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## COMUNICATO STAMPA

### LOTTOMATICA GROUP S.P.A. FISSA L'INTERVALLO DI VALORIZZAZIONE INDICATIVA TRA € 9,00 E € 11,00 PER AZIONE

**Roma (Italia)**, 20 aprile 2023 – Lottomatica Group S.p.A. (la "**Società**" e, congiuntamente alle sue controllate, il "**Gruppo**"), holding company di Lottomatica S.p.A, uno dei principali operatori del settore del gioco italiano, annuncia di aver individuato un intervallo di valorizzazione indicativa delle proprie azioni ordinarie (le "**Azioni**") pari a un minimo di € 9,00 per Azione e a un massimo di € 11,00 per Azione (l'**Intervallo di Valorizzazione dell'Offerta**"), corrispondente ad una capitalizzazione di mercato *post* Aumento di Capitale (come di seguito definito) rispettivamente di €2.265 milioni e €2.670 milioni.

L'offerta consisterà in un collocamento istituzionale (l'**Offerta**) riservato esclusivamente a investitori qualificati dello Spazio Economico Europeo e del Regno Unito e a investitori istituzionali in operazioni offshore ai sensi della Regulation S dello United States Securities Act del 1933, come successivamente modificato (il "**Securities Act**"), e, negli Stati Uniti, limitata a persone ragionevolmente ritenute "*Qualified Institutional Buyers*" ai sensi della *Rule 144A* del Securities Act, con esclusione di quei Paesi nei quali l'Offerta non sia consentita in assenza di autorizzazioni da parte delle autorità competenti, in conformità con le leggi vigenti, o di esenzioni di legge o regolamenti applicabili.

Il prezzo finale di offerta delle Azioni sarà determinato dall'Azionista Venditore (come di seguito definito) e dalla Società in consultazione con i Joint Global Coordinators per conto degli Underwriters (come di seguito definiti), secondo un processo di bookbuilding, tenendo conto delle condizioni economiche e di mercato, delle manifestazioni di interesse ricevute dagli investitori istituzionali per le Azioni in Offerta (come di seguito definite) e di altri fattori ritenuti appropriati. Il prezzo di offerta potrà essere fissato all'interno, al di sotto o al di sopra dell'Intervallo di Valorizzazione dell'Offerta e sarà reso noto mediante pubblicazione sul sito internet della Società dopo il completamento del periodo di offerta, che è previsto inizi in data 24 aprile 2023 e termini entro il 27 aprile 2023 e che può essere abbreviato, prolungato o sospeso. Non è prevista alcun'offerta al pubblico indistinto in Italia e/o in qualsiasi altro Paese.

L'Offerta avrà un controvalore massimo complessivo di € 600 milioni e sarà costituita da (i) azioni di nuova emissione offerte dalla Società (le "**Nuove Azioni in Offerta**") per un controvalore massimo di 425 milioni di euro, rinvenienti da un aumento di capitale con esclusione del diritto di opzione (l'**Aumento di Capitale**"); e (ii) azioni esistenti per un controvalore massimo di € 175 milioni detenute e offerte da Gamma Topco S.à r.l. (l'**Azionista Venditore**) (le "**Azioni in Offerta**" e, insieme alle Nuove Azioni in Offerta, le "**Azioni Oggetto dell'Offerta**").

Inoltre, l'Azionista Venditore ha accordato a Goldman Sachs International, in qualità di stabilization manager (lo "**Stabilization Manager**"), per conto degli Underwriters (come di seguito definiti), un'opzione, esercitabile in tutto o in parte durante un periodo di 30 giorni di calendario dopo la prima data di negoziazione delle Azioni su Euronext Milan, per l'acquisto di un massimo di n. 10.000.000 Azioni aggiuntive (sulla base del prezzo minimo dell'Intervallo di Valorizzazione dell'Offerta) e di n.

8.181.819 Azioni aggiuntive (sulla base del prezzo massimo dell'Intervallo di Valorizzazione dell'Offerta) (le “**Azioni in Sovra-Allocazione**”), fino ad un massimo di circa il 15% delle Azioni Oggetto di Offerta (l’“**Opzione di Over Allotment**”). Il numero finale di Azioni oggetto di Offerta e di Azioni in sovra-allocazione dipenderà dal prezzo finale di Offerta.

Inoltre, si prevede che, fatte salve alcune consuete esclusioni, la Società e l'Azionista Venditore stipulino con i Joint Global Coordinators (come di seguito definiti), per conto delle Banche, impegni di lock-up per un periodo rispettivamente di 365 giorni e 180 giorni successivi alla chiusura dell'Offerta.

L'avvio dell'Offerta resta subordinato all'ottenimento delle necessarie autorizzazioni da parte di Borsa Italiana e della Commissione Nazionale per le Società e la Borsa (“**CONSOB**”).

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Barclays Bank Ireland PLC, Deutsche Bank, Goldman Sachs, J.P. Morgan e UniCredit agiscono in qualità di joint global coordinators e joint bookrunners (i “**Joint Global Coordinators**”), Apollo Capital Solutions, Banca Akros, BNP Paribas e Mediobanca agiscono in qualità di joint bookrunners (i “**Joint Bookrunners**” e, insieme con i Joint Global Coordinators, gli “**Underwriters**”) ed Equita SIM agisce in qualità di co-manager (“**Equita**” e, insieme con gli Underwriters, le “**Banche**”). Credit Suisse agisce come advisor finanziario e UniCredit come listing agent.

Latham & Watkins e Paul, Weiss, Rifkind, Wharton & Garrison sono i legal advisor della Società e Linklaters è l'advisor legale delle Banche.

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#### **Informazioni su Lottomatica Group S.p.A.**

*Con 22,8 miliardi di euro di raccolta e 1,4 miliardi di euro di ricavi nell'esercizio 2022, Lottomatica è il maggiore operatore del mercato italiano dei giochi in termini di ricavi. Opera in tre segmenti: online, betting e gaming. Lottomatica offre esperienze di gioco sicure e coinvolgenti su tutti i canali. Il Gruppo conta sull'esperienza di circa 1.600 dipendenti diretti e sulla sua vasta rete di franchising. Al 31 dicembre 2022, Lottomatica ha una base di oltre 1 milione di clienti online e distribuisce i suoi prodotti di gioco in circa 18.000 punti vendita. Per ulteriori informazioni sulla Società e sui suoi punti salienti, si prega di accedere al seguente link [Lottomatica Group – Company Overview](#).*

## STABILIZATION LEGEND

In connection with the Offering, the Stabilization Manager or any of its agents, on behalf of the Underwriters, may (but will be under no obligation to), to the extent permitted by applicable laws and regulations, effect transactions with a view to supporting the market price of the Shares during the stabilization period at a higher level than that which might otherwise prevail in the open market. The Stabilization Manager will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Milan) or otherwise and may be undertaken at any time during the period starting on the date on which trading in the Shares on Euronext Milan commences and ending no later than 30 calendar days thereafter. Neither the Stabilization Manager nor any of its agents will be obligated to effect stabilizing transactions, and no assurance is given that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be ceased at any time without prior notice. Save as required by law or regulation, neither the Stabilization Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions in connection with the Offering. None of the Company, the Selling Shareholder or any of the Banks makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company. The Selling Shareholder will grant the Stabilization Manager, on behalf of the Underwriters, the Over-Allotment Option, exercisable in whole or in part during a period of 30 calendar days after the date on which trading in the Shares on Euronext Milan commences to purchase up to 15% of the aggregate number of Offer Shares, solely for the purposes of covering over-allotments or short positions, and stabilization activities if any, in connection with the Offering.

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal, or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners (as defined below) will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“**U.K. MiFIR**”); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the “**U.K. MiFIR Product Governance Rules**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that the Offer Shares are: (a) compatible with an end target market of retail investors and investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (b) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the “**U.K. Target Market Assessment**”). Notwithstanding the U.K. Target Market Assessment, distributors should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the U.K. Target

Market Assessment, the Joint Global Coordinators and Joint Bookrunners (as defined below) will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules. For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

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