

DA NON DIFFONDERSI, PUBBLICARSI O DISTRIBUIRSI, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, IN O DAGLI STATI UNITI, CANADA, AUSTRALIA, GIAPPONE O QUALSIASI ALTRA GIURISDIZIONE NELLA QUALE TALE DIFFUSIONE, PUBBLICAZIONE O DISTRIBUZIONE COSTITUIREBBE UNA VIOLAZIONE DELLE RELATIVE LEGGI DI TALE GIURISDIZIONE

COMUNICATO STAMPA

LOTTOMATICA GROUP S.P.A. ANNUNCIA IL PRICING DI OBBLIGAZIONI SENIOR GARANTITE CON SCADENZA NEL 2032 AD UN TASSO PARI A 4,625% PER UN IMPORTO COMPLESSIVO PARI A €765 MILIONI. DI CONSEGUENZA, LOTTOMATICA GROUP S.P.A. SI ATTENDE RISPARMI LORDI ANNUI A REGIME SUGLI INTERESSI PARI A CIRCA €5,5 MILIONI SULLA PORZIONE DEL PROPRIO INDEBITAMENTO RIFINANZIATA CON L'OFFERTA.

Roma, 21 Aprile 2026 – Lottomatica Group S.p.A., società per azioni costituita ai sensi della legge italiana (la “Società”), ha annunciato in data odierna di aver completato con successo il pricing, per un ammontare complessivo pari a €765 milioni, di obbligazioni senior garantite con scadenza nel 2032 ad un tasso pari a 4,625% ad un prezzo di emissione pari al 100% (le “Obbligazioni”) (l’“Offerta”) che saranno esenti dai requisiti di registrazione ai sensi del Securities Act del 1933, come modificato (il “Securities Act”). La chiusura dell’Offerta è prevista per il 7 maggio 2026 subordinatamente alle consuete condizioni definitive. Le Obbligazioni hanno scadenza il 30 aprile 2032.

La Società prevede di utilizzare i proventi dell’Offerta al fine di: (i) finanziare il rimborso integrale, per un ammontare complessivo pari ad €400 milioni, delle proprie *Floating Rate Senior Secured Notes due 2031* e pagare gli interessi, maturati e non pagati sulle stesse; (ii) sostenere generali esigenze della Società, che potranno includere spese volte a sostenere l’annunciato programma di riacquisto di azioni proprie o potenziali future acquisizioni di tipo “bolt-on” e (iii) pagare alcune commissioni, costi e spese sostenute in relazione a quanto sopra. A seguito dell’Offerta e dell’utilizzo dei proventi della stessa, la Società prevede di ridurre le proprie spese lorde per interessi a regime relative alla porzione del proprio indebitamento rappresentata dalle *Floating Rate Senior Secured Notes due 2031*, rifinanziata con l’Offerta, di circa €5,5 milioni all’anno.¹

Le Obbligazioni sono offerte solamente (i) negli Stati Uniti, a persone ragionevolmente ritenute investitori istituzionali qualificati ai sensi della Rule 144A del Securities Act; e (ii) al di fuori degli Stati Uniti, a persone non statunitensi in transazioni offshore ai sensi della Regulation S del Securities Act. Le Obbligazioni non saranno registrate ai sensi del Securities Act o delle leggi di qualsiasi Stato o altra giurisdizione degli Stati Uniti e non potranno essere offerte, vendute, date in pegno, prese in carico, rivendute, consegnate o trasferite in altro modo se non in virtù di un’esenzione dai requisiti di registrazione del Securities Act o in qualsiasi operazione non soggetta a tali requisiti.

¹ Calcolato sulla base dello *swap rate* attualmente in vigore.

Verrà presentata domanda alla Borsa del Lussemburgo affinché le Obbligazioni siano ammesse alla negoziazione sul Mercato Euro MTF della Borsa del Lussemburgo e siano quotate sul Listino Ufficiale della Borsa del Lussemburgo al momento della loro emissione. Inoltre, sarà presentata una richiesta per ottenere un secondary listing delle Obbligazioni sul mercato Euronext Access Milan Professional Segment (precedentemente noto come segmento ExtraMOT Pro) del mercato Euronext Access Milan gestito da Borsa Italiana S.p.A..

Subordinatamente ai c.d. “*agreed security principles*” e ad alcune limitazioni ai sensi della legge applicabile, le Obbligazioni, se emesse, saranno garantite alla data di emissione delle Obbligazioni (o poco dopo la stessa) da garanzie reali su (i) conti correnti *material* della Società, (ii) crediti relativi a determinati finanziamenti infragruppo dovuti alla Società, (iii) tutto il capitale sociale emesso di Lottomatica Gaming S.p.A. (già GGM S.p.A.) detenuto dalla Società e (iv) tutto il capitale sociale emesso di GBO S.p.A. detenuto dalla Società.

L’indenture che disciplina le Obbligazioni includerà alcuni covenant consueti che limiteranno, tra l’altro, la capacità della Società di: (i) contrarre o prestare garanzie per ulteriore indebitamento ed emettere azioni privilegiate; (ii) creare o incorrere in determinati vincoli; (iii) costituire società controllate non vincolate; (iv) consolidare, fondere o trasferire tutte o sostanzialmente tutte le attività della Società e le attività delle sue controllate su base consolidata, tranne nel caso in cui la società subentrante sia costituita in determinate giurisdizioni (ad esempio, l’Unione Europea o gli Stati Uniti); e (v) intraprendere determinate altre operazioni e attività. Ciascuno dei covenant è soggetto a una serie di eccezioni e qualifiche significative.

This press release is neither an offer to sell nor the solicitation of an offer to purchase any security. There shall not be any offer of any security in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or other similar action.

*This communication is directed only at persons who (i) 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 “**Financial Promotion Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, (iii) are persons who are outside the United Kingdom (the “**UK**”), or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”).*

Any investment activity to which this communication relates will only be available to, and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, in the EEA a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive (EU) 2014/65 (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in Regulation 2017/1129/EU (as amended, the “Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA will be prepared. Therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. Any offer of the Notes in any Member State of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of Notes.

MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties (“ECPs”) and professional clients only each as defined under MiFID II (all distribution channels).

The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the UK. For these purposes, a retail investor means a person who is not a qualified investor as defined in paragraph 15 of schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the “Public Offers Regulation”). Consequently, no key information document required by FCA Product Disclosure Sourcebook (“DISC”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and, therefore, offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024. Any offer of the Notes in the UK will be made pursuant to an exception under the Public Offers Regulation from the prohibition on offers to the public.

In connection with this offering of the Notes, Deutsche Bank Aktiengesellschaft (the “Stabilizing Manager”) (or affiliates acting on behalf of the Stabilizing Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilizing Manager (or affiliates acting on behalf of the Stabilizing Manager) will undertake stabilizing action.

The Stabilizing Manager may engage in over-allotment, stabilizing transactions, covering transactions and penalty bids in accordance with Regulation M under the Exchange Act. Over-allotment involves sales in excess of the Offering size, which creates a short position for the relevant initial purchaser of the Notes. Stabilizing transactions permit bidders to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Covering transactions involve purchases of the Notes in the open market after the distribution has been completed in order to cover short positions. Penalty bids permit the Stabilizing Manager to reclaim a selling concession from a broker or dealer when the Notes originally sold by that broker or dealer are purchased in a stabilizing or covering transaction to cover short positions. These activities may stabilize or maintain the respective market price of the Notes above market levels that may otherwise prevail. The Stabilizing Manager is not required

to engage in these activities, and may end these activities at any time. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Notes.

These stabilizing transactions, covering transactions and penalty bids may cause the price of the Notes to be higher than it would otherwise be in the absence of these transactions. These transactions may begin on or after the date on which adequate public disclosure of the terms of the Offering is made and, if commenced, may be discontinued at any time at the sole discretion of the Stabilizing Manager. If these activities are commenced, they must end no later than the earlier of 30 days after the date of issuance of the Notes and 60 days after the date of the allotment of the Notes. These transactions may be effected in the over-the-counter market or otherwise.

Forward-Looking Statements

This communication and other written or oral statements made by or on behalf of the Company contains forward-looking statements. In particular, statements using words such as “may,” “seek,” “will,” “likely,” “assume,” “estimate,” “expect,” “anticipate,” “intend,” “believe,” “do not believe,” “aim,” “predict,” “plan,” “project,” “continue,” “potential,” “guidance,” “foresee,” “might,” “objective,” “outlook,” “trends,” “future,” “could,” “would,” “should,” “target,” “on track,” or their negatives or variations, and similar terminology and words of similar import, generally involve future or forward-looking statements. Forward-looking statements reflect the Company’s current views, plans or expectations with respect to future events and financial performance. They are inherently subject to significant business, economic, competitive and other risks, uncertainties and contingencies. The inclusion of forward-looking statements in this or any other communication should not be considered as a representation by the Company or any other person that current plans or expectations will be achieved. Accordingly, you should not place undue reliance on any forward-looking statement. Forward-looking statement speak only as of the date on which they are made, and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as otherwise required by law.

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