

Lancio di un'offerta tramite *accelerated book-building* da parte dell'azionista Gamma Intermediate S.à r.l.

Roma (Italia), 19 settembre 2024 Su richiesta dell'azionista Gamma Intermediate S.à r.l. ("**Gamma Intermediate**" o il "**Venditore**"), si riporta di seguito il testo del comunicato stampa relativo al lancio di un'offerta tramite *accelerated book-building* relativa alle azioni ordinarie di Lottomatica Group S.p.A. ("**Lottomatica**" o la "**Società**") effettuata da Gamma Intermediate.

Questo comunicato stampa è disponibile on-line sul sito internet di Lottomatica <https://lottomaticagroup.com/it-it> nella sezione Investors > Comunicati stampa.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES OF AMERICA OR ITS TERRITORIES OR POSSESSIONS, CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE OR FORM PART OF AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION, INCLUDING THE UNITED STATES OF AMERICA OR ITS TERRITORIES OR POSSESSIONS, CANADA, SOUTH AFRICA, AUSTRALIA OR JAPAN. NEITHER THIS ANNOUNCEMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF, OR BE RELIED UPON IN CONNECTION WITH, ANY OFFER OR COMMITMENT WHATSOEVER IN ANY JURISDICTION

19 settembre 2024

Proposta di offerta di 15 milioni di azioni ordinarie esistenti ovvero di circa il 6% del capitale sociale in circolazione di Lottomatica Group S.p.A.

- **Vendita di 15 milioni di azioni di Lottomatica rappresentanti circa il 6% del capitale sociale di Lottomatica attraverso un'offerta tramite *accelerated bookbuilding*;**
- **Gamma Intermediate S.à r.l. manterrà, al termine del collocamento, una partecipazione pari a circa il 51,5% del capitale sociale di Lottomatica.**

Gamma Intermediate annuncia l'avvio del collocamento di **15 milioni** di azioni di Lottomatica (le "**Azioni**"), rappresentanti circa il 6% del capitale sociale di Lottomatica, attraverso un collocamento privato mediante un'offerta tramite *accelerated bookbuilding* (il "**Collocamento**").

Al termine del Collocamento, Gamma Intermediate manterrà una partecipazione diretta pari al circa 51,5% del capitale sociale di Lottomatica.

Gamma Intermediate ha accettato un *lock-up* di 90 giorni per le proprie rimanenti Azioni di Lottomatica, subordinatamente al *waiver* da parte dei *Joint Global Coordinators* (come definiti di seguito) e ad alcune altre deroghe consuete.

Il Collocamento è rivolto ad investitori istituzionali idonei. Non ci sarà un'offerta pubblica in nessun Paese.

Barclays Bank PLC ("**Barclays**") e Deutsche Bank AG ("**Deutsche Bank**") agiscono come Joint Global Coordinators e Joint Bookrunners (congiuntamente, i "**Joint Global Coordinators**" o i "**Managers**"), e Latham & Watkins agisce come *advisor* legale del Venditore.

Le condizioni definitive del Collocamento dovrebbero essere annunciate il giorno 20 settembre 2024, al più tardi. Il *settlement* per il Collocamento si prevede abbia luogo il 24 settembre 2024 o intorno a tale data.

Important notice

The contents of this announcement have been prepared by and are the sole responsibility of the Seller.

Neither this announcement or the transaction contemplated herein contain or constitute an offer to buy or sell or subscribe for securities or a solicitation to sell or to buy or subscribe for securities or a promotional message or an advertisement in Italy.

The distribution of this announcement and the offer and sale of the Shares in certain jurisdictions may be restricted by law and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into the United States, Australia, Canada, South Africa or Japan or any other jurisdiction in which such publication or distribution is unlawful. This announcement is for information purposes only and the information contained herein does not constitute or form part of an offer to buy, sell, issue, acquire or subscribe for, or the solicitation of an offer to buy, sell, issue, acquire or subscribe for, any securities in the United States, Australia, Canada, South Africa, Japan or in any other jurisdiction, nor shall there be any offer, solicitation, sale or purchase of securities in any jurisdiction in which such offer, solicitation, sale or purchase would be unlawful. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

The Shares are not being offered to the public in any jurisdiction and may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the shares in such jurisdiction. This announcement is not an offer of securities for sale in any jurisdiction, including the United States, Canada, South Africa, Australia or Japan. No action has been taken by the Seller, the Managers or any of their affiliates to permit a public offering of the shares or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or purchase whatsoever in any jurisdiction and shall not constitute or form part of an offer to sell or the solicitation of an offer to buy any securities in the United States or in any other jurisdiction.

This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or except pursuant to an available exemption therefrom.

Offers made as part of the transaction contemplated herein are not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this announcement and any other documents or materials relating to the transaction are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States.

In member states of the European Economic Area (the "EEA"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of Article 2, paragraph 1, letter e) of the Prospectus Regulation (Regulation (EU) 2017/1129) ("Qualified Investors"). In the United Kingdom this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the UK Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together with Qualified Investors in the EEA being referred to herein as "Relevant Persons"). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In connection with the sale of the Shares, the Managers and any of their affiliates may take up a portion of the Shares in the Sale as a principal position and in that capacity may retain, purchase, sell, offer to sell for its own accounts such Shares and other securities of the Company or related investments in connection with the Sale or otherwise. Accordingly, references in this announcement to the Shares being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition the Managers and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of Shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

A communication that a transaction is or that the book is “covered” (i.e. indicated demand from investors in the book equals or exceeds the amount of the securities being offered) is not any indication or assurance that the book will remain covered or that the transaction and securities will be fully distributed by the Managers. The Managers reserve the right to take up a portion of the securities in the offering as a principal position at any stage at their sole discretion, inter alia, to take account of the objectives of the Seller, MiFID II requirements and in accordance with allocation policies.

None of the Managers or any of their or its affiliates’ directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Seller, Lottomatica Group S.p.A., their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

The Managers are acting on behalf of the Seller and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to any of its clients or for providing advice in relation to any offering of the Shares.

Contacts:

+39 064147108

ir@lottomatica.com