

LOTTOMatica

PRESS RELEASE

THE SHAREHOLDERS' MEETING OF LOTTOMATICA GROUP S.P.A. APPROVED THE 2025 FINANCIAL STATEMENTS AND APPOINTED THE NEW CORPORATE BODIES

Rome, 20 April 2026 - The Ordinary and Extraordinary Shareholders' Meeting of Lottomatica Group S.p.A. ("Lottomatica" or the "Company") was held today, in a single call, chaired by Guglielmo Angelozzi.

The Ordinary Shareholders' Meeting:

- approved the financial statements as of 31 December 2025. The consolidated financial statements as of 31 December 2025, 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 0.44 per share;
- appointed the new Board of Directors and the new Board of Statutory Auditors;
- resolved to authorize the purchase and disposal of treasury shares, subject to revocation of the previous authorization resolved by the Shareholders' Meeting on 30 April 2025 for the part not yet executed;
- 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;
- approved the adoption of the "2026-2028 Stock Option Plan" pursuant to Article 114-bis of Legislative Decree No. 58/1998.

The Extraordinary Shareholders' Meeting has:

- approved the cancellation of any treasury shares acquired based on a specific authorization granted by the Shareholders, without reducing the share capital, and the consequent amendments to Article 5 of the Articles of Association.

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I. Financial Statements and Consolidated Financial Statements as of 31 December 2025

The Ordinary Shareholders' Meeting approved, with 97.89% votes in favour, the financial statements for the year ended 31 December 2025. The Ordinary Shareholders' Meeting approved, with 99.69% votes in favour, the allocation the net profit of **Euro 5,353,595.00** to a reserve called "Retained Earnings", and the distribution a gross dividend of **Euro 0.44** per share for a maximum total amount of Euro **110,717,381.00**, drawn from the reserve called "Retained Earnings".

The actual number of shares entitled to the payment of the above dividend will be determined on **19 May 2026 (record date)**. The ex-dividend date will be **18 May 2026**, with payment on **20 May 2026**. It is understood that treasury shares held by the Company on the record date will be excluded from the dividend distribution.

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As already disclosed, Lottomatica reported consolidated revenues of EUR 2,255.3 million¹ in FY2025, up +12.5% compared to EUR 2,044.7 million in FY2024.

Adjusted EBITDA² reached EUR 856.2 million in the financial year 2025 and Adjusted Net Profit³ amounted to EUR 369.4 million, +45.3% compared to the financial year 2024.

II. Appointment of Corporate Bodies

The Ordinary Shareholders' Meeting also resolved on the appointment of the new Board of Directors and the new Board of Statutory Auditors.

The **Board of Directors** appointed by the Ordinary Shareholders' Meeting, which determined, with 97.25% votes in favour, the number of members of the Board of Directors at 11 (eleven), will remain in office for three financial years (2026-2027-2028), until the approval of the financial statements for the year ending 31 December 2028, as approved with 98% votes in favour.

As a result of the voting:

- slate no. 1, submitted by the shareholder Faro Games S.r.l., holder of approx. 1.06% of the share capital represented by shares with voting rights in the ordinary shareholders' meeting of Lottomatica, obtained 59.34% of the votes;
- slate no. 2, submitted by a group of asset management companies and financial intermediaries⁴, holding a total of 3.01929% of the share capital represented by shares with voting rights in the ordinary shareholders' meeting, obtained 39.86% of the votes.

¹ Includes Cristaltec group revenues of Euro 8.2 million, consistent with the approach adopted by management to monitor the results of the operating segments.

² Adjusted EBITDA calculated as net profit for the year, adjusted for: income tax expense; finance income and expenses; share of profit/(loss) of equity accounted investments; depreciation, amortisation and impairments; Adjusted EBITDA (as defined herein) of equity accounted investments in which the Group holds an interest of more than 50% and/or of businesses disposed of or in the process of disposal; costs related to M&A and international activities; integration costs (including expenses on corporate restructuring and redundancy); and other income and expenses that, in view of their nature, are not reasonably expected to recur in future periods.

³ Adjusted Net Profit calculated as net profit for the year adjusted for: (i) amortisation of higher value of assets resulting from business combination following the purchase price allocation process; (ii) other non-recurring costs and income excluded from Adjusted EBITDA, (iii) financial income and expenses that, due to their nature, are not reasonably expected to recur in future periods, (iv) other non-monetary items included in financial expenses and (v) tax effects on such adjustments.

⁴ Amundi Asset Management SGR S.p.A. manager of the funds: Amundi Sviluppo Attivo Italia, Amundi Risparmio Italia, Amundi Impegno Italia - B, Amundi Futuro Pir, Am Accumulazione Italia Pir 2030 and Amundi Crescita Italia; Anima Sgr S.p.A. manager of the fund Anima Iniziativa Italia; Arca Fondi Sgr S.p.A. manager of the fund Arca Azioni Italia; BancoPosta Fondi S.p.A. SGR manager of the fund BancoPosta Rinascimento; BNP Paribas Asset Management; Eurizon Capital SGR S.p.A fund manager: Epsilon Dlongrun, Epsilon Qequity, Epsilon Qreturn, Eurizon Am Rilancio Italia Tr, Eurizon Azioni Area Euro, Eurizon Azioni Internazionali, Eurizon Azioni Italia, Eurizon Azioni Pmi Italia, Eurizon Fund - Equity High Dividend, Eurizon Fund - Equity Italy Smart Volatility, Eurizon Fund - Global Equity, Eurizon Fund - Italian Equity Opportunities, Eurizon Fund - Top EMU Research, Eurizon Fund II - Euro Q-Equity, Eurizon Fund II - Q Flexible, Eurizon Fund II - QMultiasset ML Enhanced, Eurizon Next 2.0 – Azioni Internazionali, Eurizon Next 2.0 – Strategia Azionaria Dinamica, Eurizon PIR Italia 30, Eurizon PIR Italia Azioni, Eurizon Progetto Italia 40, Eurizon Progetto Italia 70, Eurizon Rendita, Eurizon STEP 70 PIR Italia Giugno 2027, Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50, YourIndex SICAV - YIS MSCI Europe Universal, and YourIndex SICAV - YIS MSCI World Universal; Fidelity Funds - European Smaller Companies Three; Fideuram Asset Management Ireland manager of the fund Fonditalia Equity Italy; Interfund Sicav - Interfund Equity Italy; Dynamic Profile Fineco Am Fund VI; Generali Asset Management SpA Società di Gestione del Risparmio, on behalf of and for the account of Alleanza Obbligazionario; Generali Asset Management SpA Società di Gestione del Risparmio as delegated manager, on behalf of and for the account of: Gis Euro Equity and Gis Euro Future Leaders; Kairos Partners Sgr S.p.A. as Management Company of Kairos International Sicav - Sub-funds: Italia, Patriot and Made In Italy; Mediobanca SGR S.p.A. manager of the fund: Mediobanca Italian Equity All Cap; Mediolanum Gestione Fondi Sgr S.p.A. manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Symphonia SGR S.p.A. manager of the funds Patrimonio Attivo, Azionario Trend Globale and Azionario Small Mid Cap Italia; and Amber Capital Italia SGR S.p.A., as manager of the fund Alpha Ucits Sicav-Amber Equity Fund.

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Therefore, the **Board of Directors** of Lottomatica will be composed of:

| Name and Surname | Independent pursuant to Italian Consolidated Law on Finance and the Corporate Governance Code | Slate |
|---------------------------------|---|-------------|
| Guglielmo Angelozzi | No | Slate no. 1 |
| Nadine Farida Faruque | Yes | Slate no. 1 |
| Augusta Iannini | Yes | Slate no. 1 |
| Tiziana Togna | Yes | Slate no. 1 |
| Fabrizio Virtuani | Yes | Slate no. 1 |
| Alessandro Fiumara | No | Slate no. 1 |
| Laurence Lewis Van Lancker | No | Slate no. 1 |
| Catherine Renée Anne Guillouard | Yes | Slate no. 1 |
| Marzia Mastrogiacomo | Yes | Slate no. 1 |
| John Paul Maurice Bowtell | Yes | Slate no. 1 |
| Francesco Giammaria | Yes | Slate no. 2 |

All the directors appointed have also declared that they meet and satisfy the additional requirements and criteria set forth by the regulations in force applicable to them and by the Articles of Association. The *curricula vitae* of all directors are available on the Company's website www.lottomaticagroup.com (Section "Governance - Shareholders' Meeting - Slates for the appointment of the Board of Directors and the Board of Statutory Auditors").

The Shareholders' Meeting also set, with 98.91% votes in favour, the total remuneration of the Board of Directors at Euro 1,700,000.00.

The Ordinary Shareholders' Meeting also appointed the new **Board of Statutory Auditors**, which will remain in office for three financial years (2026-2027-2028) until the approval of the financial statements for the year ending 31 December 2028.

As a result of the voting:

- slate no. 1, submitted by the shareholder Faro Games S.r.l., holder of approx. 1.06% of the share capital represented by shares with voting rights in the ordinary shareholders' meeting of Lottomatica, obtained 84.72% of the votes;

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- slate no. 2, submitted by a group of asset management companies and financial intermediaries⁵, holding a total of 3.01929% of the share capital represented by shares with voting rights in the ordinary shareholders' meeting, obtained 12.40% of the votes.

Therefore, the Board of Statutory Auditors of the Company shall be composed of:

| Name and Surname | Slate |
|--|-------------|
| Gabriele Grignaffini (Chairman) | Slate no. 2 |
| Andrea Lionzo (Standing Auditor) | Slate no. 1 |
| Veronica Tibiletti (Standing Auditor) | Slate no. 1 |
| Alberto Incollingo (Alternate Auditor) | Slate no. 1 |
| Elena Angela Maria Valenti (Alternate Auditor) | Slate no. 2 |

As a result of the vote, Gabriele Grignaffini was appointed for the office of Chairman of the Board of Statutory Auditors, as member of the Board of Statutory Auditors indicated as Chairman in the slate that came second by number of votes.

The *curricula vitae* of all Statutory Auditors are available on the Company's website www.lottomaticagroup.com (Section "Governance - Shareholders' Meeting - Slates for the appointment of the Board of Directors and the Board of Statutory Auditors").

The Shareholders' Meeting also approved, with 99.67% votes in favour, the remuneration due to the Chairman of the Board of Statutory Auditors, amounting to Euro 85,000, and to the Statutory Auditors, amounting to Euro 75,000.

III. Authorization to the purchase and disposal of treasury shares, subject to revocation of the previous authorization for the part not yet executed

The Ordinary Shareholders' Meeting, with 97.69% votes in favour, resolved:

⁵ Amundi Asset Management SGR S.p.A. manager of the funds: Amundi Sviluppo Attivo Italia, Amundi Risparmio Italia, Amundi Impegno Italia - B, Amundi Futuro Pir, Am Accumulazione Italia Pir 2030 and Amundi Crescita Italia; Anima Sgr S.p.A. manager of the fund Anima Iniziativa Italia; Arca Fondi Sgr S.p.A. manager of the fund Arca Azioni Italia; BancoPosta Fondi S.p.A. SGR manager of the fund Bancoposta Rinascimento; BNP Paribas Asset Management; Eurizon Capital SGR S.p.A fund manager: Epsilon Dlongrun, Epsilon Qequity, Epsilon Qreturn, Eurizon Am Rilancio Italia Tr, Eurizon Azioni Area Euro, Eurizon Azioni Internazionali, Eurizon Azioni Italia, Eurizon Azioni Pmi Italia, Eurizon Fund - Equity High Dividend, Eurizon Fund - Equity Italy Smart Volatility, Eurizon Fund - Global Equity, Eurizon Fund - Italian Equity Opportunities, Eurizon Fund - Top EMU Research, Eurizon Fund II - Euro Q-Equity, Eurizon Fund II - Q Flexible, Eurizon Fund II - QMultiasset ML Enhanced, Eurizon Next 2.0 – Azioni Internazionali, Eurizon Next 2.0 – Strategia Azionaria Dinamica, Eurizon PIR Italia 30, Eurizon PIR Italia Azioni, Eurizon Progetto Italia 40, Eurizon Progetto Italia 70, Eurizon Rendita, Eurizon STEP 70 PIR Italia Guigno 2027, Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50, YourIndex SICAV - YIS MSCI Europe Universal, and YourIndex SICAV - YIS MSCI World Universal; Fidelity Funds - European Smaller Companies Three; Fideuram Asset Management Ireland manager of the fund Fonditalia Equity Italy; Interfund Sicav - Interfund Equity Italy; Dynamic Profile Fineco Am Fund VI; Generali Asset Management SpA Società di Gestione del Risparmio, on behalf of and for the account of Alleanza Obbligazionario; Generali Asset Management SpA Società di Gestione del Risparmio as delegated manager, on behalf of and for the account of: Gis Euro Equity and Gis Euro Future Leaders; Kairos Partners Sgr S.p.A. as Management Company of Kairos International Sicav - Sub-funds: Italia, Patriot and Made In Italy; Mediobanca SGR S.p.A. manager of the fund: Mediobanca Italian Equity All Cap; Mediolanum Gestione Fondi Sgr S.P.A. manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Symphonia SGR S.p.A. manager of the funds Patrimonio Attivo, Azionario Trend Globale and Azionario Small Mid Cap Italia; and Amber Capital Italia SGR S.p.A., as manager of the fund Alpha Ucits Sicav-Amber Equity Fund.

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- (i) to revoke, with effect as of today and solely for the part not yet executed, the previous resolution authorizing the purchase of treasury shares adopted on 30 April 2025, without prejudice to the continued validity of the related authorization for the future disposal of the treasury shares already acquired by the Company;
- (ii) to authorize pursuant to and in compliance with Articles 2357 et seq. of the Italian Civil Code and Article 132 of Italian Consolidated Law on Finance, the purchase of treasury shares of the Company, on one or more tranches, directly or indirectly, even on a revolving basis, up to a maximum number that does not exceed a total of 12.5% of the total number of shares of the Company's total shares in circulation from time to time, for the maximum period permitted by law (currently set at 18 months starting from the date of this Shareholders' Meeting), 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 that may be held by subsidiaries;
- (iii) to provide that the authorization can be used for the purpose of remunerating the shareholders of the Company, in light of its performance and cash flow generation, while continuing to support its financial policy and any M&A opportunities, as described in the Board of Directors' Report;
- (iv) to authorize the disposal, at any time, without time limits, in whole or in part, including before having completed the purchases, of the purchased treasury shares, for the same purposes above and within the applicable limits.

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 shall not deviate, either downwards or upwards, by more than 20% from the reference price that the Company's stock had recorded in the stock exchange session on the day prior to each individual transaction.

Further information on this resolution is included in the specific report of the Board of Directors available on the Company's website at www.lottomaticagroup.com, in the section "Governance - Shareholders' Meeting - Documents and Reports".

IV. 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:

- with 96.08% votes in favour, 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
- with 96.71% votes in favour, 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.

The aforementioned Report is available on the Company's website at www.lottomaticagroup.com, in the section "Governance - Shareholders' Meeting - Documents and Reports".

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V. Adoption of the "2026-2028 Stock Option Plan" pursuant to Article 114-bis of Legislative Decree No. 58/1998

The Ordinary Shareholders' Meeting also approved, with 71.02% votes in favour, pursuant to article 114-bis of the Italian Consolidated Law on Finance, the "2026-2028 Stock Option Plan", in accordance with the terms described in the Information Document made available to the public at the Company's registered office, on the Company's website www.lottomaticagroup.com (Section "Governance - Shareholders' Meeting"), granting the Board of Directors all powers necessary to implement the Plan, to be carried out through the assignment of options and the delivery to the Beneficiaries of a maximum number of 8.8 million ordinary shares of "Lottomatica Group S.p.A."

Further information regarding this resolution is included in the special report of the Board of Directors available on the Company's website at www.lottomaticagroup.com, in the section "Governance - Shareholders' Meeting - Documents and Reports".

VI. Cancellation of treasury shares acquired based on authorization granted by Shareholders, without reducing the share capital, and consequent amendments to Article 5 of the Articles of Association

The Extraordinary Shareholders' Meeting resolved, with 98.68% votes in favour, to cancel, without reducing the share capital, any Lottomatica shares held by the Company from time to time on the basis of specific authorization by the Shareholders' Meeting, up to a maximum of Lottomatica shares totaling no more than 20% of the total number of the Company's shares in circulation from time to time and except for those shares that are necessary to service commitments deriving from the share incentive plans from time to time in existence (including the possible need to support the exercise price of options and/or any tax charges) or to be used to service extraordinary transactions, such as M&A.

The Extraordinary Shareholders' Meeting, following the aforementioned resolutions, also approved the substitution of the final paragraph of the current Article 5 of the Articles of Association. This paragraph will subsequently be repealed once the cancellation operations have been completed by virtue of a further delegation to the Board of Directors.

The Extraordinary Shareholders' Meeting also resolved to approve, as of now, after 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 is divided indicating in the same paragraph the number of shares that will effectively exist as a result of the execution of each cancellation and to this end to delegate to the Board of Directors and, on its behalf, to the Chairman of the Board of Directors and to the Chief Executive Officer, also severally, the power to amend the aforesaid provision of the Articles of Association by updating the number of such shares and to carry out any necessary or appropriate action in this regard.

Further information on this resolution is included in the special report of the Board of Directors available on the Company's website at www.lottomaticagroup.com, in the section "Governance - Shareholders' Meeting - Documents and Reports".

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For further details, please refer to the press releases issued on 11 March, 18 March, 27 March, 30 March, and 2 April 2026 and the supporting documentation available to the public at the Company's registered office in Rome, Via degli Aldobrandeschi 300, on the Company's website at www.lottomaticagroup.com (Sections "Governance - Shareholders' Meeting" and "Investors - Press

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Releases") and on the authorised storage mechanism called "1Info" (www.1info.it), within the terms and according to the procedures set forth by law.

Meeting of the Board of Directors after the Shareholders' Meeting and corporate governance resolutions

At the end of the Shareholders' Meeting, the inaugural meeting of the new Board of Directors was held, which, among other things, resolved to confirm Guglielmo Angelozzi as Chairman and Chief Executive Officer and Laurence Lewis Van Lancker as Deputy CEO, also confirming the powers previously granted to them.

The Board of Directors also confirmed Nadine Farida Faruque as Lead Independent Director.

On the basis of the declarations made by the Directors and the information available to the Company, the Board of Directors verified the existence of the professionalism and integrity requirements provided by the applicable law for all the members of the Board, as well as the independence requirements set forth in Article 148, paragraph 3, of the Italian Consolidated Law on Finance, as recalled by Article 147-ter, paragraph 4, of the Italian Consolidated Law on Finance, and Article 2, recommendation 7, of the *Corporate Governance Code*, also in light of the "*Policy on qualitative and quantitative criteria for assessing independence requirements, pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d), of the Corporate Governance Code*" adopted by the Company, for the directors Nadine Farida Faruque, Augusta Iannini, Tiziana Togna, Fabrizio Virtuani, Catherine Renée Anne Guillouard, Marzia Mastrogiacomo, John Paul Maurice Bowtell and Francesco Giammaria.

The Board of Statutory Auditors, within the scope of its duties as established by law, verified the correct application of the assessment criteria and procedures adopted by the Board of Directors in conducting the independence assessment.

Finally, during the meeting, the Board of Statutory Auditors also presented the outcomes of its assessment regarding the existence of the professionalism and integrity requirements provided by the applicable law as well as the independence requirements of its members, pursuant to Article 148, paragraph 3, of the Italian Consolidated Law on Finance, and Article 2, Recommendation 9, of the *Corporate Governance Code*. The assessment was carried out also taking into account the "Policy on qualitative and quantitative criteria for assessing independence requirements, pursuant to Article 2, Recommendation 7, first paragraph, letters c) and d), of the *Corporate Governance Code*" adopted by the Company, as well as the "Rules of Conduct of the Board of Statutory Auditors of Listed Companies" ("*Norme di Comportamento del collegio sindacale di società quotate*") issued by the Italian National Council of Chartered Accountants and Accounting Experts (CNDCEC). On the basis of the declarations made and the information available to the Company, all the members of the Board of Statutory Auditors were found to meet the professionalism, integrity and independence requirements.

The following Board committees were also set up:

- **Risk and Control Committee**, composed by Ms. Togna, as Chairwoman, and by Ms. Faruque, Ms. Guillouard and Mr. Virtuani as members;
- **Nomination and Remuneration Committee**, composed by Ms. Faruque, as Chairwoman, and by Ms. Iannini and Ms. Mastrogiacomo as members;
- **ESG Committee**, composed by Ms. Mastrogiacomo, as Chairwoman, and by Ms. Guillouard and Mr. Giammaria as members;

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- **Related Parties Committee**, composed by Ms. Iannini, as Chairwoman, and by Mr. Giammaria and Ms. Togna as members;
- **Technology Committee**, composed by Mr. Virtuani, as Chairman, and by Mr. Bowtell, Ms. Guillouard and Mr. Giammaria as members.

For further information:

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About Lottomatica Group S.p.A.

With approximately Euro 45 billion bets and Euro 2.3 billion of consolidated revenues in FY 2025, 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 2,600 direct employees and its large franchising network. As of 31 December 2025 Lottomatica has a customer base of more than 2.2 million online customers and distributes its gaming products across approximately 17,400 points of sales.

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