

**Lottomatica Group S.p.A.**

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**DIVERSITY POLICY OF THE BOARD OF STATUTORY  
AUDITORS**

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*Approved by the Board of Statutory Auditors on 15 January 2024 and subsequently amended on 9 March  
2026*

## 1. INTRODUCTION

Legislative Decree No. 254 of 30 December 2016 (the "**Decree**") transposed Directive 2014/95/EU on the "disclosure of non-financial and diversity information by certain large companies and groups" into Italian law.

Firstly, the Decree requires listed companies, banks and large insurance companies to prepare and publish a statement, either individual or consolidated, containing information on various topics (*e.g.* environmental, social or anti-corruption).

Secondly, the Decree imposed specific transparency obligations on listed companies with regard to *diversity* policies.

In this regard, Article 10 of the Decree was implemented through the introduction of Article 123-bis, paragraph 2, letter d-bis) of Legislative Decree No. 58 of 24 February 1998 (the "Consolidated Law on Finance" or "**TUF**"), which has had a significant impact on corporate *governance* models, imposing obligations of transparency towards the public with regard to corporate diversity policies, without prejudice to the application of the so-called "*comply or explain*" principle.

Recommendation 8 of the *Corporate Governance Code* requires companies to define diversity criteria for the composition of their administrative and control bodies (*organi di amministrazione e controllo*) and to identify, also taking into account their ownership structure, the most suitable tool for their implementation. Principle VIII of the *Corporate Governance Code* recommends an appropriate composition of the Board of Directors, capable of ensuring the independence and professionalism of its function.

## 2. PURPOSE

Lottomatica Group S.p.A. ("**Lottomatica**" or the "**Company**"), through this Diversity Policy (the "**Policy**"), pursues the objective, in line with the expectations of *stakeholders* and consistent with the pillars on which the *corporate governance* system and the values of Lottomatica's Code of Ethics are based, of creating the necessary conditions for its supervisory body to be able to perform its functions in the most effective and virtuous manner, through decision-making processes that express a plurality of qualified and diverse contributions.

This Policy, adopted by Lottomatica's Board of Statutory Auditors, therefore describes the optimal characteristics of the composition of the Board itself, so that it can perform its supervisory duties in the most effective manner, making decisions that can effectively draw on the contribution of a plurality of qualified points of view, capable of examining the issues under discussion from different perspectives.

## 3. SCOPE

The Policy refers exclusively to the composition of Lottomatica's Board of Statutory Auditors. A separate policy is provided for the composition of the Company's Board of Directors.

## 4. GUIDING PRINCIPLES

The Company's Board of Statutory Auditors is aware that the promotion of diversity is one of Lottomatica's values and a fundamental element of the medium-to-long-term sustainability of the business, representing a reference paradigm for both the employees of the Lottomatica Group and the members of the Company's administrative and control bodies (*organi di amministrazione e controllo*).

The Company's Board of Statutory Auditors, in accordance with the prerogatives of the Shareholders in the designation and appointment of its members, hopes that its composition will pursue the objective of integrating managerial, professional, academic or institutional profiles, including those of an international nature, which

are diverse and whose characteristics will enable the Board of Statutory Auditors to perform its supervisory functions in an optimal manner.

The Board of Statutory Auditors also hopes that consideration will be given to the importance of balanced gender representation and the benefits that can derive from the presence of members of different age groups and with different lengths of service.

The Board of Statutory Auditors of Lottomatica also considers it a priority to create an open and collaborative climate and an inclusive environment within the Board, in which each Statutory Auditor is able to express his/her potential to the fullest and maximise their contribution.

## **5. COMPOSITION OF THE BOARD OF STATUTORY AUDITORS**

Article 2397 of the Italian Civil Code stipulates that the Board of Statutory Auditors shall consist of three or five standing members and two alternate members, and establishes that at least one standing member and one alternate member must be chosen from among statutory auditors, while the remaining members must in any case be chosen from among those enrolled in the professional registers identified by decree of the Ministry of Justice or from among tenured university professors in economics or law.

Article 148 of the Consolidated Law on Finance stipulates that the Company's Articles of Association must establish that the Board of Statutory Auditors shall consist of no fewer than three standing members and two alternate members and requires specific requirements of integrity and professionalism, under penalty of forfeiture of office. In addition, it is also set out that one standing member of the Board of Statutory Auditors shall be elected by minority shareholders who are not connected, even indirectly, with the shareholders who submitted or voted for the list that received the highest number of votes.

Similarly, Article 24 of the Articles of Association provides that *'the Shareholders' Meeting shall elect the Board of Statutory Auditors, consisting of 3 (three) Standing Auditors, and determine their remuneration. The Shareholders' Meeting shall also elect 2 (two) Alternate Auditors'*.

Furthermore, it is also set provided that those who *"do not meet the requirements of integrity and professionalism established by current laws and regulations"* cannot be elected as auditors.

It should be noted that, in accordance with current legislation<sup>1</sup>, at least one of the standing auditors and at least one of the alternate auditors must be registered in the register of auditors (*registro dei revisori contabili*) and have exercised the activity of statutory auditing (*attività di controllo legale dei conti*) for a period of not less than three years.

Auditors who do not meet this requirement are chosen from among those who have gained at least three years' overall experience in:

- a) administration or control activities (*attività di amministrazione e controllo*) or management tasks in joint-stock companies with a share capital of not less than two million Euros, or;
- b) professional activities or university teaching in legal, economic, financial and technical-scientific subjects closely related to the company's activities, or;
- c) managerial functions (*funzioni dirigenziali*) in public bodies or public administrations operating in the credit, financial and insurance sectors or in sectors closely related to the company's activities.

Article 24, paragraph iii) of Lottomatica's Articles of Association specifies that subjects relating to the Company's sectors of activity, as well as subjects relating to private law, administrative law, tax law, economics

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<sup>1</sup> Article 1, paragraph 1, of Ministerial Decree No. 162 of 30 March 2000.

and finance, and those relating to business economics, organisation and finance, are considered to be closely related to the Company's activities.

Pursuant to Article 148, paragraph 3, of the TUF, the following persons may not be elected as auditors and, if elected, shall be removed (*decadono*) from the office:

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

Pursuant to Recommendation 9 of the *Corporate Governance Code*, all members of the control body meet the independence requirements set forth in Recommendation 7 of the *Corporate Governance Code* for directors.

It should be noted that, in order to comply with the Recommendations of the *Corporate Governance Code*, on 27 February 2023, Lottomatica's Board of Directors approved the document "*Policy on qualitative and quantitative criteria for the assessment of independence requirements pursuant to Article 2, first paragraph, letters c) and d) of Recommendation 7 of the Corporate Governance Code*" aimed at identifying the quantitative and qualitative criteria for assessing the independence of Lottomatica's Directors and Statutory Auditors and identifying "close family members" for the purposes of Recommendation no. 7, letter h) of the *Corporate Governance Code* ("**Significance Criteria**").

### **5.1. Gender equality**

The composition of the Board of Statutory Auditors must respect gender balance in accordance with Article 148, paragraph 1-bis, of the TUF. The less represented gender must obtain at least one-fifth of the elected auditors for the first renewal following the date of commencement of trading of the Company's shares and two-fifths for renewals subsequent to the first. Pursuant to Article 144-undecies.1, paragraph 3 of the Issuers' Regulations (*Regolamento Emittenti*), if the application of the gender distribution criterion does not result in a whole number of members of the board of statutory auditors belonging to the less represented gender, this number shall be rounded up to the next whole number, with the exception of corporate bodies consisting of three members, for which the number shall be rounded down to the nearest whole number.

Recommendation 8 of the *Corporate Governance Code* recommends that at least one third of the Board of Statutory Auditors is made up of members of the less represented gender.

Pursuant to Article 24 of the Articles of Association, slates with three or more candidates must be composed of candidates belonging to both genders in accordance with the *pro tempore* regulations in force concerning gender balance.

### **5.2. Diversity of age and length of service, professional skills**

In order to ensure an adequate balance in terms of diversity, the Company, with reference to **age and seniority**, ensures a balanced combination within the Board of Statutory Auditors which, in different proportions, promotes a balanced plurality of perspectives and experiences and, with reference to **professionalism**, guarantees, in terms of training and professional background, the presence of individuals who meet the

requirements of integrity and professionalism required by law, as required by the Articles of Association, so as to enable the optimal performance of control functions.

### **5.3. Monitoring the implementation of the Policy and its updating**

The Board of Statutory Auditors of Lottomatica is responsible for monitoring the results of the implementation of this Policy and for updating it.

A description of the results of the implementation of this Policy is contained in the report on corporate governance and ownership structure required by Article 123-bis of the Consolidated Law on Finance.