

DA NON DIFFONDERSI, PUBBLICARSI O DISTRIBUIRSI, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRETTAMENTE, IN O DAGLI STATI UNITI, CANADA, AUSTRALIA, GIAPPONE O QUALSIASI ALTRA GIURISDIZIONE NELLA QUALE TALE DIFFUSIONE, PUBBLICAZIONE O DISTRIBUZIONE COSTITUIREBBE UNA VIOLAZIONE DELLE RELATIVE LEGGI DI TALE GIURISDIZIONE

COMUNICATO STAMPA

LOTTOMATICA GROUP S.P.A. ANNUNCIA IL LANCIO DI OBBLIGAZIONI SENIOR GARANTITE CON SCADENZA NEL 2031 PER UN IMPORTO COMPLESSIVO PARI A €600 MILIONI E LA PROROGA DELLA DATA DI SCADENZA DELLA PROPRIA LINEA DI CREDITO REVOLVING

Roma, 23 aprile 2025 – Lottomatica Group S.p.A., società per azioni costituita ai sensi della legge italiana (la “Società”), ha annunciato oggi l’intenzione di emettere e collocare obbligazioni *senior* garantite con scadenza nel 2031 per un importo complessivo aggregato pari a €600 milioni (le “Obbligazioni”) (l’“Offerta”) che saranno esenti dai requisiti di registrazione ai sensi del Securities Act del 1933, come modificato (il “Securities Act”).

La Società prevede di utilizzare i proventi derivanti dall’Offerta, alla data di emissione delle Obbligazioni (o poco dopo la stessa), al fine di (i) finanziare il rimborso integrale per un ammontare complessivo pari ad €565 milioni delle proprie 7.125% *Senior Secured Notes due 2028* e pagare gli interessi, maturati e non pagati e il premio di rimborso previsto; e (ii) pagare alcune commissioni, costi e spese sostenute in relazione alle transazioni di cui sopra e a talune modifiche all’attuale linea di credito *revolving* della Società, inclusi il suo *repricing*, la sua estensione e l’aumento degli impegni ivi previsti (come ulteriormente descritto di seguito).

In relazione all’Offerta, la Società conferma inoltre di aver stipulato in data 2 aprile 2025 un accordo modificativo (successivamente modificato in data 23 aprile 2025) del contratto di finanziamento *revolving* esistente con tutti i relativi finanziatori, che, *inter alia*, prevede l’estensione della data di scadenza a tre mesi prima della data di scadenza prevista per qualsiasi obbligazione *senior* garantita emessa dalla Società alla data in cui l’accordo modificativo del contratto di finanziamento *revolving* diventa efficace (o poco dopo la stessa), soggetto al consueto meccanismo di anticipazione della scadenza in relazione ad una qualsiasi obbligazione garantita *senior* che scada anticipatamente, riduce il tasso di interesse e prevede un ampliamento della linea di credito disponibile. Tali modifiche sono soggette al completamento dell’Offerta.

Le Obbligazioni sono offerte solamente (i) negli Stati Uniti, a persone ragionevolmente ritenute investitori istituzionali qualificati ai sensi della Rule 144A del Securities Act; e (ii) al di fuori degli Stati Uniti, a persone non statunitensi in transazioni *offshore* ai sensi della Regulation S del Securities Act. Le Obbligazioni non saranno registrate ai sensi del Securities Act o delle leggi di qualsiasi Stato o altra giurisdizione degli Stati Uniti e non potranno essere offerte, vendute, date in pegno, prese in carico, rivendute, consegnate o trasferite in altro modo se non in virtù di un’esenzione dai requisiti di registrazione del Securities Act o in qualsiasi operazione non soggetta a tali requisiti.

Subordinatamente ai c.d. “*agreed security principles*” e ad alcune limitazioni ai sensi della legge applicabile, le Obbligazioni, se emesse, saranno garantite alla data di emissione delle Obbligazioni (o poco dopo la stessa) da garanzie reali su (i) conti correnti *material* della Società, (ii) crediti relativi a determinati finanziamenti infragruppo dovuti alla Società, (iii) tutto il capitale sociale emesso di GGM S.p.A. detenuto dalla Società e (iv) tutto il capitale sociale emesso di GBO S.p.A. detenuto dalla Società.

This press release is neither an offer to sell nor the solicitation of an offer to purchase any security. There shall not be any offer of any security in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or other similar action.

*This communication is directed only at persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, (iii) are persons who are outside the United Kingdom (the “**UK**”), or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”).*

Any investment activity to which this communication relates will only be available to, and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

*The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”) or in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK will be prepared. Therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation. Any offer of Notes in any Member State of the EEA or in the UK will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of Notes.*

MiFID II professionals/ECPs-only – Manufacturer target market (MIFID II product governance) is eligible counterparties (“ECPs”) and professional clients only each as defined under MiFID II (all distribution channels).

In connection with this offering of the Notes, Deutsche Bank Aktiengesellschaft (the “**Stabilizing Manager**”) (or affiliates acting on behalf of the Stabilizing Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilizing Manager (or affiliates acting on behalf of the Stabilizing Manager) will undertake stabilizing action.

The Stabilizing Manager may engage in over-allotment, stabilizing transactions, covering transactions and penalty bids in accordance with Regulation M under the Exchange Act. Over-allotment involves sales in excess of the Offering size, which creates a short position for the relevant Initial Purchaser. Stabilizing transactions permit bidders to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Covering transactions involve purchases of the Notes in the open market after the distribution has been completed in order to cover short positions. Penalty bids permit the Stabilizing Manager to reclaim a selling concession from a broker or dealer when the Notes originally sold by that broker or dealer are purchased in a stabilizing or covering transaction to cover short positions. These activities may stabilize or maintain the respective market price of the Notes above market levels that may otherwise prevail. The Stabilizing Manager is not required to engage in these activities, and may end these activities at any time. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Notes.

These stabilizing transactions, covering transactions and penalty bids may cause the price of the Notes to be higher than it would otherwise be in the absence of these transactions. These transactions may begin on or after the date on which adequate public disclosure of the terms of the Offering is made and, if commenced, may be discontinued at any time at the sole discretion of the Stabilizing Manager. If these activities are commenced, they must end no later than the earlier of 30 days after the date of issuance of the Notes and 60 days after the date of the allotment of the Notes. These transactions may be effected in the over-the-counter market or otherwise.

Forward-Looking Statements

This communication and other written or oral statements made by or on behalf of the Company contains forward-looking statements. In particular, statements using words such as “may,” “seek,” “will,” “likely,” “assume,” “estimate,” “expect,” “anticipate,” “intend,” “believe,” “do not believe,” “aim,” “predict,” “plan,” “project,” “continue,” “potential,” “guidance,” “foresee,” “might,” “objective,” “outlook,” “trends,” “future,” “could,”

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Contacts:

Mirko Senesi

Head of Investor Relations, Capital Markets and M&A

m.senesi@lottomatica.com

ir@lottomatica.com

+39 06 41476511