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## **PRESS RELEASE**

**Admission to listing approved by Borsa Italiana S.p.A. and filing of the application to trading of the ordinary shares of Lottomatica Group S.p.A. on Euronext Milan**

**Approval by CONSOB and publication of the listing prospectus relating to the admission to trading on the Euronext Milan market of Lottomatica Group S.p.A.'s ordinary shares**

**Rome (Italy)**, April 21, 2023 – Lottomatica Group S.p.A. (the “**Company**” and, together with its subsidiaries, the “**Group**”), the holding company of Lottomatica S.p.A, a leading player in the Italian gaming industry, announces that on April 20, 2023, Borsa Italiana S.p.A. (“**Borsa Italiana**”) approved the admission to listing of the ordinary shares of the Company (the “**Shares**”) on Euronext Milan, a regulated market organised and managed by Borsa Italiana (“**Euronext Milan**”). Following the admission to listing, the Company filed a request for admission to trading on Euronext Milan.

Furthermore, the Company announces that the National Commission for Companies and the Stock Exchange (“**CONSOB**”) approved the listing prospectus (the “**Prospectus**”) relating to the admission to listing of the Shares on Euronext Milan.

The Prospectus has been published in accordance with applicable regulations and made available at the Company’s registered office, located at Via degli Aldobrandeschi, n. 300, 00163 - Roma, Italia as well as on the Company’s website <https://lottomaticagroup.com/en-us/>.

Furthermore, there will be an offering of Shares, aimed at admission to trading of the Shares on Euronext Milan, which will be for a maximum aggregate value of €600 million and will consist of (i) newly-issued Shares offered by the Company (the “**New Offer Shares**”) for a maximum amount of approximately €425 million resulting from a capital increase with the exclusion of pre-emptive rights and (ii) existing Shares for a maximum amount of approximately €175 million held and offered by Gamma Topco S.à r.l. (the “**Selling Shareholder**”) (the “**Existing Offer Shares**” and together with the New Offer Shares, the “**Offer Shares**”).

In addition, the Selling Shareholder has granted Goldman Sachs International, as stabilization manager (the “**Stabilization Manager**”) (on behalf of the Underwriters (as defined below)), an option, exercisable in whole or in part during a period of 30 calendar days after the first date of trading of the Shares on Euronext Milan, to purchase up to 10,000,000 additional Shares (based on the minimum price of the Offer price range) and up to 8,181,819 additional Shares (based on the maximum price of the Offer price range) (the “**Over-allotment Shares**”), comprising of approximately 15% of the aggregate number of Offer Shares (the “**Over-allotment Option**”). The final number of Offer Shares and Over-allotment Shares will depend on the offer price.

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Barclays Bank Ireland PLC, Deutsche Bank, Goldman Sachs, J.P. Morgan and UniCredit are acting as joint global coordinators and joint bookrunners (the “**Joint Global Coordinators**”), Apollo Capital Solutions, Banca Akros, BNP Paribas and Mediobanca are acting as joint bookrunners (the “**Joint Bookrunners**”) and, together with the Joint Global Coordinators, the “**Underwriters**”) and Equita SIM

is acting as co-manager (“**Equita**” and, together with the Underwriters, the “**Banks**”). Credit Suisse is acting as financial advisor and UniCredit is acting as listing agent.

Latham & Watkins and Paul, Weiss, Rifkind, Wharton & Garrison are acting as legal advisor to the Company and Linklaters is the legal advisor to the Banks.

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

*With €22.8 billion of bets and €1.4 billion of revenues in FY 2022, Lottomatica is the largest player in the Italian gaming market based on revenues. It operates across three segments: online, sports franchise and gaming franchise. Lottomatica offers safe and engaging gaming experiences across all channels. The Group counts on the expertise of approximately 1,600 direct employees and its large franchising network. As of December 31, 2022, Lottomatica has a customer base of more than 1 million online customers and distributes its gaming products across approximately 18,000 points of sales. For further information on the Company and its highlights please access the following link [Lottomatica Group – Company Overview](#).*

**STABILIZATION LEGEND**

In connection with the Offering, the Stabilization Manager or any of its agents, on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, effect transactions with a view to supporting the market price of the Shares during the stabilization period at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Milan) or otherwise and may be undertaken at any time during the period starting on the date on which trading in the Shares on Euronext Milan commences and ending no later than 30 calendar days thereafter. Neither the Stabilization Manager nor any of its agents will be obligated to effect stabilizing transactions, and no assurance is given that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be ceased at any time without prior notice. Save as required by law or

regulation, neither the Stabilization Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions in connection with the Offering. None of the Company, the Selling Shareholder or any of the Banks makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. The Selling Shareholder will grant the Stabilization Manager, on behalf of the Underwriters, the Over-Allotment Option, exercisable in whole or in part during a period of 30 calendar days after the date on which trading in the Shares on Euronext Milan commences to purchase up to 15% of the aggregate number of Offer Shares, solely for the purposes of covering over-allotments or short positions, and stabilization activities if any, in connection with the Offering.

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This communication is an advertisement and is not a prospectus within the meaning and for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980 and the Commission Delegated Regulation (EU) 2019/979 has been published and an international offering circular is made available in connection with the Offering described below. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus or the international offering circular which include detailed information regarding the Company and the risks involved in investing in the securities. In any EEA Member State that has implemented the Prospectus Regulation, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation. The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this communication does not constitute an offer of securities for sale in Canada, Australia, or Japan. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus or the international offering circular which include detailed information regarding the Company and the risks involved in investing in the securities. In any EEA Member State that has implemented the Prospectus Regulation, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing

measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal, or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners (as defined below) will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“**U.K. MiFIR**”); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the “**U.K. MiFIR Product Governance Rules**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that the Offer Shares are: (a) compatible with an end target market of retail investors and investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (b) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the “**U.K. Target Market Assessment**”). Notwithstanding the U.K. Target Market Assessment, distributors should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners (as defined below) will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules. For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

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All forward-looking statements included herein are based on information available to the Group as of the date hereof. No Group company undertakes any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to any Group company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

The date of admission to trading on Euronext Milan (the “**Admission**”) may be influenced by factors such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company's intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offering. The value of Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned.

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