

LOTTOMATICA GROUP S.P.A.**THE PLAN FOR THE MERGER OF LOTTOMATICA S.P.A. INTO
LOTTOMATICA GROUP S.P.A. HAS BEEN APPROVED**

Rome (Italy), 18 June 2024 – The administrative bodies of Lottomatica Group S.p.A. ("Lottomatica Group" or the "Merging Company") and Lottomatica S.p.A. ("Lottomatica" or the "Merged Company") approved today the Merger Plan, jointly drafted and prepared pursuant to articles 2501-ter and 2505 of the Italian Civil Code, concerning the merger by incorporation of Lottomatica into Lottomatica Group (the "Merger Project" and, the merger as a whole, the "Merger").

Lottomatica Group, whose shares are listed on Euronext Milan, holds the entire share capital of Lottomatica.

1. Purpose of the Merger

The Merger serves a variety of purposes, such as, inter alia, the optimisation of cash flow management within the group headed by Lottomatica Group, the integration of the control structures of the companies involved in the Merger, the simplification of the shareholding structure with a consequent increase in decision-making efficiency and management streamlining, as well as the reduction of operating costs, accounting and administrative requirements.

2. Modalities, terms and timing of the Merger

It is envisaged that the Merger shall take place through the incorporation of Lottomatica by Lottomatica Group, with cancellation of the shares representing the entire share capital of the Merged Company and without an increase in the share capital of the Merging Company, in accordance with the rules governing mergers by incorporation of wholly-owned companies pursuant to Article 2505 of the Italian Civil Code, since the entire share capital of Lottomatica is held by its sole shareholder Lottomatica Group.

It should be noted that pursuant to Article 2505 of the Italian Civil Code, it is not necessary to establish, inter alia, the exchange ratio between the shares of the Merged Company and

Lottomatica Group S.p.A

Via degli Aldobrandeschi, 300, 00163 Roma, Italia
T +39 06 898651, F +39 06 8986559, pec: lottomaticagroup@legalmail.it
Gruppo IVA 15432831004, C. F. 11008400969, REA RM 1694552
Capitale sociale € 10.000.000,00 i.v.

the shares of the Merging Company, as well as any cash adjustment (pursuant to Article 2501-ter, first paragraph, no. 3, of the Italian Civil Code).

Pursuant to Article 2505 of the Italian Civil Code, it is also not necessary for the administrative bodies of the companies participating in the Merger to prepare the reports illustrating and justifying, from a legal and economic standpoint, the Merger Plan and the share exchange ratio referred to in Article 2501-quinquies of the Italian Civil Code, nor is it necessary for one or more experts to prepare the report on the fairness of the share exchange ratio referred to in Article 2501-sexies of the Italian Civil Code.

The decision on the Merger will be adopted by the administrative bodies of the companies participating in the Merger (rather than by the respective extraordinary shareholders' meetings), in accordance with Article 2505, paragraph two, of the Italian Civil Code and the by-laws of the companies participating in the Merger, after the expiration of the terms set forth in Article 2501-ter, paragraph four, of the Italian Civil Code and Article 2501-septies, paragraph one, of the Italian Civil Code.

Pursuant to Article 2501-quater, paragraph two, of the Italian Civil Code, the preparation of the balance sheets of the companies participating in the Merger referred to in Article 2501-quater, paragraph one, of the Italian Civil Code, is replaced by the balance sheets of the last financial year (ending on 31 December 2023).

The legal effects of the Merger shall take place, pursuant to Article 2504-bis, second paragraph, of the Italian Civil Code from the following date (the "Legal Effective Date"):

- (i) if the last of the registrations required by Article 2504 of the Italian Civil Code takes place on or before 31 October 2024 (inclusive), the Legal Effective Date shall be 1 November 2024; and
- (ii) if the last of the registrations required by Article 2504 of the Italian Civil Code takes place on or after 1 November 2024 (inclusive), the Legal Effective Date shall coincide with the date on which the last of the aforesaid registrations takes place.

As of the Legal Effective Date, Lottomatica Group shall take over, by full right and without interruption, all the active and passive legal relationships pertaining to Lottomatica. Furthermore, as of the Effective Date, all corporate bodies and offices of Lottomatica shall cease, as well as the powers of attorney granted by the same corporate bodies in the exclusive interest of Lottomatica shall be revoked ipso jure.

Lottomatica Group S.p.A

Via degli Aldobrandeschi, 300, 00163 Roma, Italia

T +39 06 898651, F +39 06 8986559, pec: lottomaticagroup@legalmail.it

Gruppo IVA 15432831004, C. F. 11008400969, REA RM 1694552

Capitale sociale € 10.000.000,00 i.v.

Lottomatica's transactions shall be charged to the financial statements of the Lottomatica Group, pursuant to Article 2501-ter, paragraph 1, no. 6 of the Italian Civil Code, as of the first day of the financial year in which the Merger shall become legally effective.

3. Further information

Please note that the Merger does not require the publication of the information document required by Article 70, paragraph 6, of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (the "Issuers' Regulations") and by Annex 3B of the same Issuers' Regulations, as this is a merger transaction between a listed issuer (the Merging Company) and a wholly-owned subsidiary (the Merged Company) and the Company has exercised its right to waive the disclosure requirements set forth in Articles 70, paragraph 6 and 71, paragraph 1 of the Issuers' Regulations.

Finally, it should be noted that the Merger is a transaction with a subsidiary (the Merged Company) to which the provisions contained in the procedure for transactions with related parties (the 'RPT Procedure'), adopted by the Company's Board of Directors on 5 May 2023, in accordance with the Related Party Transaction Regulation adopted by Consob Resolution No. 17221 of 12 March 2010, as subsequently amended, do not apply, as there are no significant interests of other related parties in the subsidiary (the Merged Company).

For further information:

Investor Relations

ir@lottomatica.com

Lottomatica Group S.p.A

Via degli Aldobrandeschi, 300, 00163 Roma, Italia
T +39 06 898651, F +39 06 8986559, pec: lottomaticagroup@legalmail.it
Gruppo IVA 15432831004, C. F. 11008400969, REA RM 1694552
Capitale sociale € 10.000.000,00 i.v.

About Lottomatica Group S.p.A.

With approximately €36 billion bets and €1.9 billion of consolidated pro forma revenues in FY 2023, Lottomatica is the leader player in the Italian gaming market. It operates across three segments: Online, Sports Franchise and Gaming Franchise. Lottomatica offers safe and engaging gaming experiences across all channels. The Group counts on the expertise of approximately 2,600 direct employees and its large franchising network. As of 31 December 2023, pro forma, Lottomatica has a customer base of more than 1.7 million online customers and distributes its gaming products across approximately 18,300 points of sales.

Lottomatica Group S.p.A

Via degli Aldobrandeschi, 300, 00163 Roma, Italia

T +39 06 898651, F +39 06 8986559, pec: lottomaticagroup@legalmail.it

Gruppo IVA 15432831004, C. F. 11008400969, REA RM 1694552

Capitale sociale € 10.000.000,00 i.v.