



## LOTTOMATICA GROUP S.P.A.

### THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF LOTTOMATICA GROUP S.P.A. APPROVED THE 2024 FINANCIAL STATEMENTS, THE DISTRIBUTION OF A DIVIDEND OF EURO 0.30 PER SHARE, THE AUTHORIZATION TO PURCHASE TREASURY SHARES, THE REMUNERATION POLICY, THE CANCELLATION OF ANY TREASURY SHARES ACQUIRED AND SOME AMENDMENTS TO THE ARTICLES OF ASSOCIATION

**Rome (Italy), 30 April 2025** - Today, the Ordinary and Extraordinary Shareholders' Meeting of Lottomatica Group S.p.A. ("**Lottomatica**" or the "**Company**") was held in a single call, under the chairmanship of Andrea Moneta.

#### The Ordinary Shareholders' Meeting:

- approved the financial statements as of 31 December 2024. The consolidated financial statements as of 31 December 2024, including the Sustainability Report prepared in accordance with the Corporate Sustainability Reporting Directive (Directive 2022/2464/EU), were also presented;
- approved the distribution of a dividend of Euro 0.30 per share;
- resolved to authorize the purchase and disposal of treasury shares;
- approved the first section of the Report on the remuneration policy and compensation paid, prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58/1998; expressed a favorable vote on the second section of the Report on the remuneration policy and compensation paid, pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58/1998.

#### The Extraordinary Shareholders' Meeting:

- approved the cancellation of any treasury shares acquired based on the authorization granted in the ordinary session, without reducing the share capital, and the consequent amendments to the Articles of Association;
- approved further amendments to the Articles of Association.

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#### Financial Statements and Consolidated Financial Statements as of 31 December 2024

The Ordinary Shareholders' Meeting approved the financial statements as of 31 December 2024 and resolved to distribute a gross unit dividend of **Euro 0.30** per share, for a total amount of **Euro 75 million**, subject to the actual number of shares entitled to payment to be determined on **20 May 2025**. The ex-dividend date will be **19 May 2025**, with payment on **21 May 2025**.

As previously announced, in the 2024 financial year, Lottomatica Group S.p.A. recorded consolidated revenues of Euro 2,004.7 million, up 23% compared to Euro 1,632.5 million in the 2023 financial year.

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Adjusted EBITDA<sup>1</sup> reached Euro 706.9 million in the 2024 financial year, and Adjusted Net Profit<sup>2</sup> amounted to Euro 254.3 million, up 17.8% compared to the 2023 financial year.

## **Authorization to Purchase and Dispose of Treasury Shares**

The Ordinary Shareholders' Meeting resolved:

- (i) to authorize pursuant to and in compliance with Articles 2357 et seq. of the Italian Civil Code and Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, the purchase of treasury shares of the Company, on one or more tranches up to a maximum number that, taking into account the shares from time to time held in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the total number of shares of the Company's total shares in circulation time by time, for a maximum period of 18 months from the resolution. The aforementioned purchase will in any case take place within the limits of distributable profits and available reserves resulting from the latest approved financial statements at the time each transaction is carried out, and in any case, to the extent that at any time the total value of the treasury shares held by the Company never exceeds one fifth of the share capital, taking into account also any shares held by subsidiaries;
- (ii) to authorize the disposal, at any time, without time limits, in whole or in part, in one or more tranches, and including before having completed the purchases, of the purchased treasury shares, for the same purposes of the purchase.

The Shareholders' Meeting also defined, as proposed by the Board of Directors, the purposes, terms, and conditions of the purchase and disposal of treasury shares, identifying in particular the methods for calculating the purchase price, which must not deviate, downwards or upwards, by more than 20% from the reference price that the Company's shares will have recorded in the stock market session on the day preceding each individual transaction.

Further information related to this resolution is included in the specific report of the Board of Directors available on the Company's website, at [www.lottomaticagroup.com](http://www.lottomaticagroup.com), in the "Governance - Shareholders' Meeting - Documents and reports" section.

## **Report on the Remuneration Policy and compensation paid**

With reference to the Report on the remuneration policy and compensation paid pursuant to Article 123-*ter* of Legislative Decree No. 58/1998, the Ordinary Shareholders' Meeting:

- approved, with a binding resolution, the first section on the remuneration policy prepared pursuant to Article 123-*ter*, paragraph 3, of Legislative Decree No. 58/1998; and
- resolved, expressing a favorable vote, on the second section on compensation paid prepared pursuant to Article 123-*ter*, paragraph 4, of Legislative Decree No. 58/1998.

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<sup>1</sup> Adjusted EBITDA calculated as net profit for the year adjusted for: (i) income tax expense; (ii) finance income; (iii) finance expenses; (iv) share of profit/(loss) of equity accounted investments; (v) depreciation, amortization and impairments; (vi) costs related to M&A and international activities; (vii) integration costs (including expenses on corporate restructuring, redundancy and higher costs incurred in relation to renegotiated operating contracts); (viii) other income and expenses that, in view of their nature, are not reasonably expected to recur in future periods.

<sup>2</sup> Adjusted Net Profit calculated as net profit for the year adjusted for: (i) amortization of higher value of assets resulting from business combinations following PPA; (ii) other non-recurring costs and income excluded from Adjusted EBITDA, (iii) finance income and expenses that, due to their nature, are not reasonably expected to recur in future periods, (iv) other non-monetary items recorded in finance expenses and (v) tax effects on such adjustments.

The aforementioned Report is available on the Company's website, at [www.lottomaticagroup.com](http://www.lottomaticagroup.com), in the "Governance - Shareholders' Meeting - Documents and reports" section.

## **Cancellation of Treasury Shares, without Reduction of Share Capital, and consequent Amendments to the Articles of Association**

The Extraordinary Shareholders' Meeting resolved to cancel, without reducing the share capital, all Lottomatica shares that will be acquired based on the authorization granted in the ordinary session up to a maximum number of Lottomatica shares not exceeding 10% of the total number of shares of the Company in circulation at any given time, except for the shares necessary to serve the commitments arising from existing stock incentive plans or to be used for extraordinary transactions, such as M&A opportunities.

The Extraordinary Shareholders' Meeting also resolved to approve, as of now, upon completion of the cancellation of treasury shares, the amendment of Article 5, paragraph 1, of the Articles of Association in the part relating to the number of shares into which the share capital of Lottomatica Group S.p.A. is divided, indicating in the same paragraph the number of shares that will actually exist as a result of the execution of each cancellation and to delegate to the Board of Directors and, for it, to the Chairman of the Board of Directors and the Chief Executive Officer, also separately, to amend the aforementioned provision of the Articles of Association by updating the number of such shares and to perform any act necessary or appropriate in this regard.

Finally, the Extraordinary Shareholders' Meeting resolved to delegate to the Board of Directors and, on its behalf, to the Chairman and the Chief Executive Officer, each severally, to proceed, once the cancellation of treasury shares has been completed, with the repeal of the aforementioned new last paragraph of Article 5 of the Articles of Association.

Further information related to this resolution is included in the specific report of the Board of Directors available on the Company's website, at [www.lottomaticagroup.com](http://www.lottomaticagroup.com), in the "Governance - Shareholders' Meeting - Documents and reports" section.

## **Further Amendments to the Articles of Association**

The Extraordinary Shareholders' Meeting approved: (i) the deletion of paragraph (v) of Article 15 of the Articles of Association, introduced by resolution of the Shareholders' Meeting on 9 April 2024, thus abolishing the so-called "totalitarian Board of Directors" ("*Consiglio di Amministrazione totalitario*") provision, which provided that meetings of the Board of Directors were valid with the presence of the majority of its members, provided that all members had been informed and no one had opposed the holding of the meetings, and (ii) the consequent amendment of Article 17, paragraph i, of the Articles of Association.

The explanatory report regarding the amendments to the Articles of Association is available on the Company's website, at [www.lottomaticagroup.com](http://www.lottomaticagroup.com), in the "Governance - Shareholders' Meeting - Documents and Reports" sections. The text of the Articles of Association as resulting from the resolutions of the Shareholders' Meeting, highlighting the amendments made, will be published as required by applicable regulations.

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For more details, please refer to the press releases issued on 21 March, 27 March, and 15 April 2025, and the supporting documentation available to the public at the Company's registered office in Rome, via degli Aldobrandeschi 300, on the Company's websites at [www.lottomaticagroup.com](http://www.lottomaticagroup.com) (Sections

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"Governance - Shareholders' Meeting" and "Investors – Press Releases") and the authorized storage mechanism called "1Info" ([www.1info.it](http://www.1info.it)), in accordance with the terms and methods of the law.

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**For further information:**

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### **About Lottomatica Group S.p.A.**

With over €39 billion in bets and €2.0 billion of consolidated revenues in FY 2024, Lottomatica is the leading 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 2,700 direct employees and its large franchising network. As of 31 December 2024, Lottomatica has a customer base of more than 2 million online customers and distributes its gaming products across approximately 17,800 points of sale.

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