

LOTTOMatica

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF LOTTOMATICA GROUP S.P.A.

The Ordinary and Extraordinary Shareholders' Meeting of Lottomatica Group S.p.A. ("**Lottomatica**" or the "**Company**") is convened, at a single call, for **30 April 2025**, at 12:00 p.m., exclusively by means of telecommunication, in accordance with Article 8, paragraph ii. of the Company's Articles of Association (the "**Articles of Association**"), to discuss and resolve on the following

AGENDA

Ordinary session

1. **Financial Statements and Consolidated Financial Statements as of 31 December 2024.**
 - 1.1. Approval of the Financial Statements as of 31 December 2024 and presentation of the Consolidated Financial Statements as of 31 December 2024 together with the Management Report for 2024 – including the Sustainability Report prepared in accordance with the Corporate Sustainability Reporting Directive (Directive 2022/2464/EU) – and the Reports of the Board of Statutory Auditors and of the Independent Auditors; inherent and consequent resolutions.
 - 1.2. Allocation of profit for the year; inherent and consequent resolutions.
2. **Proposal to delegate the Board of Directors with the powers to implement a share buyback program; inherent and consequent resolutions.**
3. **Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58/1998.**
 - 3.1. Binding resolution on the first section on remuneration policy drafted pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58/1998.
 - 3.2. Non-binding resolution on the second section on compensation paid drafted pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58/1998.

Extraordinary session

1. **Cancellation of treasury shares with no reduction of the share capital; consequent amendment to Article 5 of the Articles of Association; inherent and consequent resolutions.**
2. **Proposal to amend Article 15 of the Articles of Association; inherent and consequent resolutions.**

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I. Conduct of the Shareholders' Meeting

Please note that the Shareholders' Meeting will be held in accordance with the procedures set forth in Article 106, paragraph 7, of Law Decree of 17 March 2020, No. 18 (the so-called "*Cura Italia* Decree"), as converted, with amendments, into Law of 24 April 2020, No. 27 the effectiveness of which was lastly extended by Article 3, paragraph 14-sexies, of Law Decree of 27 December 2024, No. 202, converted with amendments into Law

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of 21 February 2025, No. 15 (the so-called "*Milleproroghe*"). Therefore, pursuant to Article 135-*undecies* of Legislative Decree of 24 February 1998, No. 58 as later amended and supplemented ("**TUF**"), attendance at the Shareholders' Meeting and the exercise of voting rights will be possible **exclusively granting a written proxy with voting instructions on all or some of the proposals on the items on the agenda to a subject designated by the Company** (the "**Designated Representative**") in accordance with the paragraph "*Entitlement to attend the Shareholders' Meeting and exercise voting rights*" below. Therefore, the Shareholders' Meeting will be held without the physical participation of the Shareholders.

II. Description of the share capital

The share capital of the Company, subscribed and fully paid-in, amounts to Euro 10,000,000.00 and is divided into 251,630,412 ordinary shares with no nominal value, each of which entitles the holder to one vote at the Shareholders' Meeting. The Company holds no treasury shares.

Detailed information on the amount of the share capital and its composition is available on the Company's website (www.lottomaticagroup.com - "Investors - Shareholding" Section).

III. Entitlement to attend the Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-*sexies* TUF, the entitlement to attend the Shareholders' Meeting and to exercise the voting rights is subject to the receipt, by the Company, of a statement issued by an authorized intermediary in accordance with the regulations in force, certifying ownership of the voting rights on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (*i.e.*, **17 April 2025**, the so-called "Record Date"). Credit and debit entries made to the accounts after **17 April 2025** are not relevant for the entitlement to exercise voting rights. Therefore, those who are found to hold shares only after that date will not be entitled to attend the Shareholders' Meeting and to exercise the voting rights.

The statement from the authorized intermediary must be received by the Company by the end of the third trading day before the date of the Shareholders' Meeting at single call (and, therefore, by **25 April 2025**). Nevertheless, Shareholders will be entitled to attend and vote even if the Company has received such statement after the aforesaid time limit, provided it is received within the beginning of the Shareholders' Meeting and without prejudice to the principle that the right to attend and vote at the Shareholders' Meeting can be exercised exclusively through the Designated Representative.

Shareholders may attend and exercise their voting rights at the Shareholders' Meeting exclusively granting a proxy to the Designated Representative, pursuant to Article 135-*undecies* TUF, in accordance with the procedures set forth below.

The Company's Designated Representative is **Computershare S.p.A.**, with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145.

Notwithstanding the foregoing, attendance at the Shareholders' Meeting is governed by the provisions of the relevant laws and regulations, as well as by the provisions contained in the Articles of Association and the Regulations for Shareholders' Meetings, which are available on the Company's website (www.lottomaticagroup.com - "Governance - Documents and procedure" Section).

IV. Attendance and voting through the Designated Representative

The proxy to the Designated Representative, granted pursuant to Article 135-*undecies* TUF, must contain voting instructions on all or some of the proposals on the agenda and will be effective only for the proposals in relation to which voting instructions have been conferred. Therefore, please note that the proxy will not be effective with regard to proposals for which voting instructions have not been given.

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In any case, the proxy must be granted by the end of the second trading day preceding the date set for the single call of the Shareholders' Meeting (thus, by **28 April 2025**).

In this regard, the downloadable form available on the website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) can be used and can be sent to Computershare S.p.A. to the certified e-mail address ufficiroma@pecserviziitolitoli.it within the terms indicated above in the manner indicated in the specific "Instructions for filling in and submitting the form" referred to in the aforementioned form.

Please also note that, as provided for in Article 135-*undecies*.1 TUF, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* TUF, as an exception to Article 135-*undecies*, paragraph 4, TUF by executing the form available on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) in accordance with the procedure and within the deadlines indicated in the form.

Proxies and voting instructions given in accordance with the preceding paragraphs shall be revocable in the same manner and within the same time limits set for their submission.

There are no procedures for voting by mail or electronic means.

The granting of proxy/sub-proxy pursuant to Articles 135-*novies* and 135-*undecies* TUF does not entail any expenses for the Shareholder, except for those of transmission or mailing.

Computershare S.p.A. is available to Shareholders to provide any information and clarifications that may be necessary through the number +390645417414, as well as at the e-mail address ufficiorm@computershare.it.

V. Addition to the agenda and new resolution proposals

Right to supplement the agenda and submit additional resolution proposals by shareholders holding, also jointly, at least one fortieth of the share capital (pursuant to Article 126-bis, paragraph 1, first sentence, TUF)

Pursuant to Article 126-*bis*, paragraph 1, first sentence, TUF, Shareholders who, also jointly, hold at least one fortieth of the share capital may request, within ten days after the publication of this notice (*i.e.*, by **31 March 2025**), the supplementation of the list of items on the agenda, indicating in the request the additional items proposed or submit additional resolution proposals on items already on the agenda of this notice of call.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting shall vote, in accordance with the law, on the proposal of the directors or based on a draft or report prepared by them.

Only those shareholders in whose favor the Company has received appropriate statement from the authorized intermediary in accordance with current regulations are entitled to request additions to the agenda or to submit new resolution proposals on items already on the agenda.

Requests for additions and further resolution proposals, formulated in a clear and complete manner, must be submitted in writing and must be sent to the Company, indicating as reference "*Additions to the agenda pursuant to Article 126-bis, paragraph 1, first sentence, TUF*" and/or "*Resolution proposal pursuant to Article 126-bis, paragraph 1, first sentence, TUF*" together with information enabling the identification of the person making the submission, including – where possible – a telephone number. The aforementioned requests must be sent to the Company, within the aforementioned deadline (*i.e.*, by **31 March 2025**), by registered mail to the Company's registered office, via degli Aldobrandeschi 300, Rome, to the attention of the Legal

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department, or electronically, by sending them to the certified e-mail address assemblealottomatica@legalmail.it.

Within the same deadline and in the same manner, the proposing Shareholders shall submit to the Company's Board of Directors a report stating the reasons for the resolution proposals on the additional matters they propose to discuss or the reasons for the additional proposed resolutions submitted on matters already on the agenda.

Notice of additions to the agenda and/or the submission of new resolution proposals on items already on the agenda will be given, if any, in the same form as prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting (*i.e.*, by **15 April 2025**).

In such a case, the Board of Directors will make the report received, together with its own evaluations, if any, available to the public at the same time as it publishes the notice of the addition to the agenda or further resolution proposals on items already on the agenda, in the same form as the documents relating to the Shareholders' Meeting.

The Company reserves the right not to accept proposed agenda additions and resolution proposals received by certified e-mail that are illegible or transmitted with corrupted files.

Submission of resolution proposals by those entitled to vote (pursuant to Article 126-bis, paragraph 1, penultimate sentence, TUF)

Since attendance at the Shareholders' Meeting is permitted exclusively through the Designated Representative, for the sole purpose of this Shareholders' Meeting, those entitled to vote who wish to individually submit resolution proposals to the Company on the items on the agenda – pursuant to Article 126-bis, paragraph 1, penultimate sentence, TUF – are invited to submit such proposals by **15 April 2025**.

Entitlement to individual submission of resolution proposals is subject to the Company's receipt of the statement required by Article 83-sexies TUF.

The resolution proposals, clearly and completely formulated, must be submitted in writing and must be sent to the Company, indicating as reference "*Resolution proposals pursuant to Article 126-bis, paragraph 1, penultimate sentence, TUF*", together with information enabling the identification of the person making the submission, including - where possible - a telephone number. The aforementioned proposals must be sent to the Company, within the aforementioned deadline (*i.e.*, **15 April 2025**), by registered mail to the Company's registered office, via degli Aldobrandeschi 300, Rome, to the attention of the Legal department, or electronically, by sending them to the certified e-mail address assemblealottomatica@legalmail.it.

Any resolution proposals received will be made available to the public on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) by **17 April 2025**, so that those entitled to exercise the voting right may examine them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative Computershare S.p.A.

The Company reserves the right not to accept resolution proposals by certified e-mail that are illegible or transmitted with corrupted files.

VI. Right to ask questions before the Shareholders' Meeting

Those entitled to vote may ask questions on the items on the agenda prior to the Shareholders' Meeting. Questions must be received by the Company no later than the seventh trading day prior to the date of the

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Shareholders' Meeting at single call (and, therefore, no later than **17 April 2025**), together with the applicant's personal data (surname and first name, place and date of birth, tax identification number or all identifying data in the case of an entity or company) and certification attesting to the ownership of the shares on the Record Date. Ownership may also be attested later, provided that it is attested within the third day following the Record Date.

Questions must be sent to the certified e-mail address assemblealottomatica@legalmail.it.

In order to enable those entitled to vote to cast their votes through the Designated Representative, also taking into account the feedback provided by the Company to these questions, the answers will be provided by the Company at least three days before the Shareholders' Meeting (*i.e.*, by **27 April 2025**) by means of publication on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section).

The Company will not consider questions received that are not strictly pertinent to the items on the agenda of the Shareholders' Meeting as well as those for which the requested information is already made available in "Q&A Shareholders' Meeting" format on the Company's website (www.lottomaticagroup.com - "Governance - Shareholders' Meeting" Section) and, therefore, in such cases, the Company will not be required to answer them.

VII. Documents

The documents relating to the Shareholders' Meeting, including the Board of Directors' Reports on the proposals concerning the items on the agenda and the resolution proposals, will be made available to the public within the terms and in the manner set forth by regulations currently in force, and shareholders and those entitled to vote will be entitled to obtain copies thereof. This documentation will be available at the Company's registered office, via degli Aldobrandeschi 300, Rome (on working days from Monday to Friday from 9 AM to 1 PM and from 3 PM to 5 PM), at the Legal department, as well as on the Company's website www.lottomaticagroup.com, in "Governance - Shareholders' Meeting" Section and on the storage mechanism.

The updated Articles of Association are available on the Company's website (www.lottomaticagroup.com - "Governance - Documents and procedures" Section).

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This notice of call is published, pursuant to Article 125-*bis* TUF and Article 84 of Consob Regulation No. 11971/1999 (the "**Issuers' Regulations**"), on the Company's website (www.lottomaticagroup.com, "Governance" – "Shareholders' Meeting" Section), on the authorized storage mechanism "1info" available at www.1info.it and in extract in the daily newspaper "*IlSole24Ore*".

For the Board of Directors
The Chairman, Andrea Moneta
Rome, 21 March 2025

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