

LOTTOMatica

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

The Extraordinary and Ordinary Shareholders' Meeting of Lottomatica Group S.p.A. ("**Lottomatica**" or the "**Company**") is convened, in a single call, for **23 November 2026**, at 12:00, 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

Extraordinary session

1. **Approval of the common merger plan for the cross-border merger by absorption of CIRSA Enterprises S.A. into Lottomatica Group S.p.A.; inherent and consequent resolutions.**

Ordinary session

1. **Increase in the number of members of the Board of Directors, appointment of two additional directors and determination of the total remuneration of the members of the Board of Directors, subject to and with effect from the effective date of the Merger; inherent and consequent resolutions.**
2. **Adoption of the "2027-2029 Stock Options Plan" pursuant to Article 114-bis of the Legislative Decree No. 58/1998, subject to and with effect from the effective date of the Merger; inherent and consequent resolutions.**

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I. Conduct of the Shareholders' Meeting

Pursuant to Article 125-bis.1 of Legislative Decree of 24 February 1998, No. 58 as later amended and supplemented (the "**CFA**"), the regulations adopted on 8 October 2026 by the Board of Directors with the favorable vote of all the independent directors pursuant to Article 125bis.1, paragraph 2, CFA (the "**Regulation adopted pursuant to Article 125-bis.1 of CFA**"), and the resolution of the Board of Directors of the Company held on the same date, attendance at the Shareholders' Meeting and the exercise of voting rights will be possible exclusively by **granting a written proxy or sub-proxy with voting instructions on all or some of the proposals on the items on the agenda to a subject designated by the Company – 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.

The Regulation adopted pursuant to Article 125-bis.1 of CFA are available on the Company's website (www.lottomaticagroup.com – "Governance" – "Documents and Procedures" Section).

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 on 7 October 2026 concerning the periodic disclosure on the purchase of treasury shares, as of 2 October 2026 the Company holds no. 20,603,588 treasury shares, representing 8.188% of the outstanding ordinary shares, of which no. 18,531,542 are held

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directly and no. 2,072,046 are held indirectly through GBO S.p.A., 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 – “Investors – Shareholding” Section).

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

Pursuant to Article 83-*sexies* of the CFA, 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 statement issued by an authorized intermediary in accordance with the regulations in force, certifying ownership of the voting rights 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.*, **12 November 2026**, the so-called “**Record Date**”). Credit and debit entries made to the accounts after **12 November 2026** are not relevant for the entitlement to exercise voting rights in the Shareholders' Meeting. Therefore, those who are found to hold shares only after that date will not be entitled to attend the Shareholders' Meeting, exercise the voting rights and grant any proxy and/or sub-proxy to the Designated Representative.

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 **18 November 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 by granting a proxy or sub-proxy to the Designated Representative, pursuant to Article 125-*bis*.1 of the CFA and the Regulation pursuant to Article 125-*bis*.1 of the CFA, 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, the Shareholders' Meeting Regulation, and the Regulation adopted pursuant to Article 125-*bis*.1 of CFA, which are available on the Company's website (www.lottomaticagroup.com – “Governance - Documents and Procedures” Section).

IV. Attendance and voting through the Designated Representative

Pursuant to Articles 125-*bis*.1 and 135-*undecies* of the CFA, each Shareholder may be represented at the Shareholders' Meeting 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 CFA, must contain voting instructions on all or some of the proposals on the agenda and will be effective only for the proposals in

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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 23:59 on **19 November 2026**).

In this regard, the downloadable form available on the website (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@pecserviziottoli.it within the terms indicated above in the manner indicated in the specific "Instructions for filling in and submitting the form and the voting instructions" 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 125-bis.1 of the CFA and in the Regulation adopted pursuant to Article 125-bis.1 of CFA, the Designated Representative may also be granted proxies or *sub*-proxies pursuant to Article 135-novies of the CFA, as an exception to Article 135-undecies, paragraph 4, of the CFA, by executing the form available on the Company's website (www.lottomaticagroup.com, "Governance – Shareholders' Meeting" Section) in accordance with the procedure and within the deadlines indicated in the form.

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 23:59 on **19 November 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.

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 125-bis.1, 135-novies and 135-undecies of the CFA and to the Regulation adopted pursuant to Article 125-bis.1 of CFA 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.

Shareholders who, also jointly, represent one-twentieth of the share capital may, in any case, request, within five days of the publication of this notice (thus, by **13 October 2026**), that the meeting be held in person at a physical location, without relying exclusively on the Designated Representative or means of telecommunication. Requests for the meeting to be held in person at a physical location must be submitted in writing and must be sent to the Company, indicating as reference "*Request for the shareholders' meeting to be held in person at a physical location pursuant to Article 125-bis.1, paragraph 5, of the CFA*" together with information enabling the identification of the person making the submission, including – where possible – a telephone number. Notice of the exercise of such right shall be given within three days by way of a supplement to this notice.

The aforementioned requests must be sent to the Company, within the aforementioned deadlines (i.e., by **13 October 2026**), by registered mail to the Company's registered office, via degli Aldobrandeschi 300, Rome, to

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the attention of the Legal department, or electronically, by sending them to the certified e-mail address assemblealottomatica@legalmail.it.

V. Supplement of the agenda and submission of additional resolutions

Pursuant to Article 126-bis, paragraph 1, of the CFA, Shareholders who, also jointly, hold at least one fortieth of the share capital may request, within three days after the publication of this notice (*i.e.*, by **11 October 2026**), the addition of items to the agenda, indicating in the request the additional items proposed.

Pursuant to Article 126-bis, paragraph 2, of the CFA, Shareholders who, also jointly, hold at least one fortieth of the share capital may submit, within ten days after the publication of this notice (*i.e.*, by **18 October 2026**), 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, of the CFA*" and/or "*Resolution proposal pursuant to Article 126-bis, paragraph 2, of the CFA*" together with information enabling the identification of the person making the submission, including the certifications issued by the authorised intermediary(ies), in accordance with their accounting records, attesting ownership of at least one-fortieth of the share capital and – where possible – a telephone number. The aforementioned requests must be sent to the Company, within the aforementioned deadlines (*i.e.*, by **11 October 2026** as per additions to the agenda and by **18 October 2026** as per resolution proposals), 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.

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.

Any addition to the agenda will be announced, if any, in the same manner prescribed for the publication of the notice of meeting, within eight days following the publication of the notice itself (*i.e.*, by **16 October 2026**). The submission of additional proposed resolutions on matters already on the agenda (if any), as well as the report prepared by the requesting shareholders accompanied by any opinion of the Board of Directors, will be published by the Company at least fifteen days before the date of the Shareholders' Meeting, in single call (*i.e.*, by **8 November 2026**).

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 form 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.

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VI. Right to ask questions before the Shareholders' Meeting

Pursuant to Article 127-ter, paragraph 3-bis, of the CFA, since attendance at the Shareholders' Meeting is permitted exclusively through the Designated Representative, those entitled to vote may ask questions on the items on the agenda only prior to the Shareholders' Meeting. Questions must be received by the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting at single call (and, therefore, no later than the Record Date, *i.e.*, **12 November 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 to the ownership of the shares on the Record Date. Ownership may also be demonstrated later, provided that it is duly evidenced 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.

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 the Company at least three days before the Shareholders' Meeting (*i.e.*, by **20 November 2026**) by means of publication on the Company's website (www.lottomaticagroup.com, "Governance - Shareholders' Meeting" Section).

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 – "Governance – Shareholders' Meeting" Section) and, therefore, in such cases, the Company will not be required to answer them.

VII. 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 AM to 1 PM and from 3 PM to 5 PM), at the Legal department, as well as on the Company's website www.lottomaticagroup.com, in "Governance - Shareholders' Meeting" Section and on the storage mechanism at www.1info.it.

The updated Articles of Association are available on the Company's website (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 CFA and Article 84 of the Issuers' Regulations, on the Company's website (www.lottomaticagroup.com, "Governance" – "Shareholders' Meeting" Section), on the authorized storage mechanism "1info" available at www.1info.it and will be published in extract in the daily newspapers "*Il Sole 24 Ore*" and "*Milano Finanza*".

For the Board of Directors
The Chairman, Guglielmo Angelozzi
Rome, 8 October 2026

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