

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
30 APRIL 2025**

Q&A

Definitions

- **Shareholders' Meeting:** means the Shareholders' meeting of the Company (as defined below), last convened at a single call for 30 April 2025, at 12:00 PM.
- **Share:** means an ordinary share representing the share capital of the Company.
- **Shareholder:** means a shareholder of the Company.
- **Civil Code:** means Royal Decree of 16 March 1942, No. 262, as later amended and supplemented.
- **Cura Italia Decree:** means Law Decree of 17 March 2020, No. 18, as converted with amendments, by Law of 24 April 2020, No. 27.
- **Group:** means the Company and its subsidiaries.
- **Designated Representative:** means Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145.
- **Record Date:** means the seventh trading day prior to the date of the Shareholders' Meeting (*i.e.*, 17 April 2025).
- **Issuers' Regulations:** means the Regulations adopted by CONSOB with Resolution No. 11971 of 14 May 1999 as later amended and supplemented.
- **Company:** means Lottomatica Group S.p.A.
- **Articles of Association:** means the Company's Articles of Association currently in force, available on the Company's website at the following address (www.lottomaticagroup.com, "Governance - Documents and Procedures" Section).
- **TUF:** means Legislative Decree of 24 February 1998, No. 58 as later amended and supplemented.

1. Where and when was the notice of call of the Shareholders' Meeting published?

The notice of call of the Shareholders' Meeting of 30 April 2025 was published on the storage mechanism www.1info.it and on the Company's website, as well as published in extract in the daily newspaper 'IlSole24Ore' on 21 March 2025.

Since the Shareholders' Meeting has been convened to resolve upon the approval of the annual financial statements, it was called, pursuant to Article 125-bis TUF, within 30 days of the date set for the Shareholders' Meeting.

2. Why was the notice of call of the Shareholders' Meeting published in the newspaper as an extract?

Pursuant to the regulations currently in force (Article 125-bis, paragraph 1, TUF), the notice of call of the Shareholders' Meeting must be published as an extract in at least one national daily newspaper.

The full version of the notice of call - as required by Article 125-bis TUF - was published on the storage mechanism www.1info.it and on the Company's website on 21 March 2025.

3. Why is the Shareholders' Meeting convened at a single call? What quorums apply to the single-call meeting?

Article 8 of the Articles of Association, in implementation of the provisions of Article 2369, paragraph 1, of the Civil Code, provides that the Ordinary and Extraordinary Shareholders' Meetings shall be held, as a rule, at a single call.

With regard to the *quorums* required for the Shareholders' Meeting, the aforementioned Article 2369, paragraph 1, of the Civil Code provides that, in the event of a single call, no constitutive *quorum* is required for the valid constitution of the ordinary Shareholders' Meeting, whereas the deliberative *quorum* is represented by the absolute majority of the voters (in fact, majorities set forth in Article 2369, paragraph 3 and 4, and Article, 2368, paragraph 1, second sentence, of the Civil Code apply to the ordinary Shareholders' Meeting).

For the extraordinary Shareholders' Meeting, Article 2369, paragraph 1, of the Civil Code provides that the *quorums* provided for in the seventh paragraph of the same Article apply, *i.e.*:

- (i) constitutive *quorum* of one fifth of the share capital;
- (ii) deliberative *quorum* of two-thirds of the share capital represented at the meeting.

4. Why is the Shareholders' Meeting also convened in extraordinary session?

The Shareholders' Meeting is also convened in extraordinary session, pursuant to Article 2365 of the Civil Code, as the items on the agenda include proposals to amend the Articles of Association.

5. Where and when are reports on items on the agenda and further documentation prepared for the Shareholders' Meeting made available to the public?

The documentation prepared for the Shareholders' Meeting, including the illustrative reports on the items on the agenda drafted pursuant to Article 125-ter TUF, is made available to the public within the terms set forth by the regulations in force (in particular, the directors' illustrative reports were made available at the same time as the publication of the notice of call - *i.e.*, on **21 March 2025**) on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) and on 1Info storage mechanism www.1info.it. Such documentation is also made available at the Company's registered office in Rome, Via degli Aldobrandeschi 300 (on working days from Monday to Friday from 9:00 AM to 1:00 PM and from 3:00 PM to 5:00 PM at the Legal Department).

6. May I have information on the first item on the agenda concerning the Company's Annual Financial Report for the financial year ending 31 December 2024?

On **4 March 2025**, the Company issued a press release published on its website (www.lottomaticagroup.com - "Investors - Press Releases" Section) and on the storage mechanism 1info www.info1.it, as well as published an illustrative presentation on its website ("Investors - Documents and Results" Section). The aforementioned material describes and comments on the results and main items of the Company's annual financial statements and the Group's consolidated financial statements as of 31 December 2024.

Further information on the first item on the agenda can be found in the illustrative report on the items on the agenda prepared by the Company pursuant to Article 125-ter TUF and made available to the public (see question no. 5).

7. What do I have to do to receive the dividend?

In order to receive the dividend of Euro 0.30 per Share, gross of any deductions required by law, it is sufficient to hold the Company's Shares on the "Dividend Record Date" pursuant to Article 83-terdecies TUF and Article 2.6.6, paragraph 2, of the Regulation of Markets Organised and Managed by Borsa Italiana S.p.A. ("*Regolamento dei Mercati organizzati e gestiti da Borsa Italiana S.p.A.*"). If approved, the payment of the dividend will be made starting from **21 May 2025**, with ex-dividend date on **19 May 2025** and "Dividend Record Date" set on **20 May 2025**; the above will apply to each Share that will be in circulation on the ex-dividend date. The amount of the dividend will be automatically credited to the bank account of the Shareholder holding Shares at the "Dividend Record Date" through the intermediary with whom the Shares are deposited.

8. Where can I find information on the Remuneration Policy and Compensation Paid?

The Report on the remuneration policy and compensation paid is made available to the public, at least 21 days before the date set for the Shareholders' Meeting, at the Company's registered office, on the Company's website www.lottomaticagroup.com ("Governance - Shareholders' Meeting" Section) and on the authorised storage mechanism 1info www.1info.it.

9. Where can I find information on the first and second items on the agenda of the extraordinary session of the Shareholders' Meeting?

Information on the first and second items on the agenda of the extraordinary session of the Shareholders' Meeting can be found in the illustrative report on the items on the agenda drafted by the Company pursuant to Article 125-*ter* TUF and made available to the public (see question no. 5).

10. Is it possible to request an addition to the agenda or to submit additional resolution proposals on items already on the agenda?

Yes. Pursuant to Article 126-*bis* TUF, Shareholders who, also jointly, represent at least one fortieth of the Company's share capital may request, within 10 days of the publication of the notice of call of the Shareholders' Meeting (*i.e.*, **31 March 2025**), the supplementation of the list of items on the agenda, indicating in the request the additional items proposed, or submit additional resolution proposals on items already on the agenda.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting votes, in accordance with the law, on the proposal of the Board of Directors or based on a draft (e.g. financial statements) or a report prepared by the Board of Directors, other than on items on the agenda.

Requests, together with the statement from the authorized intermediary certifying ownership of the shareholding, must be submitted in writing, including by registered mail or electronically, in accordance with the procedures indicated in the notice of call.

By the deadline for submitting the request for additions (*i.e.*, **31 March 2025**), the requesting or proposing Shareholders shall submit a report to the Board of Directors stating the reasons for the request for addition or resolution proposal.

At least 15 days before the date set for the Shareholders' Meeting (*i.e.*, no later than **15 April 2025**), the Board of Directors shall then make the report accompanied by its own evaluations, if any, available to the public, at the same time as it publishes the notice of additions to the agenda or further resolution proposals on items already on the agenda, in the same manner as the documents relating to the Shareholders' Meeting.

Since attendance at the Shareholders' Meeting and the exercise of voting rights may only take place through the **Designated Representative**, the Company – in order to allow the attendees of the Shareholders' Meeting to exercise the right set forth in Article 126-*bis*, paragraph 1, third sentence, TUF, and therefore to submit individual resolution proposals on items on the agenda – provides that those entitled to attend the Shareholders' Meeting and to vote may submit individual resolution proposals on items already on the agenda by **15 April 2025**, undertaking to publish them, in order to allow the proposals referred to in this paragraph to be known by all those entitled to attend the Shareholders' Meeting and exercise their voting right in time to provide voting instructions to the Designated Representative. In particular, the entitlement to submit such proposals is subject to the receipt by the Company of the statement confirming the ownership of the Shares on the "Record Date" pursuant to Article 83-*sexies* of the TUF.

Any resolution proposals received will be made available to the public on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) no later than **17 April 2025**, so that those entitled to vote can view them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative Computershare S.p.A.

11. Why did the Company decide to conduct the Shareholders' Meeting through the Designated Representative?

The Company - in the light of the intervening extension of the effectiveness of Article 106 of *Cura Italia* Decree, implemented by Article 3, paragraph 14-*sexies*, of Law Decree of 27 December 2024, No. 202, converted with amendments into Law of 21 February 2025, No. 15 (the so-called *Milleproroghe*) and conforming to the widespread practice among Italian issuers - has decided to avail itself of the possibility of holding the Shareholders' Meeting through the Designated Representative, in the light of the positive application experience of previous Shareholders' Meetings and the efficiency and simplifications connected to such system. Please also note that conducting the Shareholders' Meeting envisaged by the aforementioned Article 106 of *Cura Italia* Decree, compliant with the indications provided by Consob in its Communication No. 3 of 10 April 2020, also allows shareholders to exercise the fundamental prerogatives pertaining to the generality of shareholders, including the rights that can normally be exercised in the course of the Shareholders' Meeting, such as the possibility of individually submitting resolution proposals or questions on the items on the agenda, thus preserving the corporate dialectic.

12. Who can take part and vote in the Shareholders' Meeting and what do I have to do?

Participation in the Shareholders' Meeting and the exercise of voting rights may only take place through the Designated Representative. Those entitled to vote who intends to participate in the Shareholders' Meeting must be represented by proxy granted to the Designated Representative identified by the Company in Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145.

Pursuant to Article 83-*sexies* TUF, the entitlement to take part to the Shareholders' Meeting and to exercise voting rights is subject to the receipt by the Company of the statement issued by an authorized intermediary pursuant to the regulations in force, certifying the ownership of voting rights on the basis of the evidence of its accounting records relating to the Record Date (*i.e.*, **17 April 2025**).

The statement must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in single call (*i.e.*, **25 April 2025**). The entitlement to attend and vote remains unaffected if the notice is received by the Company even after the aforesaid deadline, provided that it is received within the Shareholders' Meeting, and without prejudice to the right to attend and vote at the Shareholders' Meeting being exercisable exclusively through the Designated Representative.

Credit and debit entries made to accounts after the Record Date are not relevant for the purposes of entitlement to exercise voting rights. Consequently, those who become owners of the Shares only after that date will not be entitled to take part to the meeting and exercise their voting rights.

The proxy to the Designated Representative shall contain voting instructions on all or some of the proposals on the agenda and will be effective only proposals in relation to which voting instructions have been conferred.

The proxy must be issued by the end of the second trading day prior to the date set for the Shareholders' Meeting in single call (*i.e.*, by **28 April 2025**).

In this regard, the downloadable form available on the website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) can be used and can be sent to Computershare S.p.A. to the certified e-mail address ufficioroma@pecserviziititoli.it within the terms indicated above in the manner indicated in the specific "Instructions for filling in and submitting the form" referred to in the aforementioned form.

Please also note that, as envisaged by Article 135-*undecies*.1 TUF, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* TUF as an exception to Article 135-*undecies*, paragraph 4, TUF, by executing the form available on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section) according to the terms and conditions indicated on the form.

Proxies and voting instructions are revocable in the same manner and within the same time limits set for their submission.

There are no procedures for voting by mail or electronic means.

The granting of a proxy/sub-proxy pursuant to Articles 135-*novies* and 135-*undecies* TUF does not entail any expenses for the Shareholder, except for those of transmission or mailing.

13. Did the notice of call of the Shareholders' Meeting published on the website include a deadline for the submission of questions before the Shareholders' Meeting?

Yes. Questions must be received by the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting on single call (and, therefore, no later than **17 April 2025**), pursuant to Article 127-*ter* TUF, together with the applicant's personal data (surname and first name, place and date of birth, tax code or, in the case of an entity or company, all identifying data) and the statement certifying ownership of the Shares on the Record Date. Such ownership may also be attested later, provided that it is attested by the third day following the Record Date.

Applications should be sent to the certified e-mail address assemblealottomatica@legalmail.it.

14. Will any questions submitted after the deadline indicated in the notice of call be answered?

The notice of call indicates the deadline by which the questions must be received by the Company. This means that only questions received by the Company by the deadline indicated in the notice of call (*i.e.*, **17 April 2025**) will be considered. Only to such questions the Company, pursuant to the aforementioned Article 127-*ter* TUF, is required to provide an answer.

On the contrary, the Company shall not be required to answer any questions received after the aforementioned deadline.

15. How are questions submitted within the deadline indicated in the notice of call answered before the Shareholders' Meeting?

In order to allow those entitled to vote to cast their votes through the Designated Representative, the answers to the questions submitted by Shareholders prior to the Shareholders' Meeting (which must be received no later than the seventh trading day prior to the date of the Shareholders' Meeting and therefore no later than **17 April 2025**) will be provided by the Company at least three days prior to the actual holding of the Shareholders' Meeting (*i.e.*, no later than **27 April 2025**) by means of publication on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section).

16. Will the minutes of the Shareholders' Meeting be made available on the web?

Yes. The minutes of the Shareholders' Meeting will be made available on the Company's website ("Governance - Shareholders' Meeting" Section), within 30 days from the date of the Shareholders' Meeting, subject to a notice to be published in a national daily newspaper.

In addition, within 5 days of the date of the Shareholders' Meeting, a summary statement of the voting will be made available on the Company's website containing the number of Shares: (i) represented at the Shareholders' Meeting (ii) for which a vote was cast on each item on the agenda; (iii) the percentage of capital that these Shares represent; and (iv) the percentage for votes in favour, against and abstentions to each resolution.