

# LOTTOMatica

## NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF LOTTOMATICA GROUP S.P.A.

The Ordinary and Extraordinary Shareholders' Meeting of Lottomatica Group S.p.A. ("**Lottomatica**" or the "**Company**") is convened, in a single call, for **20 April 2026**, at 12:00 p.m., exclusively by means of telecommunication, in accordance with Article 8, paragraph ii., of the Company's Articles of Association (the "**Articles of Association**"), to discuss and resolve on the following

### AGENDA

#### Ordinary session

- 1. Financial Statements and Consolidated Financial Statement as of 31 December 2025.**
  - 1.1. Approval of the Financial Statements as of 31 December 2025 and presentation of the Consolidated Financial Statements as of 31 December 2025 together with the Management Report for 2025 – including the Sustainability Report prepared in accordance with the Corporate Sustainability Reporting Directive (Directive 2022/2464/EU) – and the Reports of the Board of Statutory Auditors and of the External Auditors; inherent and consequent resolutions.
  - 1.2. Allocation of profit for the year and distribution of available reserves; inherent and consequent resolutions.
- 2. Appointment of the Board of Directors.**
  - 2.1. Determination of the number of members of the Board of Directors;
  - 2.2. Determination of the term of office of the Directors;
  - 2.3. Appointment of the Directors;
  - 2.4. Determination of the total remuneration of the Directors.
- 3. Appointment of the Board of Statutory Auditors.**
  - 3.1. Appointment of the members of the Board of Statutory Auditors;
  - 3.2. Appointment of the Chairman of the Board of Statutory Auditors;
  - 3.3. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and of the Standing Auditors.
- 4. Proposal to delegate the Board of Directors with the powers to implement a share buyback program and dispose of the purchased treasury shares, subject to the revocation of the prior authorization approved by the Shareholders' Meeting on 30 April 2025 for the part, if any, not yet executed; inherent and consequent resolutions.**
- 5. Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58/1998.**
  - 5.1. Binding resolution on the first section on remuneration policy drafted pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58/1998.
  - 5.2. Non-binding resolution on the second section on compensation paid drafted pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58/1998.

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**6. Adoption of the “2026-2028 Stock Options Plan” pursuant to Article 114-*bis* of the Legislative Decree No. 58/1998; inherent and consequent resolutions.**

**Extraordinary session**

**1. Cancellation of treasury shares with no reduction of the share capital; consequent amendment to Article 5 of the Articles of Association; inherent and consequent resolutions.**

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**I. Conduct of the Shareholders’ Meeting**

Please note that the Shareholders’ Meeting will be held in accordance with the procedures set forth in Article 106, paragraph 7, of Law Decree of 17 March 2020, No. 18 (the so-called “Cura Italia Decree”), as converted, with amendments, into Law of 24 April 2020, No. 27, the effectiveness of which was lastly extended by Article 4, paragraph 11, of Law Decree of 31 December 2025, No. 200, converted with amendments into Law of 27 February 2026, No. 26 (the so-called “*Milleproroghe*”). Therefore, attendance at the Shareholders’ Meeting and the exercise of voting rights by those entitled will be possible exclusively **granting a written proxy (or, as the case may be, sub-proxy) with voting instructions on all or some of the proposals on the items on the agenda to the representative designated** by the Company, pursuant to Article 135-*undecies* of Legislative Decree of 24 February 1998, No. 58 as later amended and supplemented (the “TUF”) – Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145 (the “**Designated Representative**”), in accordance with the paragraph “*Entitlement to attend the Shareholders’ Meeting and exercise voting rights*” below. It is specified that proxies and/or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-*novies* TUF.

**II. Description of the share capital**

The share capital of the Company, subscribed and fully paid-in, amounts to Euro 10,000,000.00 and is divided into 251,630,412 ordinary shares with no nominal value, each of which entitles the holder to one vote at the Shareholders’ Meeting. As stated in the press release published today concerning the periodic disclosure on the purchase of treasury shares, as of 6 March 2026 the Company holds no. 15,636,802 treasury shares, representing 6,214% of the outstanding ordinary shares, in respect of which the voting rights are suspended by Law.

Detailed information on the amount of the share capital and its composition is available on the Company’s website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), “*Investors - Shareholding*” Section).

**III. Entitlement to attend the Shareholders’ Meeting and exercise voting rights**

Pursuant to Article 83-*sexies* of the TUF, the entitlement to attend the Shareholders’ Meeting and to exercise the voting rights, exclusively by granting a specific proxy (or sub-proxy) to the Designated Representative, is subject to the receipt, by the Company, of a specific statement issued by an authorized intermediary in accordance with the regulations in force, certifying ownership of the voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders’ Meeting (*i.e.*, **9 April 2026**, the so-called “**Record Date**”). Credit and debit entries made to the accounts after **9 April 2026** are not relevant for the entitlement to exercise voting rights at the Meeting. Therefore, those who are found to hold shares only after that date will not be entitled to attend the Shareholders’ Meeting and to exercise the voting rights at the Meeting and will not be entitled to grant any proxy (or sub-proxy) to the Designated Representative.

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The statement from the authorized intermediary must be received by the Company by the end of the third trading day before the date of the Shareholders' Meeting in a single call (and, therefore, by **15 April 2026**). Nevertheless, Shareholders will be entitled to attend and vote even if the Company has received such statement after the aforesaid time limit, provided it is received within the beginning of the Shareholders' Meeting and without prejudice to the principle that the right to attend and vote at the Shareholders' Meeting can be exercised exclusively through the Designated Representative.

Please note that the above-mentioned communication to the Company is carried out by the authorised intermediary at the request of the person entitled to the relevant right. Holders of voting rights are required to give instructions to the authorised intermediary with whom the relevant accounts are held in order for such intermediary to transmit the aforementioned communication to the Company. Any advance notice requirements imposed by the authorised intermediary, as well as any fees, charges and/or other costs connected with the fulfilment of the obligations falling within the latter's responsibility, shall in no event be borne by the Company.

Shareholders may attend and exercise their voting rights at the Shareholders' Meeting exclusively granting a proxy to the Designated Representative, pursuant to Article 135-*undecies* TUF, or proxies and sub-proxies pursuant to Article 135-*novies* TUF, in accordance with the procedures set forth below.

Notwithstanding the foregoing, attendance at the Shareholders' Meeting is governed by the provisions of the relevant laws and regulations, as well as by the provisions contained in the Articles of Association and the Regulations for Shareholders' Meetings, which are available on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Documents and Procedures" Section).

#### **IV. Attendance and voting through the Designated Representative**

Attendance at the Shareholders' Meeting by those entitled to exercise voting rights shall be permitted exclusively by granting a free proxy to the Designated Representative, namely Computershare S.p.A., alternatively pursuant to: (i) Article 135-*undecies* TUF; or (ii) Article 135-*novies* TUF.

##### *a) Proxy to the Designated Representative pursuant to Article 135-undecies TUF*

The proxy to the Designated Representative, granted pursuant to Article 135-*undecies* of the TUF, must contain voting instructions on all or some of the proposals on the agenda and will be effective only for the proposals in relation to which voting instructions have been conferred. Therefore, please note that the proxy will not be effective with regard to proposals for which voting instructions have not been given.

In any case, the proxy must be granted by the end of the second trading day preceding the date set for the single call of the Shareholders' Meeting (thus, by 11:59 p.m. of **16 April 2026**).

In this regard, the downloadable form available on the website ([www.lottomaticagroup.com](http://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@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.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.

##### *b) Proxy or sub-proxy to the Designated Representative pursuant to Article 135-novies TUF*

Please also note that, as provided for in Article 135-*undecies*.1 of the TUF, the Designated Representative may also be granted proxies or *sub*-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF by executing the form available on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section) in accordance with the procedure and within the deadlines indicated in the form.

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In order to allow the Company and the Designated Representative to receive and verify the proxies (or sub-proxies) in advance of the commencement of the Shareholders' Meeting, entitled persons are recommended to submit their proxies (or sub-proxies) by 11:59 p.m. of 16 April 2026; it being understood that the Designated Representative may also accept proxies and/or sub-proxies and/or voting instructions after the above-mentioned deadline, provided that they are received prior to the commencement of the Shareholders' Meeting.

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Proxies (or sub-proxies) and voting instructions given in accordance with the preceding paragraphs shall be 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 proxy/sub-proxy pursuant to Articles 135-*novies* and 135-*undecies* of the TUF does not entail any expenses for the Shareholder, except for those of transmission or mailing.

Computershare S.p.A. is available to Shareholders to provide any information and clarifications that may be necessary through the number +390645417414, as well as at the e-mail address [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

#### **V. Supplement of the agenda and submission of additional resolution proposals**

##### **Right to supplement the agenda and submit additional resolution proposals by shareholders holding, also jointly, at least one fortieth of the share capital (pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF)**

Pursuant to Article 126-*bis*, paragraph 1, first sentence, of the TUF, Shareholders who, also jointly, hold at least one fortieth of the share capital may request, within ten days after the publication of this notice (*i.e.*, by **21 March 2026**), the addition of items to the agenda, indicating in the request the additional items proposed or submit additional resolution proposals on items already on the agenda of this notice of call.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting shall vote, in accordance with the law, on the proposal of the directors or based on a draft or report prepared by them.

Only those shareholders in whose favor the Company has received appropriate statement from the authorized intermediary in accordance with current regulations are entitled to request additions to the agenda or to submit new resolution proposals on items already on the agenda.

Requests for additions and further resolution proposals, formulated in a clear and complete manner, must be submitted in writing and must be sent to the Company, indicating as reference "*Additions to the agenda pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF*" and/or "*Resolution proposal pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF*" together with information enabling the identification of the person making the submission, including the certifications issued by the authorized intermediary(ies), in accordance with their accounting records, attesting ownership of at least one-fortieth of the share capital and – where possible – a telephone contact number. The aforementioned requests must be sent to the Company, within the aforementioned deadline (*i.e.*, by **21 March 2026**), by registered mail to the Company's registered office, via degli Aldobrandeschi 300, Rome, to the attention of the *Legal* department, or electronically, by sending them to the certified e-mail address [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it).

Within the same deadline and in the same manner, the proposing Shareholders shall submit to the Company's Board of Directors a report stating the reasons for the resolution proposals on the additional matters they propose to discuss or the reasons for the additional proposed resolutions submitted on matters already on the agenda.

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Notice of additions to the agenda and/or the submission of new resolution proposals on items already on the agenda will be given, if any, in the same form as prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting (i.e., by **3 April 2026**, which represents the last working day preceding the expiry of the deadline, i.e. 5 April 2026, as the latter falls on public holiday).

In such a case, the Board of Directors will make the report received, together with its own evaluations, if any, available to the public at the same time as it publishes the notice of the addition 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.

The Company reserves the right not to accept proposed agenda additions and resolution proposals received by certified e-mail that are illegible or transmitted with corrupted files.

**Submission of resolution proposals by those entitled to vote (pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the TUF)**

Since attendance at the Shareholders' Meeting is permitted exclusively through the Designated Representative, for the sole purpose of this Shareholders' Meeting, those entitled to vote who wish to individually submit resolution proposals to the Company on the items on the agenda – pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the TUF – are invited to submit such proposals by **5 April 2026**.

Entitlement to individual submission of resolution proposals is subject to the Company's receipt of the statement required by Article 83-sexies of the TUF.

The resolution proposals, clearly and completely formulated, must be submitted in writing and must be sent to the Company, indicating as reference "*Resolution proposals pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the TUF*", together with the information that allow the identification of the party presenting them, including the certifications issued by the authorised intermediary(ies), in accordance with their accounting records, attesting ownership of Lottomatica share(s) – where possible – a telephone number. The aforementioned proposals must be sent to the Company, within the aforementioned deadline (i.e., by **5 April 2026**), by registered mail to the Company's registered office, via degli Aldobrandeschi 300, Rome, to the attention of the *Legal* department, or electronically, by sending them to the certified e-mail address [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it).

Any resolution proposals received will be made available to the public on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "*Governance - Shareholders' Meeting*" Section) by **7 April 2026**, so that those entitled to exercise the voting right may examine them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative.

The Company reserves the right not to accept resolution proposals by certified e-mail that are illegible or transmitted with corrupted files.

## **VI. Right to ask questions before the Shareholders' Meeting**

Those entitled to vote may ask questions on the items on the agenda prior to the Shareholders' Meeting. Questions must be received by the Company by the seventh trading day prior to the date of the Shareholders' Meeting at single call (and, therefore, by the Record Date, i.e., **9 April 2026**), together with the applicant's personal data (surname and first name, place and date of birth, tax identification number or all identifying data in the case of an entity or company) and certification attesting the ownership of the shares on the Record Date. Ownership may also be attested later, provided that it is attested within the third day following the Record Date. The Company does not ensure any answers to the questions received after that term. Questions must be sent to the certified e-mail address [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it).

In order to enable those entitled to vote to cast their votes through the Designated Representative, also taking into account the feedback provided by the Company to these questions, the answers will be provided by **16**

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**April 2026** by means of publication on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section). The Company may provide a single consolidated response to questions having the same content.

The Company will not consider questions received that are not strictly pertinent to the items on the agenda of the Shareholders' Meeting as well as those for which the requested information is already made available in "Q&A Shareholders' Meeting" format on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section) and, therefore, in such cases, the Company will not be required to answer them.

## VII. Appointment of the Board of Directors

Pursuant to Article 13 of the Articles of Association (available on the Company's website, [www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Documents and Procedure" Section), the Company shall be managed by a Board of Directors consisting of a minimum of 7 (seven) and a maximum of 15 (fifteen) members, whether shareholders or non-shareholders. The Shareholders' Meeting shall determine the number of Directors within the aforesaid limit, prior to their appointment. Directors are appointed for a term of 3 (three) financial years, or any shorter period as may be determined by the Shareholders' Meeting at the time of appointment and are eligible for reappointment. Their office expires on the date of the Shareholders' Meeting convened to approve the financial statements for the last financial year of their term of office, except for the causes of termination and forfeiture provided for by law and the Articles of Association.

Pursuant to Article 13 of the Articles of Association, the Board of Directors shall be appointed on the basis of slates in compliance with the laws and regulations in force from time to time, including with regard to the applicable rules on gender balance, as set forth in the Articles of Association, to which reference is made.

The following have the right to submit slates: (a) Shareholders who, at the time of submission of the slate, hold – alone or together with other shareholders – ordinary shares representing at least 1% of the share capital represented by shares with voting rights in the Ordinary Shareholders' Meeting, pursuant to the Consob Executive Determination No. 155 of 27 January 2026, and (b) the outgoing Board of Directors.

Each slate shall list candidates, marked with a sequence number, in a number not exceeding the number of members to be elected. Each slate shall indicate which candidates meet the **independence requirements** established by the laws and regulations in force from time to time; if it contains a number of candidates greater than 7 (seven), it shall contain and expressly indicate at least 2 (two) directors who meet such requirements.

It should be noted that, pursuant to Recommendation No. 5 of the Corporate Governance Code, in "*large companies*" other than those with a "*concentrated ownership structure*", such as Lottomatica, independent directors (both pursuant to the TUF and to the Corporate Governance Code, also taking into account the quantitative and qualitative criteria adopted from time to time by the Board of Directors) represent at least half of the members of the Board of Directors.

With reference to compliance with the independence requirements, it should also be noted that the Board of Directors, in order to align with the Recommendations of the Corporate Governance Code, approved on 27 February 2023 the document entitled "*Policy on qualitative and quantitative criteria for the assessment of independence requirements pursuant to Article 2, Recommendation 7, first paragraph, letters (c) and (d), of the Corporate Governance Code*", which is aimed at identifying the qualitative and quantitative criteria for assessing the independence of Lottomatica's Directors and Statutory Auditors and at identifying "*close family members*" for the purposes of Recommendation No. 7, letter (h), of the Corporate Governance Code (the "**Significance Criteria**"). In this regard, it is recalled that, for the purposes of qualifying a candidate as an Independent Director, account must also be taken of the above-mentioned Significance Criteria as illustrated in the "*Guidelines of the Board of Directors of Lottomatica Group S.p.A. to Shareholders on the quantitative and qualitative composition of the new Board of Directors*" and in the "*Board of Directors' report on the proposals on the item of the agenda of the ordinary and extraordinary Shareholders' Meeting convened for 20*

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April 2026”, available on the Company’s website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), “Governance - Shareholders’ Meeting” Section).

Slates that present a number of candidates equal to or greater than three must include candidates of both genders, in accordance with the provisions in force from time to time regarding **gender balance**.

The gender balance regulations provide that the least represented gender must obtain at least one-fifth of the elected members<sup>1</sup>, and that, where the application of the gender allocation criterion does not result in a whole number of members of the management body belonging to the least represented gender, such number shall be rounded up to the nearest whole unit (Article 144-*undecies*.1, paragraph 3, of the Issuers’ Regulation).

It should also be noted that, pursuant to Recommendation No. 8 of the Corporate Governance Code, to which the Company has adhered, at least one third of the Board of Directors is composed of members of the least represented gender.

For the purposes of submitting nominations, shareholders are invited to review: (i) the “Guidelines of the Board of Directors of Lottomatica Group S.p.A. to shareholders on the quantitative and qualitative composition of the new Board of Directors”, approved by the Board of Directors on 2 March 2026 and published on the Company’s website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), “Governance - Shareholders’ Meeting” Section); (ii) the “Diversity Policy of the Board of Directors”, approved by the Board of Directors on 27 February 2023 and subsequently amended on 2 March 2026, published on the Company’s website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), “Governance - Documents and Procedures” Section); (iii) the “Guidelines on the maximum number of offices that may be held by Directors and Statutory Auditors”, approved by the Board of Directors on 27 February 2023 and published on the Company’s website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), “Governance - Documents and Procedures” Section).

Each shareholder, as well as (i) shareholders belonging to the same group, by which is meant the controlling entity, including non-corporate, pursuant to Article 2359 of the Italian Civil Code and Article 93 of the TUF and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders’ agreement relevant pursuant to Article 122 of the TUF, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable, may submit or concur in the submission of only one slate, under penalty of inadmissibility of the slate.

Each candidate may only appear on one slate under penalty of ineligibility.

The slates of candidates (signed by the Shareholders submitting them), accompanied by the documentation required by law and by the Articles of Association, must be submitted by the Shareholder(s) by 25 days prior to the date set for the Shareholders’ Meeting (i.e. by **26 March 2026**) in one of the following ways:

- transmission by certified e-mail to [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it) by 11.59 p.m. of **26 March 2026**, together with a copy of a valid identity card of the shareholders’ who submitted them; or, alternatively,
- by hand delivery to the Company’s registered office in Rome, Via degli Aldobrandeschi 300, by 6.00 p.m. of **26 March 2026**.

The certification showing the ownership, at the time of filing of the slate with the Company, of the minimum shareholding required for the submission of slates must be submitted together with the filing of the slates or, in any case, within the deadline set for the publication of the slates by the Company, i.e., at least 21 days before the date set for the Shareholders’ Meeting in a single call (i.e., by **30 March 2026**).

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<sup>1</sup> It should be noted that Law No. 160 of 27 December 2019 provides (pursuant to Article 1, paragraph 304) that “the allocation criterion of at least two fifths set out in paragraphs 302 and 303 [and referred to in Article 147-ter, paragraph 1-ter, of the TUF] shall apply as from the first renewal of the management and control bodies of companies listed on regulated markets following the entry into force of this law, without prejudice to the allocation criterion of at least one fifth provided for by Article 2 of Law No. 120 of 12 July 2011, for the first renewal following the commencement of trading.”

The following shall be filed together with the slates: (a) the information relating to the identity of the shareholders who submitted the slate, indicating the percentage of the overall shareholding held, without prejudice to the fact that the certification evidencing ownership of such shareholding may also be provided after the filing of the slates, provided that it is submitted within the deadline set for the publication of the slates by the Company; (b) a declaration by shareholders who have presented the slates other than those holding, individually or jointly, a controlling stake or a relative majority stake, certifying the absence of any connection, even indirectly, with the latter in accordance with the Articles of Association, the laws and regulations in force at the time (e.g., considering the Consob Communication DEM/9017893 dated 26 February 2009); (c) comprehensive information on the personal and professional characteristics of the candidates, including, where applicable, an indication of their eligibility to qualify as independent directors pursuant to the applicable laws and regulations in force from time to time, as well as a statement by the same candidates certifying that they meet the requirements set forth by the applicable laws and regulations in force from time to time and by the Articles of Association, including requirements of integrity and, where applicable, independence; (d) a statement whereby each candidate accepts his or her candidacy (necessarily accompanied by a statement issued pursuant to Article 2383, first paragraph, of the Italian Civil Code, also indicating the election of an electronic domicile in accordance with the applicable laws); (e) any other additional or different statement, information and/or document required by the applicable laws and regulations in force from time to time.

If the obligations under Article 13 of the Articles of Association as mentioned above are not fulfilled, the slate shall be deemed to not have been submitted.

Shareholders who, together with the submission of a slate, intend to submit proposed resolutions regarding the determination of the number of members of the Board of Directors, the determination of the term of office of the Directors and the determination of the overall remuneration of the Directors, are invited to submit such proposals concurrently with the filing of the slate and in compliance with the deadlines and procedures set out above.

Slates shall be made available to the public by the Company 21 days before the date set for the Shareholders' Meeting in a single call (i.e., **30 March 2026**), together with the documentation filed therewith, at the registered office in Rome, Via degli Aldobrandeschi 300, on the centralized storage mechanism authorized by Consob called "1Info" - available at [www.1info.it](http://www.1info.it), as well as on the Company's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com) ("*Governance - Shareholders' Meeting*" Section).

Further information regarding the procedures for submitting, filing, and publishing slates and the procedures for appointing Directors is contained in Article 13 of the Articles of Association, available on the Company's website at [www.lottomaticagroup.com](http://www.lottomaticagroup.com) ("*Governance - Documents and Procedures*" Section), and in the Report of the Board of Directors on this item on the agenda, available on the Company's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com) ("*Governance - Shareholders' Meeting*" Section), to which reference is made for all matters not expressly indicated in this notice of call.

### **VIII. Appointment of the Board of Statutory Auditors**

Pursuant to Article 24 of the Articles of Association (available on the Company's website, [www.lottomaticagroup.com](http://www.lottomaticagroup.com), "*Governance - Documents and Procedures*" Section), the Board of Statutory Auditors is composed of 3 (three) standing members and 2 (two) alternate members. The powers, duties and term of office of the Statutory Auditors shall be those provided for by law. Persons who exceed the limits on offices held, or for whom grounds of ineligibility or removal from office apply, or who do not meet the good standing and professionalism requirements provided by the applicable laws and regulations, cannot be elected as members of the Board of Statutory Auditors and, if elected, they shall be disqualified from office. For the purpose of Article 1, paragraph 2, letters b) and c), of the Italian Ministry of Justice Decree no. 162 of 30 March 2000, and of the Articles of Association and as set forth in Article 24.3 of the Articles of Association, the subject matters inherent to the business segment of the Company, as well as the subject matters relating to private, administrative, and tax-related law disciplines, economic and financial disciplines, as well as those relating to economy, organization and corporate finance, shall be deemed to be closely connected with the scope of the Company's business.

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Pursuant to Article 24 of the Articles of Association, the Board of Statutory Auditors is appointed in accordance with the laws and regulations in force from time to time, including those relating to gender balance, on the basis of slates drawn up in accordance with the procedures set out in the Articles of Association, to which reference should be made.

Only those Shareholders who, alone or together with others, hold at least the percentage of share capital required for the submission of slates of candidates for the office of director at the time of submission of the slate, are entitled to submit slates (equal to 1% of the share capital represented by shares with voting rights in the Ordinary Shareholders' Meeting, pursuant to the Consob Executive Determination No. 155 of 27 January 2026).

Each slate shall list candidates, marked with a sequence number, in a number not exceeding the number of members to be elected. With respect to the Board of Statutory Auditors, each slate must contain two sections: one for the appointment of the Standing Auditors and another one for the appointment of the Alternate Auditors.

Slates with a number of candidates equal to, or greater than, 3 (three) shall contain candidates of both genders, in so far as provided for by the regulations in force from time to time on gender balance. Shareholders intending to submit a slate comprising 3 (three) or more candidates are recommended to include at least one-fifth of the candidates (rounded down to the nearest lower whole unit) belonging to the least represented gender<sup>2</sup>. It should be noted that, pursuant to Recommendation No. 8 of the Corporate Governance Code, at least one third of the control body is composed of members of the least represented gender.

Pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance (TUF), the following persons may not be elected as Statutory Auditors and, if elected, shall forfeit their office: a) those who are in the situations provided for under Article 2382 of the Italian Civil Code; b) the spouse, relatives and in-laws up to the fourth degree of the directors of the Company, the directors, as well as the spouse, relatives and in-laws up to the fourth degree of the directors of the companies controlled by the Company, of the companies controlling the Company and of those subject to common control; c) those who have relationships with the Company or with the companies controlled by it, or with the companies controlling it or subject to common control, or with the directors of the Company and the persons referred to under letter b), consisting of self-employed or subordinate employment relationships, or other relationships of a financial or professional nature that may compromise their independence. Pursuant to Recommendation 9 of the Corporate Governance Code, all members of the control body shall meet the independence requirements set out in Recommendation 7 of the Corporate Governance Code for directors.

It should be noted that the Board of Directors of Lottomatica, in order to align with the Recommendations of the Corporate Governance Code, approved on 27 February 2023 the document entitled "*Policy on qualitative and quantitative criteria for the assessment of independence requirements pursuant to Article 2, Recommendation 7, first paragraph, letters (c) and (d), of the Corporate Governance Code*", which is aimed at identifying the qualitative and quantitative criteria for assessing the independence of Lottomatica's Directors and Statutory Auditors and at identifying "close family members" for the purposes of Recommendation No. 7, letter (h), of the Corporate Governance Code (the "**Significance Criteria**") as set out in the "*Guidelines of the Board of Statutory Auditors of Lottomatica Group S.p.A. to Shareholders on the quantitative and qualitative composition of the new Board of Statutory Auditors*" and in the "*Board of Directors' report on the proposals on the items of the agenda of the ordinary and extraordinary Shareholders' Meeting convened for 20 April 2026*",

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<sup>2</sup> It should be noted that Law No. 160 of 27 December 2019 provides (pursuant to Article 1, paragraph 304) that "*the allocation criterion of at least two fifths set out in paragraphs 302 and 303 [and referred to in Article 148, paragraph 1-bis, of the TUF] shall apply as from the first renewal of the Board of Directors and the Board of Statutory Auditors of companies listed on regulated markets following the entry into force of this law, without prejudice to the allocation criterion of at least one fifth provided for by Article 2 of Law No. 120 of 12 July 2011, for the first renewal following the commencement of trading.*" Pursuant to Article 144-undecies.1, paragraph 3, of the Issuers' Regulation, where the application of the gender allocation criterion does not result in a whole number of members of the Board of Statutory Auditors belonging to the least represented gender, such number shall be rounded up to the nearest whole unit, except for corporate bodies composed of three members, for which rounding is made down to the nearest lower whole unit.

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available on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section).

For the purposes of submitting candidates, shareholders are invited to review: (i) the "Guidelines of the Board of Statutory Auditors of Lottomatica Group S.p.A. to Shareholders on the quantitative and qualitative composition of the new Board of Statutory Auditors", approved by the Board of Statutory Auditors on 9 March 2026 and published on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section); (ii) the "Diversity Policy of the Board of Statutory Auditors", approved by the Board of Statutory Auditors on 15 January 2024 and subsequently amended on 9 March 2026, published on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Documents and Procedures" Section); (iii) the "Guidelines on the maximum number of offices that may be held by Directors and Statutory Auditors", approved by the Board of Directors on 27 February 2023 and published on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Documents and Procedures" Section).

Each Shareholder, as well as (i) shareholders belonging to the same group, by which is meant the controlling entity, including non-corporate, pursuant to Article 2359 of the Italian Civil Code and Article 93 of the TUF and any company controlled by, or under the common control of, the same entity, or (ii) shareholders who are members of the same shareholders' agreement relevant pursuant to Article 122 of the TUF, or (iii) shareholders who are otherwise related to each other by virtue of relevant relationships pursuant to the laws and/or regulations in force from time to time and applicable may submit, or participate in the submission of only one slate, under penalty of inadmissibility of the slate.

Each candidate may be listed only in one slate, under penalty of ineligibility.

The slates of candidates (signed by the Shareholders submitting them), together with the documentation required by law and the Articles of Association, must be submitted by the Shareholder(s) by 25 days prior to the date set for the Shareholders' Meeting (i.e., by **26 March 2026**), by one of the following methods:

- transmission by certified email to [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it) by 11:59 p.m. of **26 March 2026**, together with a copy of a valid identity document of the shareholders who submitted such slate; or, alternatively,
- by hand delivery at the Company's registered office in Rome, Via degli Aldobrandeschi 300, by 6:00 p.m. of **26 March 2026**.

The certification proving the ownership, at the time of filing of the slate with the Company, of the minimum shareholding required for the submission of slates must be produced together with the filing of the slates or, in any case, within the different deadline set by the legislation for the publication of the slates by the Company, i.e., at least 21 days before the date set for the Shareholders' Meeting in single call (i.e., by **30 March 2026**).

Together with each slate, the following shall be filed: (a) information concerning the identity of the shareholders who have submitted the slates, indicating the percentage of the overall shareholding held, it being understood that the certification evidencing ownership of such shareholding may also be submitted after the filing of the slates, provided that it is submitted within the deadline set for the publication of the slates by the Company; (b) a statement by the shareholders who have submitted the slates, other than those who hold, including jointly, a controlling interest or a relative majority interest, certifying the absence of any relationships of connection, including indirect relationships, pursuant to the Articles of Association and the applicable laws and regulations in force from time to time (e.g., taking into account Consob Communication DEM/9017893 of 26 February 2009), with such shareholders; (c) comprehensive information on the personal and professional characteristics of the candidates, indicating the offices of administration and control held in other companies, as well as a statement by the same candidates certifying that they meet the requirements, including those relating to integrity, professionalism, independence and the accumulation of offices, provided for by the applicable laws and regulations in force from time to time and by the Articles of Association (also for the purposes of Article 2400 of the Italian Civil Code); (d) the statement whereby each candidate accepts his or her candidacy; (e) any other additional or different statement, information and/or document required by the applicable laws and regulations in force from time to time.

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The slate for which the above provisions are not complied with shall be considered as not submitted.

In the event of failure to comply with the obligations set out in Article 24 of the Articles of Association, as referred to above, the slate shall be deemed not to have been submitted.

Shareholders who, together with the submission of the slate, intend to submit proposed resolutions regarding the appointment of the Chair of the Board of Statutory Auditors and the determination of the remuneration of the Chair of the Board of Statutory Auditors and of the Standing Auditors are invited to submit such proposals concurrently with the filing of the slate and in compliance with the deadlines and procedures set out above.

In the event that only one slate, or only slates submitted by shareholders who, from the declarations made pursuant to Article 24.7, letter (b) of the Articles of Association, are related to each other pursuant to Article 144-*quinquies*, first paragraph, of the Issuers' Regulation, have been filed by the expiration date of the deadline for the submission of slates (**26 March 2026**), the deadline for the submission of the slates shall be extended until the third calendar day following such date. Specifically, slates may be submitted by one of the following methods:

- transmission by certified email to [assemblealottomatica@legalmail.it](mailto:assemblealottomatica@legalmail.it) by 11:59 p.m. of **29 March 2026**, together with a copy of a valid identity document of the shareholders who submitted such slate; or, alternatively,
- by hand delivery at the Company's registered office in Rome, Via degli Aldobrandeschi 300, by 6:00 p.m. of **29 March 2026**.

In this case, the percentage of share capital required for the submission of the slate is reduced by half (i.e., 0.5% of the share capital represented by shares entitled to vote at the Ordinary Shareholders' Meeting).

Slates shall be made available to the public by the Company 21 days before the date set for the Shareholders' Meeting in a single call (i.e., **30 March 2026**), together with the documentation filed therewith, at the registered office in Rome, Via degli Aldobrandeschi 300, on the centralized storage mechanism authorized by Consob named "1Info" - available at [www.1info.it](http://www.1info.it), as well as on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section).

Further information on the submission, filing and publication of slates and on the appointment procedures for the members of the Board of Statutory Auditors is set forth in Article 24 of the Articles of Association, available on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Documents and Procedures" Section), and in the Report of the Board of Directors on this item on the agenda, available on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section), to which reference is made for all matters not expressly indicated in this notice of call.

## **IX. Documents**

The documents relating to the Shareholders' Meeting, including the Board of Directors' Reports on the proposals concerning the items on the agenda and the resolution proposals, will be made available to the public within the terms and in the manner set forth by the regulations currently in force, and shareholders and those entitled to vote will be entitled to obtain copies thereof. This documentation will be available at the Company's registered office, via degli Aldobrandeschi 300, Rome (on working days from Monday to Friday from 9.00 a.m. to 6.00 p.m.), at the Legal department, as well as on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section) and on the storage mechanism at [www.1info.it](http://www.1info.it).

The updated Articles of Association are available on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Documents and Procedures" Section).

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This notice of call is published, pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers' Regulations, on the Company's website ([www.lottomaticagroup.com](http://www.lottomaticagroup.com), "Governance - Shareholders' Meeting" Section), on the authorized storage mechanism "1info" available at [www.1info.it](http://www.1info.it) and in extract in the daily newspaper "Milano Finanza".

**For the Board of Directors**  
The Chairman, Guglielmo Angelozzi  
Rome, 11 March 2026

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