

Lottomatica Group S.p.A.

**DIVERSITY POLICY OF THE
BOARD OF DIRECTORS**

Approved by resolution of the Board of Directors of Lottomatica Group S.p.A.
on February 27, 2023

1. PURPOSE

This Diversity Policy (the “**Policy**”), adopted by the Board of Directors of Lottomatica Group S.p.A. (“**Lottomatica**” or the “**Company**”), describes the optimal characteristics of the Board’s composition so that it can most effectively carry out its duties, making decisions that can concretely make use of the contribution of a plurality of qualified points of view, capable of examining the issues under discussion from different perspectives.

This Policy is adopted in implementation of the provisions of Article 123-bis, paragraph 2, letter d-bis) of Legislative Decree No. 58 of February 24, 1998 (so-called “**Consolidated Law on Finance**”).

2. SCOPE OF APPLICATION

The Policy refers exclusively to the composition of Lottomatica’s Board of Directors.

3. GUIDING PRINCIPLES

The Company’s Board of Directors is aware that diversity and inclusion are two fundamental elements of corporate culture. In particular, the enhancement of diversity as a founding element of sustainability in the medium to long term of business activity represents a paradigm of reference for both the employees of the Lottomatica Group and the members of the Company’s Board of Directors. The Board of Directors of Lottomatica, while respecting the prerogatives due to the shareholders when designating and appointing the members of the same Board, hopes that in its composition an objective of integration of managerial and professional profiles, different from each other, will be pursued, with particular regard to the public gaming sector, economic, accounting, legal, finance, risk management, remuneration policies and social sustainability, and that it also takes into account the importance of a balanced presence of independent members and a balanced gender representation, as well as the benefits that can be derived from the presence of different age groups, including in terms of the plurality of managerial and professional perspectives and experiences.

The Company’s Board of Directors also considers it a priority that a collaborative, loyal and synergistic climate be maintained and consolidated internally, in which each Director is able to express his or her professionalism to the fullest, enriching the collegial dialectic, which is the prerequisite for any thoughtful and informed decision.

4. TYPES OF DIVERSITY AND RELATED GOALS

Regarding its own composition, the Board of Directors of Lottomatica believes that:

- (i) directors should be mostly nonexecutive in order to perform an important dialectical function and help monitor the choices made by executive directors;
- (ii) at least two Directors other than the Chairman of the Board of Directors should as a rule meet the independence requirements of the law and the Corporate Governance Code;
- (iii) nominees for Director of the least represented gender must be at least one-third of the total number of Directors;
- (iv) at least one Director must have adequate knowledge and experience in finance or compensation policies, and at least one Director must have adequate experience in

- accounting and finance or risk management;
- (v) in order to pursue a balance between the needs for continuity and renewal in management, a balanced combination of different lengths of tenure-as well as age groups-would need to be ensured within the Board of Directors;
 - (vi) the Non-Executive Directors should be represented by figures with a managerial and/or professional and/or academic and/or institutional profile such that they realize a diverse and complementary set of skills and experiences.

In particular:

- a. managerial profiles should have gained experience in positions of responsibility within the public gaming sector or sectors closely related to those in which the Company operates, or otherwise have gained experience in performing administration and control activities or managerial duties within industrial groups of significant or medium size and/or complexity, possess *business judgement* skills and a high orientation towards strategies and results;
 - b. professional profiles should have gained experience in positions of responsibility within relevant professional firms, consulting firms, investment funds or other public or private organizations and have carried out their professional activities in the fields of legal economic-financial, statistical- mathematical or otherwise in areas relevant to the activity carried out by the Company;
 - c. academic or institutional profiles should possess skills that can be useful in the pursuit of the Lottomatica Group's business;
- (vii) in view of the diversity of the roles played by the Chairman and the Chief Executive Officer, it is believed that they should possess the appropriate skills for the effective performance of their respective duties.

In particular:

- a. the Chairman should be a person with authority such as to ensure during the term of office a correct and transparent management of the functioning of the Board of Directors, within which he has the task of creating a strong spirit of cohesion, while representing a figure of guarantee for the shareholders. He or she should also have an adequate background in corporate governance, expertise in the economic-financial and legal fields, and experience in handling issues of strategic importance, as well as specific business issues, at the board level;
- b. the Chief Executive Officer should be a person with authority as well as recognized strategic vision and with a deep understanding of the public gaming market and its evolution. He or she should also have recognized leadership and a management style oriented toward the ability to create team spirit among employees.

In order for Lottomatica's Board of Directors to be able to carry out its duties in the most effective manner, in addition to the requirements in terms of diversity outlined above, it is considered essential that all Directors ensure sufficient time availability to the diligent performance of their duties, taking into account both the number and quality of positions held on the boards of directors and auditors of other companies and the commitment required of them by the additional work and professional activities performed and the association positions held.

5. WAYS OF IMPLEMENTING THE POLICY

First and foremost, this Policy is intended to guide the nominations made by members when renewing the entire Board of Directors, ensuring at that time that adequate consideration is given to the benefits that can be derived from a harmonious composition of the Board itself, aligned with the various diversity criteria outlined above.

6. MONITORING THE IMPLEMENTATION OF THE POLICY AND RELATED UPDATING

The Board of Directors of Lottomatica is responsible for monitoring the results resulting from the implementation of this Policy and updating it.

The Board, moreover, is committed to promoting this Policy also in order to raise awareness among shareholders to submit lists of candidates for Director appointments that are in line with the provisions of this Policy when the Board of Directors is next renewed.