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## **COMUNICATO STAMPA**

### **IPO DI LOTTOMATICA GROUP S.P.A. AL PREZZO DI €9,00 PER AZIONE. INIZIO DELLE NEGOZIAZIONI SU EURONEXT MILAN PREVISTO PER IL 3 MAGGIO 2023**

**Roma (Italia)**, 28 aprile 2023 – Lottomatica Group S.p.A. (la "**Società**" e, congiuntamente alle sue controllate, il "**Gruppo**"), holding company di Lottomatica S.p.A, uno dei principali operatori del settore del gioco italiano, annuncia la positiva conclusione del periodo di offerta relativo all'offerta pubblica iniziale (l'**Offerta**) finalizzata all'ammissione alle negoziazioni delle proprie azioni ordinarie (le "**Azioni**") su Euronext Milan ("**Euronext Milan**"), mercato regolamentato organizzato e gestito da Borsa Italiana S.p.A. ("**Borsa Italiana**").

Il prezzo di offerta delle Azioni è stato fissato in €9,00 per Azione (il "**Prezzo di Offerta**"). Il ricavato lordo dell'Offerta ammonterà a circa 600 milioni di euro, di cui circa 425 milioni di euro saranno destinati alla Società e circa 175 milioni di euro all'Azionista Venditore (come di seguito definito). In caso di esercizio integrale dell'Opzione di Over-allotment (come di seguito definita), il ricavato lordo sarà pari a circa 690 milioni di euro.

Sulla base del Prezzo di Offerta, la capitalizzazione di mercato della Società all'inizio delle negoziazioni delle Azioni su Euronext Milano sarà pari a circa 2.265 milioni di euro<sup>1</sup>.

Sulla base del Prezzo di Offerta, l'Offerta comprende 47.222.222 azioni di nuova emissione offerte dalla Società (le "**Nuove Azioni in Offerta**") e 19.444.444 azioni esistenti offerte da Gamma Topco S.à r.l. (l'**Azionista Venditore**) (le "**Azioni in Offerta Esistenti**" e, insieme alle Nuove Azioni in Offerta, le "**Azioni in Offerta**"). Inoltre, l'Azionista Venditore ha concesso a Goldman Sachs Bank Europe SE, in qualità di stabilization manager (lo "**Stabilization Manager**") (per conto degli Underwriters (come di seguito definiti)), un'opzione, esercitabile in tutto o in parte nel corso di un periodo di 30 giorni di calendario successivi alla prima data di negoziazione delle Azioni su Euronext Milano, per l'acquisto di un massimo di 10.000.000 ulteriori Azioni, pari a circa il 15% del numero aggregato di Azioni in Offerta (l'**Opzione di Over-allotment**").

A seguito del completamento dell'Offerta, il numero complessivo di Azioni detenute dal mercato e costituenti il flottante sarà pari al 26,5% del capitale sociale della Società. In caso di integrale esercizio dell'Opzione di Over-allotment, le Azioni in Offerta rappresenteranno circa il 30,5% del capitale sociale della Società.

Il primo giorno di negoziazione su Euronext Milano e il collocamento delle Azioni in Offerta sono previsti per il 3 maggio 2023, subordinatamente al rilascio dell'autorizzazione da parte di Borsa Italiana ai sensi del Regolamento di Borsa Italiana.

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<sup>1</sup> Compresi circa 40 milioni di euro derivanti dall'emissione di 4.408.190 nuove azioni (le "**Nuove Azioni Faro**") a fronte del conferimento in natura di alcune azioni di GGM S.p.A. da parte di Faro Games S.r.l., assumendo che le Nuove Azioni Faro siano emesse a favore di Faro Games S.r.l. al primo giorno di negoziazione.

Barclays Bank Ireland PLC, Deutsche Bank, Goldman Sachs, J.P. Morgan e UniCredit agiscono in qualità di joint global coordinators e joint bookrunners (i “**Joint Global Coordinators**”), Apollo Capital Solutions, Banca Akros, BNP Paribas e Mediobanca agiscono in qualità di joint bookrunners (i “**Joint Bookrunners**” e, insieme con i Joint Global Coordinators, gli “**Underwriters**”), Equita SIM agisce in qualità di co-manager (“**Equita**”) e Siebert Williams Shank agisce in qualità di co-manager per l’Offerta ai sensi della *Rule 144A* dello *U.S. Securities Act* (“**Siebert Williams Shank**” e, insieme con Equita, i “**Co-Managers**”, e gli Underwriters e i Co-Managers insieme, le “**Banche**”). Credit Suisse agisce come advisor finanziario e UniCredit come listing agent.

Latham & Watkins e Paul, Weiss, Rifkind, Wharton & Garrison sono i legal advisor della Società e Linklaters è l’advisor legale delle Banche.

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### **Informazioni su Lottomatica Group S.p.A.**

*Con 22,8 miliardi di euro di raccolta e 1,4 miliardi di euro di ricavi nell'esercizio 2022, Lottomatica è il maggiore operatore del mercato italiano dei giochi in termini di ricavi. Opera in tre segmenti: online, betting e gaming. Lottomatica offre esperienze di gioco sicure e coinvolgenti su tutti i canali. Il Gruppo conta sull'esperienza di circa 1.600 dipendenti diretti e sulla sua vasta rete di franchising. Al 31 dicembre 2022, Lottomatica ha una base di oltre 1 milione di clienti online e distribuisce i suoi prodotti di gioco in circa 18.000 punti vendita. Per ulteriori informazioni sulla Società e sui suoi punti salienti, si prega di accedere al seguente 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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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 the 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 the 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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