

## PRESS RELEASE

### **LOTTOMATICA S.P.A. ANNOUNCES THE LAUNCH OF ITS SENIOR SECURED NOTES DUE 2030 AND ITS FLOATING RATE SENIOR SECURED NOTES DUE 2031 FOR AN AGGREGATE PRINCIPAL AMOUNT OF €900,000,000**

Rome, May 13, 2024 - Lottomatica S.p.A., a joint stock company (*società per azioni*) established under the laws of the Republic of Italy (the “**Company**”) and a wholly owned subsidiary of Lottomatica Group S.p.A. (“**Lottomatica Group**”), announced today its intention to issue and sell €900,000,000 aggregate principal amount of notes in a combination of: (i) Senior Secured Notes due 2030 (the “**Fixed Rate Notes**”) and (ii) Floating Rate Senior Secured Notes due 2031 (the “**Floating Rate Notes**” and, together with the Fixed Rate Notes, the “**Notes**”) (the “**Offering**”) that will be exempt from the registration requirements of the Securities Act of 1933, as amended (the “**Securities Act**”). The split between Fixed Rate Notes and Floating Rate Note will be communicated at completion of the Offering together with its final terms.

The Company expects to use the proceeds from the Offering, together with cash on hand, to (i) fund the full redemption of €350.0 million aggregate principal amount of its 9.750% senior secured notes due 2027 and pay accrued and unpaid interest and the make-whole amount thereon; (ii) fund the full redemption of €550,000,000 aggregate principal amount of its floating rate senior secured notes due 2028 and pay accrued and unpaid interest thereon and (iii) pay certain fees, costs and expenses incurred in connection with the Offering and the use of proceeds thereof.

The Notes are being offered only to (i) persons reasonably believed to be qualified institutional buyers within the meaning of Rule 144A under the Securities Act; and (ii) outside the United States, only to non-U.S. persons pursuant to Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or the securities laws of any State or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, resold, delivered or otherwise transferred except pursuant to an exemption from or, in any transaction not subject to, the registration requirements of the Securities Act.

Subject to the agreed security principles and certain limitations under applicable law, the Notes, if issued, will be secured on or shortly after the date of issuance of the Notes by security interests over (i) all of the issued share capital of the Company held by Lottomatica Group, (ii) receivables in respect of certain material intercompany loans owed to Lottomatica Group by the Company, (iii) material bank accounts of the Company, (iv) receivables in respect of certain material intercompany loans owed to the Company, (v) all of the issued share capital of GGM S.p.A. held by the Company and (vi) all of the issued share capital of GBO S.p.A. held by the Company.

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**”) or in the UK. For these purposes, 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 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), 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 (EU) 2017/1129 (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 or in the UK will be prepared. Therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation. Any offer of Notes in any Member State of the EEA or in the UK 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).

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. 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.

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### **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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