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**Recommended All-Share Combination of Lottomatica and CIRSA**

**Creating a Global Gaming Champion**

**Combined Company to be listed on the Euronext Milan and the Spanish Stock Exchanges**

Rome, Barcelona, September 2nd, 2026 – Lottomatica Group S.p.A. ("Lottomatica") and Cirsa Enterprises, S.A. ("CIRSA") are pleased to announce that their respective Boards of Directors have agreed the framework and key terms of a proposed all-share combination (the *"Proposed Combination", the "Transaction"*) which are set out in the binding merger agreement entered into by and between Lottomatica, CIRSA and CIRSA's majority shareholder, LHMC Midco S.à r.l., which is controlled by funds managed by Blackstone Inc. ("Blackstone"), on the date hereof (the "*Merger Agreement*"). The Proposed Combination will be implemented through an EU cross-border statutory merger by way of absorption of CIRSA by Lottomatica, pursuant to which CIRSA will cease to exist as a separate legal entity, without undergoing any liquidation process, and Lottomatica will continue as the surviving entity (the *"Combined Company"*), with CIRSA shareholders receiving newly issued Lottomatica shares in exchange for their CIRSA shares.

Lottomatica and CIRSA intend to commence the process for the implementation of the Transaction as provided under the Merger Agreement through the preparation of all relevant corporate documentation, including the approval of a joint merger plan by the respective Boards of Directors of the companies.

The Proposed Combination will create a global leading sports betting and gaming player, with number one positions in Italy and Spain, and leading presence in other high-growth markets.

**Transaction Highlights**

The Proposed Combination brings together two highly complementary and well-run businesses, and presents an attractive opportunity for the shareholders of both companies to benefit from an enhanced investment proposition:

- **Creates a global gaming champion:** Creates the second largest listed gaming and sports betting operator globally, with pro forma Adjusted EBITDA of c. €2 billion[1].

[1] Based on last-twelve-months Adjusted EBITDA as of 30 June 2026 for Lottomatica and CIRSA, including €101 million of operating cost run-rate synergies. CIRSA Adjusted EBITDA includes 12 months of contribution from recent acquisitions as of 30 June 2026.

- **Consolidated market leadership:** Undisputed leadership positions in Italy and Spain, with exposure to a diversified portfolio of highly attractive, high-growth markets, with nine leadership positions in aggregate and a combined addressable market of €34 billion[2].
- **Compelling synergy case:** c. €115 million of highly visible pre-tax cash synergies per year from opex and interest cost savings, expected to be realised by the third full year post-completion.
- **Accelerates online growth:** Leveraging Lottomatica's proven capabilities and omni-channel expertise to accelerate CIRSA's online organic and inorganic expansion across its core markets.
- **Strong execution capabilities:** High-quality businesses run by experienced management teams with a shared track-record of profitable growth over the last 10 years underpin low integration risk.

- **Attractive financial profile and capital returns:** Consistent combined growth and shareholder distributions vs. Lottomatica standalone, with up to €4 billion of capital returns[3] over the three years following completion to be proposed by Lottomatica's Board of Directors and subject to annual approval by the General Shareholders' Meeting of Lottomatica, a larger pro forma free float, and increased liquidity.

**Transaction and Ownership Structure**

- The Proposed Combination will be implemented, subject to approval by Lottomatica and CIRSA's General Shareholders' Meetings and other conditions, by way of an EU cross-border statutory merger, with CIRSA being absorbed by Lottomatica.
- Blackstone and CIRSA key management owning shares in CIRSA have signed agreements with Lottomatica whereby they assumed vis-à-vis Lottomatica an undertaking to vote in favour of the Proposed Combination. Subject to the approval by the General Shareholders' Meeting of Lottomatica, Blackstone will be represented on the Board of the Combined Company by two directors and under the Merger Agreement has also agreed to a lock-up in respect of its shareholding in the Combined Company for 3 months following the effectiveness of the Transaction subject to customary carve-outs.

[2] Based on H2 Gambling Capital - August 2026. Includes Onshore Online and Land-based, excludes Lottery. Includes Italy, Spain, Panama, Colombia, Mexico, Peru, Portugal and Morocco. Excludes Dominican Republic, Costa Rica, and Paraguay due to no available data.
[3] Includes capital returns of €744 million post-closing. The statements contained herein are not guarantees of future performance.

- The Combined Company will retain Lottomatica's current name, with its registered office, headquarters and tax domicile in Rome, Italy, and secondary headquarters for CIRSA in Barcelona province, Spain.
- Lottomatica shares, including the newly issued Lottomatica shares to be allotted in the context of the Proposed Combination to CIRSA's shareholders, will remain listed on Euronext Milan (Borsa Italiana) and, following completion, will be also admitted to trading on the Spanish Stock Exchanges.
- Under the agreed terms and conditions, upon the effectiveness of the Transaction CIRSA shareholders will receive 0.668 newly issued Lottomatica shares for each CIRSA share held.
- Prior to effectiveness of the merger, CIRSA will distribute to its shareholders an extraordinary dividend of €262 million (€1.56 per CIRSA share). Additionally, upon completion of all relevant corporate and/or regulatory formalities, Lottomatica's Board of Directors intends to propose for approval by the shareholders of the Combined Company a capital return of €744 million to be implemented through a special dividend, a voluntary partial tender offer for treasury shares, or a combination of both, as determined at the relevant time.
- Prior to the effectiveness of the Transaction, and subject to approval from their respective Board of Directors and General Shareholders' Meetings, Lottomatica and CIRSA shareholders will each be entitled to receive their ordinary dividends[4] for the 2026 financial year, which are expected to be paid in Q2 2027. If the ordinary dividends are not paid prior to effectiveness of the Transaction, CIRSA's extraordinary dividend referred to above will be increased, and post-closing dividends will be thereafter proposed by Lottomatica's Board of Directors for approval by Lottomatica Shareholders' Meeting, such that shareholders receive consistent 2026 dividend distributions.
- Lottomatica Buyback Plan approved by the 2026 AGM to continue also until closing.
- Following effectiveness of the Transaction, current Lottomatica shareholders are expected to own c. 67.5% of the share capital of the Combined Company, while current CIRSA shareholders will hold the remaining, c. 32.5%. Blackstone, CIRSA's largest shareholder, is expected to become the largest shareholder of the Combined Company with approximately 24% of the share capital.[5]
- Based on the agreed terms, CIRSA's implied pro forma value, before synergies, corresponds to a 2026E EV/EBITDA multiple of approximately 6x[6].

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[4] Calculated in line with respective current dividend policies, up to a limit of €130 million for Lottomatica shareholders and €100 million for CIRSA shareholders.

[5] Based on the current outstanding shares of Lottomatica and CIRSA net of shares held in treasury.

[6] Based on (i) CIRSA 2026E EBITDA post-IFRS 16 of €810m, the midpoint of the €800-820m guidance range (ii) the agreed exchange ratio of 0.668x, (iii) €262m extraordinary dividend for CIRSA shareholders,

**Capital Structure and Financing**

CIRSA's €262 million extraordinary dividend will be funded immediately prior to the effectiveness of the Transaction and Lottomatica's €744 million capital return will be funded following the effectiveness of the Transaction, in each case through a combination of existing cash resources and committed debt financing. On a pro forma basis upon completion of the transaction, net debt / Adjusted EBITDA as at H1-2027E[7] is expected to reach 2.7x, leaving significant headroom under the Combined Company's financing arrangements.

The Combined Company's greater scale and diversification support an improved credit profile, which could have a positive impact on credit ratings in the future. For select outstanding debt instruments that are at a higher cost to Lottomatica's current cost of debt, run-rate interest cost savings of €14 million per annum are expected to be achieved, assuming the instruments are refinanced at Lottomatica's current cost of debt.

**Dividend Policy and Capital Allocation**

Following effectiveness of the Transaction, the Combined Company intends to maintain a disciplined capital-allocation framework that balances continued investment in profitable organic and inorganic growth, with increasing returns to shareholders.

Within that framework, the Combined Company will maintain a pro forma dividend policy of 30% of Adjusted Net Profit[8], a financial policy with a net leverage target of 2.0 – 2.5x on a steady state basis, and will continue share buybacks in line with historical practice. The enlarged earnings and cash flow base of the Combined Company is expected to provide greater capacity for dividends and share buybacks, with up to €4 billion of capital returns over the next three years to be proposed by Lottomatica's Board of Directors for approval by the relevant General Shareholders' Meetings.

**Governance and Management**

Subject to approval by the General Shareholders' Meeting of Lottomatica and following the effectiveness of the Transaction, the Board of Directors of the Combined Company will have 13 members: the existing 11 directors of Lottomatica and 2 new directors nominated upon designation by Blackstone.

Guglielmo Angelozzi will serve as Chairman and Chief Executive Officer of the Combined Company and Laurence Van Lancker as Chief Financial Officer and Deputy Chief Executive Officer.

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(iv) 1M VWAPs for Lottomatica and CIRSA, and (v) c.32.5% pro forma ownership for CIRSA's shareholders of the Combined Company.

[7] Based on last-twelve-months Adjusted EBITDA as at 30 June 2027 for Lottomatica and CIRSA, and including run-rate pre-tax operating cost synergies of €101 million. Net debt pro forma for capital returns.

[8] As defined under Lottomatica reporting.

Antonio Hostench will serve as Chief Executive Officer of CIRSA and Antonio Grau as Chief Financial Officer of CIRSA.

**Management and Shareholder Commentary**

Guglielmo Angelozzi, Chairman and CEO of Lottomatica, said: “With the combination of Lottomatica and CIRSA, two extremely successful companies, we create the undisputed leader in Italy and Spain, among the best gaming markets globally, complemented by leadership positions in other very high growth geographies. More avenues of growth especially in online, same level of capital returns but with increased resiliency, low execution risk: this is a solid recipe and we look forward to working with Antonio and his team to continue to deliver growth and superior returns to our shareholders in the long term.”

Laurence Van Lancker, Deputy CEO and CFO of Lottomatica, said: “The merger of Lottomatica and CIRSA brings together two outstanding businesses, each with deep expertise, distinctive capabilities and a successful track record of growth and execution. We see a compelling opportunity to build on the strengths of both organisations, creating a stronger and more diversified platform with greater scale and enhanced capabilities to accelerate growth and value creation.”

Antonio Hostench, CEO of CIRSA, said: “I am delighted to embark on this exciting journey together. The combination of CIRSA and Lottomatica creates a world-class diversified gaming leader with leading positions across its core markets and significant opportunities to accelerate profitable growth. The CIRSA team is fully committed to the success of this transaction and looks forward to working alongside our colleagues at Lottomatica to unlock its full potential and build an even stronger business.”

Lionel Assant, Global Co-Chief Investment Officer of Blackstone and CIRSA Board Vice Chairman, said: “This transaction reflects the significant progress CIRSA has made in recent years and brings together two highly complementary businesses with shared values, strong brands and a commitment to innovation. The merger of CIRSA and Lottomatica will create one of the world’s leading listed gaming platforms, benefiting from greater scale, broader geographic diversification and enhanced capabilities.”

**Timing, Conditions Precedent and Approvals**

Pursuant to the Merger Agreement, the parties will commence all the activities, acts and formalities provided thereunder and under the applicable laws in order to implement the Proposed Combination, including the preparation of a joint merger plan setting out the terms of the Proposed Combination, which will reflect, to the maximum extent possible, the terms and conditions of the Merger Agreement, and which will be approved by the respective Boards of Directors of the two companies. The parties will also engage with the relevant employee consultations required by the applicable laws.

Completion of the Proposed Combination will be subject to customary conditions precedent, including approval of the Transaction by the Shareholders' Meetings of both Lottomatica and CIRSA, and obtaining customary FDI, antitrust, FSR and gaming clearances. Completion is further conditional on: (a) CIRSA shareholders validly exercising exit rights not representing more than 5% of CIRSA's total paid-up share capital; (b) approval of the payment of the CIRSA's extraordinary dividend by the shareholders' meeting of CIRSA; (c) completion of all the formalities required for the admission to listing and trading on the Euronext Milan (Borsa Italiana) and the Spanish Stock Exchanges of the Lottomatica shares, including the newly issued Lottomatica shares to be issued and allotted to CIRSA's shareholders in the context of the Proposed Combination; (d) the expiration or resolution of the statutory creditor opposition period applicable to Lottomatica; and (e) the independent expert's confirmation of the adequacy of the exchange ratio of the Merger and the cash compensation to be granted to CIRSA's shareholders who vote against the Merger and validly exercise their statutory exit rights.

Effectiveness of the Proposed Combination is expected to occur in Q2 2027.

**Documentation**

In connection with the Proposed Combination, the following documents, among others, will be made available within the relevant terms provided by law:

- The joint merger plan approved by the Boards of Directors of each of Lottomatica and CIRSA (the "Joint Merger Plan"), along with the consolidated audited financial statements of Lottomatica and CIRSA for the last three financial years and the merger related interim unaudited financial statements of Lottomatica and CIRSA
- The reports of the Board of Directors of each of Lottomatica and CIRSA in connection with the Proposed Combination
- The independent expert report prepared in connection with the Proposed Combination
- The notice of call of each of Lottomatica and CIRSA's Extraordinary General Meetings and proposed resolutions.

These documents will be available on each party's website. Subject to definition and finalization of all the relevant corporate documentation, EGMs of Lottomatica and CIRSA are expected to be held by the end of 2026.

Where required under applicable laws and regulations, these documents will be disclosed also through the authorised storage mechanism (SDIR) for Lottomatica and through the Spanish regulator (CNMV) for CIRSA.

**Conference Call**

The management of Lottomatica and CIRSA will host a call to present the Proposed Combination on September 2nd at 10am CEST. Supporting presentation will be made available on the parties' respective websites. The event can be followed:

- via phone by pre-registering at the following link: Registration | Investor presentation
- via Webcast

**Advisers**

Evercore and PJT Partners are acting as lead financial advisors to Lottomatica and Deutsche Bank and Mediobanca are also acting as financial advisors to Lottomatica in connection with the Transaction, and Latham & Watkins, Paul, Weiss, Rifkind, Wharton & Garrison and Cintioli & Associati are acting as legal counsel.

Lazard is acting as financial advisor to CIRSA in connection with the Transaction, and Uría Menéndez, Simpson Thacher & Bartlett, Garrigues and Legance are acting as legal counsel.

Barclays is acting as financial advisor to Blackstone in connection with the Transaction.

**Further Information**

- **Lottomatica**
  - Mirko Senesi, Head of Investor Relations, Capital Markets and M&A
    m.senesi@lottomatica.com / ir@lottomatica.com

- **CIRSA**
  - Samuel Santacreu, Head of Investor Relations
    ssantacreub@cirsa.com

- **Blackstone**
  - Dafina Grapci-Penney, Managing Director of Public Affairs
    dafina.grapcipenney@blackstone.com
  - Matthew Thomas, Senior Vice President of Public Affairs
    matthew.thomas@blackstone.com

## OTHER TRANSACTION INFORMATION

**Exit Rights**

CIRSA shareholders who vote against the Merger will be entitled during a period of 20 calendar days following CIRSA's General Meeting, under applicable Spanish law, to exercise a statutory exit right (*derecho de enajenación*) pursuant to which they may sell their CIRSA shares in exchange for adequate cash compensation. The cash compensation will be €13.20 per CIRSA share (being the average trading price of the CIRSA Shares on the Spanish Stock Exchanges over the three (3) months ending on the trading day immediately preceding the public announcement of the Merger Agreement) less, on a euro-for-euro basis, any extraordinary dividend to CIRSA, ordinary dividend to CIRSA and other distribution made in respect of such CIRSA shares prior to completion of their acquisition. The cash compensation will be payable no later than two months after the Merger becomes effective. Further details regarding the terms and procedure for exercising this right will be provided in due course.

**No Offer or Solicitation**

This document is not an offer of merger consideration shares in the United States. Neither the merger consideration shares nor any other securities have been or will be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and neither the merger consideration shares nor any other securities may be offered, sold or delivered within or into the United States, except pursuant to a registration statement filed pursuant to the Securities Act or an applicable exemption from registration or in a transaction otherwise not subject to the Securities Act. This document must not be forwarded, distributed or sent, directly or indirectly, in whole or in part, in or into the United States. This document does not constitute an offer of or an invitation by or on behalf of, Lottomatica or CIRSA, or any other person, to purchase any securities.

**Forward-Looking Statements**

This communication contains forward-looking statements regarding Lottomatica, CIRSA and the Combined Company. Such statements are not historical facts and are subject to risks and uncertainties, many of which are beyond the parties' control, that could cause actual results to differ materially. Except as required by law, none of the parties undertakes any obligation to update any forward-looking statement.

Forward-looking statements are generally identified by the words "expects," "anticipates," "believes," "intends," "estimates" and similar expressions. Although the managements of Lottomatica and CIRSA believe that the respective expectations reflected in such forward-looking statements are reasonable, investors and holders of Lottomatica and CIRSA shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Lottomatica and CIRSA, respectively, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Except as required by applicable law, neither Lottomatica nor CIRSA undertake any obligation to update any forward-looking information or statements.

This document includes estimates relating to the synergies expected to arise from the merger and the combination of the business operations of Lottomatica and CIRSA, as well as related integration costs, which have been prepared by Lottomatica and CIRSA and are based on a number of assumptions and judgments. Such estimates present the expected future impact of the merger and the business operations of Lottomatica and CIRSA on Lottomatica's business, financial condition and results of operations. The assumptions relating to the estimated synergies and related integration costs are inherently uncertain and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause the actual synergies from the merger of Lottomatica and CIRSA, if any, and related integration costs to differ materially from the estimates in this document. Further, there can be no certainty that the merger will be completed in the manner and timeframe described in this document, or at all.

**Use of Non-IFRS Financial Measures**

This announcement includes certain non-IFRS financial measures with respect to CIRSA and Lottomatica, including, among others, Adjusted EBITDA and the Adjusted Net Profit. These unaudited non-IFRS financial measures should be considered in addition to, and not as a substitute for, measures of Lottomatica and CIRSA financial performance prepared in accordance with IFRS. In addition, these measures may be defined differently than similar terms used by other companies.

**Presentation of Financial Information**

This announcement includes financial data regarding CIRSA and Lottomatica and the merger of CIRSA and Lottomatica. Any CIRSA and Lottomatica financial data presented herein is presented for informational purposes only and is not intended to represent or be indicative of the actual consolidated results of operations or financial position of the combined entity that would have been reported had the merger been completed as of the date of this announcement and should not be taken as representative of the combined entity's future consolidated results of operations or financial position had the merger occurred as of such date. These estimates are based on financial information available at the time of the preparation of this announcement.

**About Lottomatica**

With approximately Euro 45 billion of bets and Euro 2.3 billion of consolidated revenues in FY 2025, 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 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. Further information can be found at: https://lottomaticagroup.com/en-us.

**About CIRSA**

CIRSA is one of the world leaders in gaming and leisure and Spain's leading company in the sector. Its offering in 10 countries comprises around 450 casinos, more than 85,000 gaming machines, around 2,300 sports betting points and the industrial area that integrates the research, design and manufacturing processes for gaming machines and for gaming hall management and machine interconnection systems. It also holds online gaming licenses in Spain, Italy, Portugal, Peru, Colombia, Panama and Mexico. Further information can be found at: https://www.cirsa.com/en/.

**About Blackstone**

Blackstone is the world's largest alternative asset manager. Blackstone seeks to deliver compelling returns for institutional and individual investors by strengthening the companies in which the firm invests. Blackstone's over $1.3 trillion in assets under management include global investment strategies focused on real estate, private equity, credit, infrastructure, life sciences, growth equity, secondaries and hedge funds. Further information is available at www.blackstone.com. Follow @blackstone on LinkedIn, X (Twitter), and Instagram.