

ANTI-BRIBERY & CORRUPTION POLICY AND GUIDELINES

Lottomatica Group SpA

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

LOTTOMatica

INDICE

1. Objective	3
2. What is corruption?	3
3. Scope	4
4. Commitments of the Group in terms of preventing corruption	4
5. Principles and rules for preventing corruption	5
6. How to report a breach of the Policy	7
7. The consequences of a breach of anti-corruption rules	7
8. Training and information	8

1. OBJECTIVE

Lottomatica Group S.p.A. (hereafter also the “Lottomatica Group”, “Parent Company” or the “Company”) and the companies controlled by it (hereafter also the “Group”) are aware of the negative effects of corrupt practices on economic and social development in the areas in which they operate and have drafted this document on “**Anti-bribery & corruption Policy and Guidelines**” (the “Policy”) to demonstrate that they are **committed to fight corruption in all its forms** and aim to promote a culture that deters corrupt activities and to facilitate the prevention and detection of such conduct.

This document therefore aims to:

- specify what is meant by corruption and outline the Group’s commitments in terms of preventing such activities;
- describe the general principles and rules of conduct to be followed in carrying out the Group’s activities in order to prevent corruption, illustrating both prohibited and acceptable behaviours in this regard;
- explain how to report a breach of the relevant rules and describe the consequences of a possible breach of the law and the company rules of procedure on preventing corruption;
- describe the training and information activities carried out by the Group on corruption prevention.

More generally, the Policy aims to foster a continuous improvement in the awareness of those who work in various capacities with the Group in terms of recognising corrupt practices, and in their response in taking an active role in preventing, combating and reporting possible breaches of anti-corruption legislation. This Policy is also in line with the tenth principle of the UN Global Compact¹, which states that “*Businesses should work against corruption in all its forms, including extortion and bribery*”.

2. WHAT IS CORRUPTION?

Corruption is defined as offering, promising, granting, giving, requesting, soliciting, inducing, instigating or receiving payments or other benefits, directly or indirectly, in order to obtain or maintain an undue advantage or a certain market position, or to achieve any other objective.

Corruption is also any form of abuse of one’s own or another’s role/power in order to obtain undue advantages for oneself or others. If this form of abuse is carried out by a public official or a person responsible for providing a public service, it constitutes bribery².

For the purposes of this Policy, the term corruption should be understood in the broadest possible sense and covers both “active” corruption (Group representatives bribing third parties) and “passive” corruption (Group representatives are bribed by third parties), with regard to one or more public or private parties, including cases involving the use of intermediaries who cooperate or offer to cooperate in carrying out corrupt activities.

Finally, it should be noted that instruments of corruption may be represented not only by money but by any other benefit or consideration that could unduly influence a private or public party in order to gain an undue advantage for the Group or a personal advantage for the agent concerned.

¹ UN commitment to contribute to a new phase of globalisation characterised by sustainability, international cooperation and partnership based on a multi-stakeholder approach. Through this commitment, the UN Global Compact requires participating companies and organisations to share, support and apply within their spheres of influence a set of core principles relating to human rights, labour standards, environmental protection and corruption prevention.

² In the remainder of this Policy, the term corruption also covers bribery.

3. SCOPE

Fighting corruption and rejecting it in any context, in any form or manner, is a concrete commitment for the Group.

As an effective demonstration of its commitment in this area, the Group has already adopted a Code of Ethics establishing the values that all Group companies and all entities and individuals working alongside them must adopt in order to achieve their objectives, as well as the relevant principles for conducting their business activities and complying with the applicable anti-corruption legislation.

As further confirmation of its commitment in this context, the Group has adopted this Policy through which the Board of Directors and Top Management explicitly require Group Companies and all entities and individuals working alongside them to adhere to the fundamental values of integrity, transparency and accountability and to promote a culture of compliance in which corruption is never permitted.

The Group has therefore introduced a policy of **zero tolerance for acts of corruption and prohibits such acts from being committed in any form**, whether direct or indirect. The Group therefore prohibits members of the Board of Directors and of Statutory Auditors (“Corporate Officers”), Employees, External Contractors and third parties in any way connected to the Group (“Business Partners”) from being involved in acts of corruption.

Each of the Group’s Corporate Officers, Employees and External Contractors is required to be familiar with the content of this Policy and to behave in accordance with its provisions. If they behave in a manner that is corrupt, those individuals may be subject to criminal and administrative sanctions and to corporate disciplinary action.

The Group also requires its Business Partners to comply with all laws, the above-mentioned Code of Ethics and this Policy. Failure to observe the relevant provisions and contractual clauses may also result in the corresponding contract being terminated.

4. COMMITMENTS OF THE GROUP IN TERMS OF PREVENTING CORRUPTION

The Group is committed to achieving high ethical and moral standards and to applying the principles of integrity, objectivity and honesty. It also wishes to demonstrate its opposition to corruption in the management of its business activities, and all Corporate Officers, Employees, External Contractors and Business Partners (“Policy Recipients” or “Recipients”) share this commitment.

In light of the above, the Group will make every effort to prevent corruption and will therefore undertake to:

- proactively combat corruption in the context in which it operates by promoting integrity and corruption-free ways of doing business among those who deal with the Group;
- conduct its business in full compliance with its regulatory obligations, prohibiting any act of corruption and constantly verifying that anti-corruption rules are being correctly applied and that the requirements of its Anti-Corruption Management System are adequate;
- refrain from doing business with a third party when there is a reasonable suspicion that acts of corruption may have been committed by that party or that it may be involved in such acts in some way;
- encourage Policy Recipients to report events/situations that are not in line with this document, using the procedures specified in Section 6 below;

- protect those who make reports in good faith from any form of retaliation;
- take appropriate action against Recipients who have behaved in a manner contrary to the Policy;
- constantly review and improve the systems and tools used to prevent corruption and, more generally, the Management System adopted;
- provide training for and increase awareness among Corporate Officers, Employees and External Contractors about how to prevent corruption;
- raise awareness among Business Partners on issues related to preventing corruption;
- appoint an Anti-Bribery and Corruption Officer who has independent powers to act and monitor and is tasked with:
 - overseeing the design and implementation of the Group-wide Management System for corruption prevention;
 - providing clarification to Recipients on corruption-related doubts and on the tools and measures available to prevent corruption.

These general commitments are translated into operational objectives circulated within the Group and updated on a regular basis.

5. PRINCIPLES AND RULES FOR PREVENTING CORRUPTION

The Group has established internal rules intended to prevent corruption based on the following general principles:

- **segregation of responsibilities:** an adequate segregation and separation of functions must be guaranteed so that no one in the Group can manage an entire process independently, thus ensuring a separation between those who physically perform an activity, those who authorise it and those who are delegated to monitor it;
- **delegation of powers and proxies:** the system of delegated powers and proxies must clearly identify the responsibilities assigned and the reporting lines for the Group Departments/Areas. In this context, signing powers must be appropriately formalised and clearly defined and must be attributed strictly in accordance with the requirements for use of corporate signatures associated with the specific organisational and management responsibilities of the authorised representative;
- **traceability and archiving:** all activities carried out and the related checks must be traceable and verifiable a posteriori. The documentation produced must therefore be filed in an orderly manner and must be easily retrievable;
- **impartiality and absence of conflicts of interest:** all Recipients must operate professionally, transparently, impartially and in compliance with anti-corruption legislation, and must promptly report any situation from which a conflict of interest could arise³, using the procedures specified in the Group's Code of Ethics. To avoid actual or potential situations of conflict of interest, the Group requires all counterparties to sign a specific declaration when a task is assigned or a working relationship commenced stating that there are no conditions reflecting any conflict of interest with the Group;
- **knowledge of potential business partners:** each Group Department/Area responsible for a process is required to undertake the following, within the scope of the process for which it is responsible:
 - perform due diligence (using criteria based on reasonableness and proportionality with respect to the type of relationship to be established as defined in the Group's procedures) to verify the reliability,

³ A conflict of interest arises when the impartial and objective exercise of a person's duties is potentially compromised or in any way affected by family, emotional or economic reasons or any other common interest with a Recipient.

reputation and suitability of third parties with which the Group is considering establishing business relationships;

- check that contracts with Business Partners include specific contractual clauses committing them to comply with the principles contained in the anti-corruption legislation, the Code of Ethics and the Policy;
- check that the services rendered by third parties in execution of the contracts entered into with the Group have effectively been provided, and ascertain that the amounts to be paid are fair;
- assess whether possible conflicts of interest as defined above have arisen and establish appropriate measures to prevent or contain possible bias in relationships.

In addition to the other prohibitions set out in this Policy, the Group's general rules on preventing corruption prohibit the following:

- directly or indirectly paying, offering or accepting facilitation payments, namely payments and benefits of any amount and type aimed at speeding up services—already due—from persons within or outside the Group;
- using a position within Group to try to influence any other person (inside or outside the Group) in order to obtain benefits and/or advantages for the Group or personally;
- accepting gifts in cash or cash-like vouchers;
- implementing:
 - any conduct that is not expressly prohibited by the Policy but has the same purpose as one of the types of conduct referred to as prohibited in the Policy;
 - initiatives aimed at circumventing or evading the prohibitions described in the Policy. These include but are not limited to the following situations:
 - a certain conduct referred to in the Policy is also prohibited if the perpetrator uses personal funds or means made available by a third party outside the Group;
 - a gift of money or other benefits is also prohibited where the beneficiary is not the person directly involved in the company's activities (public official, supplier, shopkeeper, etc.) but, for example, a family member, nominee, intermediary, creditor or debtor;
 - the giving/receiving of several gifts to/from the same Recipient, each of a modest value (less than €100), is prohibited if the total amount of such gifts over a period of six months exceeds that modest value.

The only behaviours considered acceptable by the Group are those that comply with the laws on preventing and combating corruption and the principles and rules set out in the Code of Ethics and this Policy. In this regard, the Group asks Corporate Officers, Employees and External Contractors to:

- comply not only with the requirements stated in this document but also with the protocols laid down in the Group's Organisation, Management and Control Model pursuant to Italian Legislative Decree No 231/01 and with the provisions stipulated in the company rules of procedure and in all documents forming part of the Anti-Corruption Management System;
- use due diligence in deciding whether there is a risk of corruption in concluding a specific transaction, consulting with a Manager and/or the Anti-Bribery and Anti-Corruption Officer before entering into a transaction if there are any doubts about that situation;
- before accepting or offering a gift or donation or a hospitality or representation expense, assess whether the offer complies with the Group's rules (in accordance with the relevant company policy) and, more generally, whether it might be perceived as being made with the aim of obtaining an undue benefit;
- bear in mind Group's reputation and how public opinion perceives its actions before carrying out any activity, especially in the case of gifts and hospitality expenses or interaction with public officials;
- immediately inform the Anti-Bribery and Anti-Corruption Officer and the relevant line manager if incidents of attempted bribery or requests for facilitation payments are suspected/take place.

6. HOW TO REPORT A BREACH OF THE POLICY

Breaches, or suspected breaches, of the anti-corruption legislation and/or of this Policy, as well as any direct or indirect request aimed at obtaining undue payments, gifts, personal benefits or other advantages for oneself or others, must be immediately reported through the specific communication channels made available by the Group, in accordance with the Group procedure for 'Management of reported breaches' published on the Group's institutional website, which governs the process of receipt, analysis and processing of reported breaches, including those received anonymously.

The Group is committed to a zero-tolerance stance on bribery and corruption and ensures that any behaviour in breach of the principles stated in this Policy and any concerns raised as possible acts of bribery and corruption will be assessed and, where appropriate, investigated and that disciplinary action will be taken in addition to any sanctions that may be applied under applicable external legislation.

No Employee will be demoted, sanctioned or otherwise harmed for refusing to commit acts of corruption or for reporting attempted or actual acts of corruption, even if such refusal results in a loss of business for the Group. The same guarantee that no sanctions will be applied and no harm will be caused in business dealings with the Group is provided to Business Partners.

7. THE CONSEQUENCES OF A BREACH OF ANTI-CORRUPTION RULES

A breach of the anti-corruption laws, this Policy and other Group regulatory instruments concerning corruption prevention may constitute a breach of the law, a breach of contractual obligations arising from an existing relationship and/or a disciplinary offence.

If the breach is committed by a Corporate Officer, an Employee or an External Contractor, the Group—in accordance with the applicable legislation and the corporate rules of procedure in force—will implement the necessary disciplinary measures, using criteria that guarantee the adequacy and proportionality of the imposed sanction to the breach committed.

Similarly, if the breach is committed by a Business Partner, that entity will be subject to the contractual penalties established by law and by the specific contractual clauses signed. In the most serious cases, this may result in the contract being terminated and the Business Partner concerned being prohibited from maintaining business relationships with the Group in the future.

Disciplinary measures or contractual sanctions will also apply to any person who breaches the measures put in place to protect individuals who report corrupt conduct relevant to this Policy, and to any person who makes a report in bad faith that is established as unfounded.

In addition to the above, any such person may also be liable to claims for damages or to legal proceedings before the competent courts, including criminal proceedings.

8. TRAINING AND INFORMATION

The Company promotes awareness of the Policy among Recipients. To this end, the Group:

- promotes awareness of the Policy among Corporate Officers, Employees and External Contractors by means of:
 - a statement on the adoption of the Policy;
 - training actions differentiated according to the level of exposure to the risk of corruption and intended to ensure that the Policy is adequately disseminated and properly understood;
 - publication of the Policy on the corporate intranet;
- makes the Policy available to its Business Partners on its institutional website and asks them to sign a declaration stating that they have read it and undertake to comply with it and that they will ensure that their assignees and contractors do the same.

LOTTOMatica

www.lottomaticagroup.com