-executive chairman) and Reno De Medici S.p.A. (chairman).

Before joining Apollo, Andrea Moneta worked, among others, as: executive board member and managing director EMEA for Aviva Plc; Group Deputy CEO, managing director Central and Eastern Europe, CEO Private Banking and Asset Management and Group CFO for UniCredit S.p.A.; and as head of strategic planning for the European Central Bank.

He has also held executive and non-executive positions in over 35 listed and unlisted companies in several countries in Western Europe, the EEC, Ukraine, Russia, Turkey and the Middle East.

Andrea Moneta graduated with honours in Political Science and Economics and in Business Administration from Università Federico II and is qualified as a Chartered Accountant (Italian Ministry of University and Research) and Auditor (Italian Ministry of Justice).

**Guglielmo Angelozzi** joined Lottomatica in August 2014 as Chief Executive Officer. He was the chairman of the Association of Gaming State Concessionaires (ACADI), which is part of Confindustria, from July 2015 to May 2018 and previously served as vice chairman of this association. Mr. Angelozzi served as CEO and senior vice president of gaming machines and online in a number of subsidiaries of the company currently known as IGT. Prior to that, he also served as a consultant in Bain & Company, where he managed several projects in the entertainment, media, ICT and pharmaceuticals sectors, and in Andersen Consulting (currently known as Accenture) where he worked in a number of consulting projects in the government (international institutions) and ICT sectors. Mr. Angelozzi graduated magna cum laude with a master's degree in computer science engineering at University of Bologna and achieved a master's degree in business administration from Bocconi University in Milan.

**John Paul Maurice Bowtell** is an experienced director with highly relevant industry experience, having spent eight years in the gaming sector serving as Chief Financial Officer for GVC Holdings Plc, one of Europe's largest gaming businesses, after the acquisition of Ladbrokes Coral Group Plc, where for three years he was the president at subsidiary Eurobet, one of Italy's largest gaming businesses. Prior to that, Mr. Bowtell was Chief Financial Officer of First Choice Holidays PLC and became Chief Financial Officer of TUI Travel PLC after its merger with First Choice Holidays PLC in 2007. He previously held a number of senior positions with Centrica, WHSmith and Forte. Mr. Bowtell has been a Non-Executive Director of a number of listed and non-listed companies in the UK and Italy. He is currently the Group CFO of The Travel Corporation, an Apollo private equity portfolio company and a portfolio consultant to Alchemy, a special situations private equity fund, where he chairs two of their businesses. He is a chartered accountant and holds an M.A. from Cambridge University.

**Nadine Faruque** started her career in private practice in 1990 as an associate with Reid & Priest in the mergers and acquisitions department in New York before joining Baer & Karrer in Zurich as senior associate and later partner elect, working on international capital markets and financial institutions matters. In March 1998, Ms. Faruque joined Merrill Lynch International in London, where she held various senior roles in the Office of General Counsel, including Head of Continental Europe of Merrill Lynch International, London. In October 2008, Ms. Faruque became the General Counsel and Group Compliance Officer of the Unicredit Group and member of the Unicredit Group Management Board as well as member of the Group Risk Committee and Group Credit Committee. In December 2014, Ms. Faruque joined Deutsche Bank AG as Global Head of Compliance as well as a member of the Group Executive Committee, Group Risk Committee, Group Reputational Risk Committee, and the Global Incident Management Committee. Following her departure from Deutsche Bank AG, Ms. Faruque became a member of the Supervisory Board and the Risk Committee of

Luminor AB from January 2019 to July 2019 and she has been industrial consultant of EQT Partners for compliance and regulatory matters on specific projects. Currently, Ms. Faruque is a member of the Board of Directors of Banco BPM S.p.A. and a member of the Internal Controls and Risk Committee. Ms. Faruque is also a member of the Advisory Board of the MIB program at the Università Cattolica of Milan. Ms. Faruque graduated from the University of Bern School of Law and admitted to the Swiss and NY Bar. Ms. Faruque also obtained an LLM (Masters in Law) at Duke University School of Law (North Carolina).

**Catherine Renee Anne Guillouard** began her career at the Ministry of Finance, in the French Treasury. She spent ten years (between 1997 and 2007) at Air France where she held various roles, including CFO and VP Flight Operations.

She also served as CFO and member of the Group Executive Committee at Eutelsat, a leading satellite operator in Europe, the Middle East and Africa, for more than six years. Subsequently, she joined Rexel as CFO and Senior Vice President of the Group; from May 2014 to February 2017, she was its deputy CEO. Appointed in 2017 by decree of the President of the French Republic, she was, until September 2022, President and CEO of the RATP Group, a French industrial and commercial public transport operator active in France and 15 other countries around the world, with approximately €6 billion in revenue and 69,000 employees. Between 2010 and 2019, she was a board member of Technicolor, Aéroport de Paris, Engie and KPN. Currently, she is a member of the board of directors of Airbus S.E., as well as chairman of the audit committee and member of the ethics, compliance and sustainability committee. She has been chairman of the board of directors of Ingenico S.A. since 30 September 2022. She is a member of the board of directors of Air Liquide S.A. and has chaired its audit committee since May 2023. In November 2024, she was appointed to the board of directors of Easy Park Group S.A.

**Augusta Iannini** has been a judge in Italy. During her career in the judiciary system, she has held numerous senior positions, including investigating judge and judge for preliminary investigations. She also worked at the Ministry of Justice as Deputy Head of Cabinet, Director General of Criminal Justice and Head of the Department for Justice Affairs. From 2012 to 2020, she was Vice-President of the Data Protection Authority. She is the author of numerous articles and has participated in various conferences. In 2009, she received the Bellisario Prize for Justice. She holds positions as a member of the board of directors of several companies, including SNAM S.p.A. She is chairman of the advisory board of the Lottomatica Foundation.

**Marzia Mastrogiacomo** is a business executive with over 25 years' experience with multinational and national companies in different industries for complexity and stakeholders: FMCG, Financial and Payment Services, Regulated Markets and Concessions cooperating with Public Administrations. She was CEO of two public gaming concessionaires part of the IGT Group where she was responsible for Lotto and Gratta & Vinci business. In recent years, after taking a specific training at business schools of Cambridge and Berkeley, Ms. Mastrogiacomo has been mastering Sustainability, Innovation and Digital Transformation impacts and opportunities for corporations. She is strategic consultant with specific focus on the integration of ESG issues in business strategies, organizations, and corporate operational processes.

**Gaia Mazzalveri** has 30 years of experience in Investment Banking and Financial Markets. Ms. Mazzalveri has an important track record in mergers and acquisitions, ECM and DCM transactions in the Financial Institutions sector, having assisted all the main financial, banking and insurance companies, private equity funds, companies operating in the para-Banking sector, Banking Foundations and institutions particularly in Italy, as well as operating in some industrial sectors. Ms. Mazzalveri was Co-Head of Investment Banking at Equita Sim, Assistant to the Chief Executive Officer at Banco Popolare, Executive Director at Morgan Stanley, Head of FIG at Mediobanca and Senior Associate at Ernst & Young. She was also a member of the Board of Directors of Atlantia, Datalogic, Alba Leasing, Bormioli Rocco and Esperia SGR. In 2020 Ms. Mazzalveri joined Vitale&Co. S.p.A. as partner.

**Michele Rabà** has been a partner in Apollo's *Private Equity team* since 2010. Since joining Apollo, Rabà has been involved in several private equity transactions, including Gala Coral, Braas Monier, Watches of Switzerland, Nova KBM d.d., Oldenburgische Landesbank AG, Gamenet Group, Lottomatica, Reno De Medici, Allwyn AG (formerly known as Sazka Entertainment AG) and Ingenico Group.

Michele Rabà is currently a director of Poseidon Holdco S.A.S. (Ingenico Group), Reno De Medici S.p.A., Allwyn AG / Allwyn International a.s., Oldenburgische Landesbank AG, Biser Holdings Limited, SLS Holdco d.o.o. and Lottomatica S.p.A.

Rabà has served on the board of directors of Watches of Switzerland, Nova KBM d.d., Abanka d.d. and KBS Banka d.d., among others. Prior to joining Apollo, Rabà worked for Goldman Sachs International in the Financial Institutions Group within the Investment Banking division, based in London. Rabà graduated from Bocconi University where he earned both a Bachelor's degree in Financial Institutions and Markets and a Master's degree in Finance. In 2019, Rabà was selected by Private Equity News and *Financial News* as one of the 25 rising stars of European private equity.

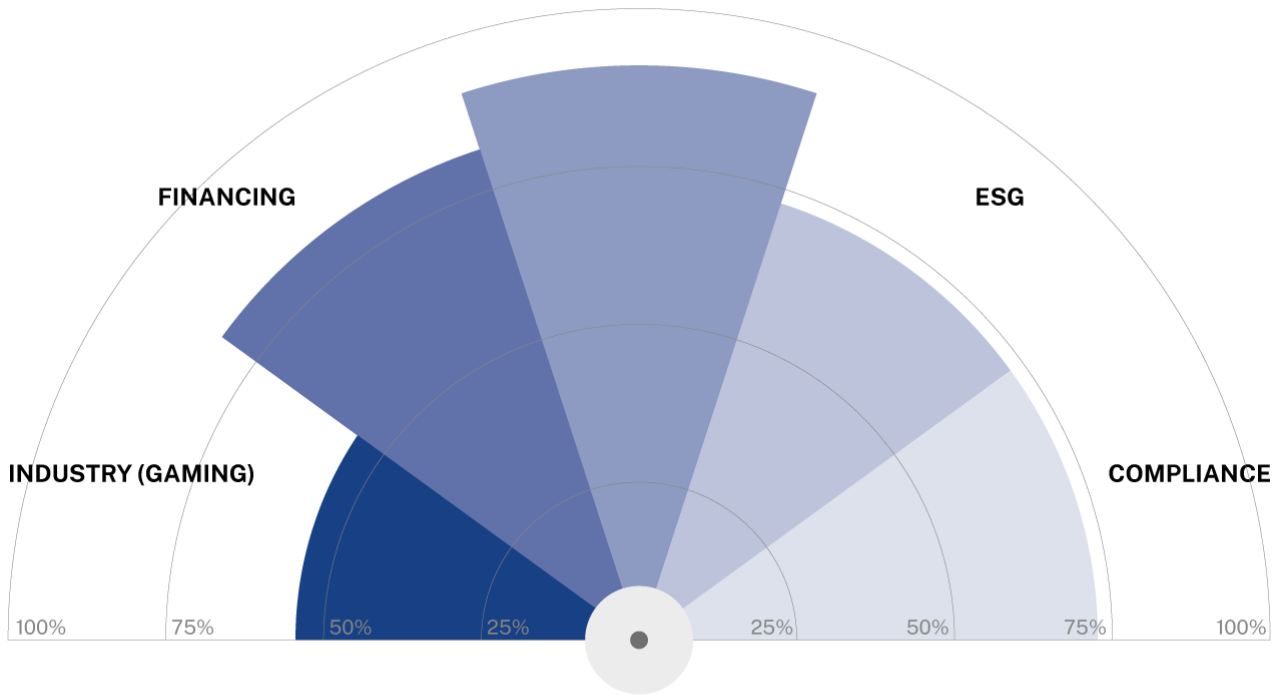
**Michael Ian Saffer** is a Managing Director in Private Equity at Apollo, having joined in 2015. He currently serves on the board of directors of Lottomatica, Aspen and Evri. In 2024, Michael was included by Private Equity News in its "Rising Stars 2024" list.

Prior to joining Apollo, Michael was a member of the M&A group at Credit Suisse based in London. Michael graduated from the University of Nottingham with a BSc in Economics.

**Yulia Shakhova** is a Principal in the London Private Equity team at Apollo, having joined in 2018. Ms. Shakhova has been actively involved in various private equity transactions, including Gamenet, Lottomatica, Nova KBM, Summit Leasing Slovenia and Ingenico. Ms. Shakhova is currently on the board of directors of Poseidon Holdco S.A.S. (Ingenico); between 2022 and 2024, she also served as a member of the board of directors of Summit Leasing Slovenia Holdco d.o.o. Prior to joining Apollo, Ms. Shakhova was a member of the Financial Institutions Group at Citigroup Global Markets. Ms. Shakhova graduated from University of London, London School of Economics International programme with a First Class Honors BS degree in Banking and Finance and received her Master's degree in Finance/Asset Management from Brandeis International Business School.

### Dissemination of competences within the Board of

#### STRATEGY AND PLANNING



## ANNEX 2

**Andrea Lionzo** is full professor of Financial Accounting at the School of Banking, Finance and Insurance Sciences, Università Cattolica del Sacro Cuore, Milan. He is a Chartered Accountants and Auditor. He holds a PhD in Business Administration from Ca' Foscari University and a Master in Business Administration from Fondazione CUOA. He previously graduated with honors in Business Administration from University of Verona. His main professional and research interests focus on financial accounting, corporate governance and business valuation. He is the author and co-author of numerous books and papers on these topics. Mr. Lionzo assists financial and non-financial companies on business valuations, compliance programs and accounting standards. He serves on boards of directors, boards of statutory auditors and supervisory bodies (for organizational model pursuant to the Legislative Decree 231/2001) of financial and non-financial companies. He is a technical advisor on business valuations, financial issues and accounting standards on behalf of Courts, Arbitration Chambers or parties in civil and criminal proceedings.

He is a member of EFRAG Financial Reporting Technical Expert Group (an advisory group of the European Commission) and Chair of EFRAG Academic Panel. He is also member of the IFRS Group at the OIC (Organismo Italiano di Contabilità) and of the Steering Committee of the OIBR Foundation (Organismo Italiano di Business Reporting, focused on ESG).

He is Chairman of the Board of Statutory Auditors of Federlegno Arredo Eventi S.p.A. and Schenker Italiana S.p.A., member of the Board of Statutory Auditors of Cereal Docks S.p.A. and Palladio Group S.p.A.. Finally, he holds the position of independent director of Payden Global SIM S.p.A.

**Giancarlo Russo Corvace** is a member of the Order of Chartered Accountants and Accounting Experts of Rome and of the Register of Auditors. He is a member of the Board of Statutory Auditors of Reno de Medici S.p.A., Italiaonline S.p.A. and Feralpi Siderurgica S.p.A.. He was also involved in the IPO of A.S. Roma S.p.A., the privatisation of Aeroporti di Roma S.p.A., the sale of Biondi-Santi S.p.A. and other restructuring and *project financing* transactions.

He holds a degree in Economics from the Free University of Rome and a Masters in Business Administration from the University of Turin.

**Veronica Tibiletti** is a Full Professor of Business Economics at the University of Parma after obtaining a degree in Economics and Business and a PhD in Determination and Communication of Value in Companies at the University of Parma.

She is the author of numerous publications in national and international journals on corporate governance and sustainability. She is a speaker at conferences, particularly on ESG issues. Ms. Tibiletti is a member of the editorial committee of various international journals and she took part in several Research Project in the field of international accounting principles and economics of corporate groups.

Ms. Tibiletti is also a member of the advisory board of the "Rete italiana degli Atenei ed Enti di Ricerca per il Public Engagement – APEnet", member of the "Commissione per lo Sviluppo Sostenibile di ACRI" and representative of Parma university in connection GdL "Università per l'Industria (U4I)".

Ms. Tibiletti is also a chartered accountant and an auditor. Ms. Tibiletti is a member of the control bodies and member of the supervisory board of several Italian companies and foundations. Currently, Ms. Tibiletti is independent director of CDP Real Asset SGR and Chair of the board of statutory auditors of Fondazione Cariparma.

**TABLES**

**TABLE 1: INFORMATION ON THE OWNERSHIP STRUCTURE AS AT 03.03.2025**

<b>CORPORATE CAPITAL STRUCTURE</b>				
	No. of shares	No. of voting rights	Markets where shares are listed	Rights and burdens
Ordinary shares	251,630,412	251,630,412	Euronext Milan	Rights granted as per the Articles of Association and the applicable law.
Preferred shares	N/A	N/A	N/A	N/A
Multiple-voting shares	N/A	N/A	N/A	N/A
Other categories of shares with voting rights	N/A	N/A	N/A	N/A
Saving shares	N/A	N/A	N/A	N/A
Convertible saving shares	N/A	N/A	N/A	N/A
Other categories of shares without voting right	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A

<b>OTHER FINANCIAL INSTRUMENTS (granting the right to subscribe for newly issued shares)</b>				
	Markets where instruments are listed	No. outstanding instruments	Category of shares issued for the conversion/exercise	No. of shares issued for the conversion/exercise
Convertible bonds	N/A	N/A	N/A	N/A
Warrant	N/A	N/A	N/A	N/A



RELEVANT SHAREHOLDERS			
Disclosing subject	Direct shareholder	% on ordinary sharecapital	% on voting sharecapital
Sambur David Benjamin (as senior partner of Apollo Global Management, Inc. and sole shareholder of Gamma Management Llc, which indirectly controls Gamma Intermediate S.à r.l.)	Gamma Intermediate S.à r.l.	41.949% <sup>8</sup>	41.949% <sup>9</sup>
Morgan Stanley	MORGAN STANLEY & CO. INTERNATIONAL PLC	5.023%	5.023%
Capital Research and Management Company	Capital Research and Management Company	5.125%	5.125%
Norges Bank	Norges Bank	3.180%	3.180%

*The information on significant holdings of capital has been included on the basis of the information made public by the companies through Disclosures 120 and on the basis of the data held by the Company as at the Date of the Report.*

<sup>8</sup> Please note that, on 5 March 2025, Gamma Intermediate s.à.r.l sold a further 10.3% stake. At the date of publication of this Report (27 March 2025) Gamma Intermediate s.à.r.l. holds a 31.6% stake in the Share Capital of the Company.

<sup>9</sup> See the previous note.

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR**

Board of Directors													
Role	Member	Year of birth	Date of first appointment (*)	In office since	In office until	Slate (sponsors) (**)	Slate (M/m) (***)	Exec.	Non-exec.	Indep. Code	Indep. TUF	No. other offices held (****)	Meetings attendance (*****)
<b>Chairman</b>	Andrea Moneta	1965	12 December 2019	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	-	-	0	11/11
<b>CEO</b>	Angelozzi Guglielmo	1972	9 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	X	-	-	-	0	11/11
<b>Director</b>	Bowtell John Paul Maurice	1968	9 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	-	-	0	11/11
<b>Director</b>	Faruque Nadine	1960	27 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	X	X	1	11/11
<b>Director</b>	Guillouard Catherine Renee Anne	1965	9 February 2023	3 May 2023	Approval of the budget for the financial	N/A	N/A	-	X	-	-	3	11/11

					year ending 31.12.2025									
<b>Director</b>	Iannini Augusta	1950	27 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	X	X	1	10/11	
<b>Director</b>	Mastrogiacom o Marzia	1970	27 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	X	X	0	11/11	
<b>Director</b>	Gaia Mazzalveri	1970	27 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	X	X	0	11/11	
<b>Director</b>	Raba' Michele	1984	18 October 2019	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	-	-	1	10/11	
<b>Director</b>	Saffer Ian Michael	1992	18 October 2019	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	-	-	3	10/11	

Director	Shakhova Yulia	1993	9 February 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	N/A	N/A	-	X	-	-	1	10/11
----- DIRECTORS TERMINATED DURING THE FINANCIAL YEAR -----													
Director	N/A	N/A	N/A	N/A	N/A							N/A	

Number of meetings held during the financial year: 11

**Quorum** required for the submission of lists by minorities for the election of one or more members (*pursuant to Article 147-ter TUF*): 1.0%.

#### NOTES

The following symbols must be entered in the 'Load' column:

- This symbol indicates the director in charge of the internal control and risk management system.

o This symbol indicates the Lead Independent Director (LID).

(\*) The date of first appointment of each director means the date on which the director was first appointed (ever) to the Issuer's Board of Directors.

(\*\*) This column indicates whether the list from which each director was drawn was submitted by shareholders or by the Board of Directors. This column has not been filled in, as the current Board of Directors was appointed before the listing and therefore before the list-based election system was applicable to the company.

(\*\*\*) This column indicates whether the list from which each director was drawn is "majority" ("M"), or "minority" ("m"). This column has not been filled in, as the current Board of Directors was appointed before the listing and therefore before the list-based election system was applicable to the company.

(\*\*\*\*) This column shows the number of directorships or auditor appointments held by the person concerned in other listed or large companies (net worth > EUR 1bn). In Appendix 1 to the Report, the offices are indicated in full.

(\*\*\*\*\*) This column shows the attendance of directors at board meetings.

**TABLE 3: COMPOSITION OF BOARDS' COMMITTEES AT THE END OF THE FINANCIAL YEAR**

Board of Directors		RPT Committee		Risk and Control Committee		Nomination and Remuneration Committee		ESG Committee	
Role/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the Board of Directors Non-Executive	Andrea Moneta	-	-	-	-	-	-	-	-
Ceo	Angelozzi Guglielmo	-	-	-	-	-	-	-	-
Non-Executive Director	Bowtell John Paul Maurice	-	-	5/8	M <sup>10</sup>	-	-	-	-
Independent Director	Faruque Nadine	3/4	M	-	-	6/6	P	6/6	M
Non-Executive Director	Guillouard Catherine Renee Anne	-	-	1/1	M <sup>11</sup>	-	-	6/6	M
Independent Director	Iannini Augusta	4/4	P	9/9	M	-	-	-	-
Independent Director	Mastrogiacomo Marzia	-	-	-	-	6/6	M	6/6	P
Independent Director	Gaia Mazzalveri	4/4	M	9/9	P	-	-	-	-
Non-Executive Director	Raba' Michele	-	-	-	-	6/6	M	-	-
Non-Executive Director	Saffer Ian Michael	-	-	-	-	-	-	-	-
Non-Executive Director	Shakhova Yulia	-	-	-	-	-	-	-	-
<b>No. of meetings held during the Year:</b>		<b>4</b>		<b>9</b>		<b>6</b>		<b>6</b>	

(\*) This column shows the participation of directors in committee meetings

(\*\*) This column indicates the role of the directors in each committee: member (M) or chairman (P)

<sup>10</sup> The director ceased to be a member of the Audit and Risk Committee on 13 December 2024.

<sup>11</sup> The director was appointed member of the Control and Risk Committee by resolution of the Board of Directors on 13 December 2024, replacing director Bowtell John Paule Maurice.

**TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE FINANCIAL YEAR**

Board of Statutory Auditors									
Role	Members	Year of birth	Date of first appointment (*)	In office since	In office until	Slate (M/m) (**)	Indep. Code	Meetings attendes (***)	No. Other offices held (****)
<b>Chairman</b>	Lionzo Andrea	1969	15 March 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	-	Yes	11/11	14
<b>Standing Auditor</b>	Russo Corvace Giancarlo	1953	15 March 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	-	Yes	11/11	18
<b>Standing Auditor</b>	Tibiletti Veronica	1978	15 March 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	-	Yes	11/11	7
<b>Alternate Auditor</b>	Frisullo Angela	1985	15 March 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	-	Yes	-	2
<b>Alternate Auditor</b>	Incollingo Alberto	1966	15 March 2023	3 May 2023	Approval of the budget for the financial year ending 31.12.2025	-	Yes	-	11
----- AUDITORS TERMINATED DURING THE FINANCIAL YEAR -----									
N/A	N/A	N/A	N/A	N/A	N/A			N/A	

**Number of meetings held during the financial year: 11**

***Quorum* required for the submission of lists by minorities for the election of one or more members (*pursuant to Art. 148 TUF*): 1.0%.**

## **NOTES**

(\*) The date of first appointment of each Statutory Auditor means the date on which the Statutory Auditor was appointed for the first time (ever) to the Issuer's Board of Statutory Auditors. In the present case, consider that the members of the Board of Statutory Auditors were appointed by the Shareholders' Meeting on 15 March 2023, with a resolution conditional on the Company's listing, which took place on 3 May 2023.

(\*\*) This column indicates whether the list from which each Statutory Auditor was drawn is 'majority' ('M'), or 'minority' ('m'), The column was not filled in, as the current Board of Statutory Auditors was appointed before the listing and therefore before the list-based election system was applicable to the company.

(\*\*\*) This column shows the attendance of auditors at meetings of the board of auditors.

(\*\*\*\*) This column indicates the number of directorships or auditor appointments held by the person concerned pursuant to Article 148-bis of the Consolidated Law on Finance and the related implementing provisions contained in the Consob Issuers' Regulations. The complete list of offices is published by Consob on its website pursuant to Article 144-quinquiesdecies of the Consob Issuers' Regulations.