LOTTOMATICA S.p.A.

INFORMATIONAL MEMORANDUM RELATING TO THE 2009-2013 SHARE ALLOCATION PLAN, TO BE SUBMITTED FOR APPROVAL BY THE ORDINARY SHAREHOLDERS' MEETING, AND PREPARED PURSUANT TO ARTICLE 84-BIS OF THE CONSOB RULES UNDER RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED

Rome, 10 June 2009

Introduction

On 10 June 2009 the Board of Directors of LOTTOMATICA S.p.A. (the **"Company"**) resolved to submit the 2009-2013 share allocation plan, to be reserved for the Company and/or its subsidiaries' employees, and having the terms and conditions to be described herein (the "**Share Allocation Plan**", or simply, the "**Plan**"), for approval by the ordinary shareholders' meeting, which has been convened for 2 and 8 July 2009, respectively, for the first and second calls.

It should be noted that the Share Allocation Plan should be considered particularly material in regards to Article 114-bis, 3rd comma, of Legislative Decree 58/98 (the "**TUF**") and in regards to Article 84-*bis*, 2nd comma, of the CONSOB Regulations adopted pursuant to resolution no.11971 of 14 May 1999, as subsequently amended (the **"Issuer Regulations"**).

This informational memorandum has been prepared in conformity with Form 7 of Attachment 3A of the Issuer Regulations, including as regards the numbering of its paragraphs.

Definitions [FOLLOWS ORIGINAL ORDERING IN ITALIAN]

In relation to the informational memorandum, the terms referenced below have the following meanings:

"Shares"	indicates the ordinary shares of the Company, having a nominal value of 1 euro each, to be awarded pursuant to the Share Allocation Plan.
"Additional Shares"	has the meaning given to them in point 4.4 of this informational memorandum.
"Beneficiaries"	refers to the persons who will be granted free of charge the Shares;
"Cash Equivalent"	has the meaning given it at point 3.4 of this informational memorandum;
"Share Allocation Plan" or "Plan"	indicates the 2009-2013 share allocation plan which is described in this informational memorandum;
"Stock Market Regulations"	refers to the regulations applicable to the financial markets organized and run by Borsa Italiana S.p.A.;
"Issuer Regulations"	indicate the Regulations adopted by CONSOB pursuant to resolution no. 11971 of 14 May 1999, as subsequently amended;
"Company" or "Lottomatica"	refers to LOTTOMATICA S.p.A., having its legal seat in Rome, on Viale del Campo Boario, 56/d;
"TUF"	indicates Legislative Decree of 24 February 1998, no. 58 (unified text of rules governing financial intermediaries).

1. Plan recipients

1.1 Among the Beneficiaries of the Plan there are Mr Marco Sala, Managing Director and Chief Executive Officer of Lottomatica, and Mr Jaymin Patel, Director of Lottomatica and Chief Executive Officer of the subsidiary GTECH Corp.

1.2 The Share Allocation Plan is destined for employees of the Company and/or its subsidiaries, and more specifically, for managers of Lottomatica S.p.A. and/or its Italian subsidiaries, as well as Senior Vice Presidents, Vice Presidents, Key Directors and Managers of its foreign subsidiaries.

1.3 Among the Beneficiaries of the Plan there is Mr Renato Ascoli, General Manager of Lottomatica.

1.4 Among the managers, Beneficiaries of the Plan, having regular access to privileged information and having the power to adopt resolutions which can affect the evolution and the future perspectives of the Company, is at present foreseen that there be Mr Stefano Bortoli, Chief Financial Officer of Lottomatica.

2. Reasons for the adoption of the Plan

2.1 Even this year, the Board of Directors believes it is opportune that the employee-focused share incentive plans be divided between a stock option plan, information about which is provided in a separate informational memorandum, and the Share Allocation Plan; this structure reflects, in addition, the agreements reached with certain managers of GTECH Corp., which was acquired in 2006.

In the judgment of the Board of Directors, the participation in the share capital of persons who hold strategic and determinant roles key to the success of the Company and its larger group, and in any event, of the employees of the group, constitutes a ongoing incentive favoring growth in corporate value.

The principle aims of the Share Allocation Plan are those of focusing attention of the Beneficiaries on factors of strategic interest, favoring loyalty by providing incentives to stay within the Company or its subsidiaries, connecting compensation with the creation of value for the shareholders of the same, increasing the Company's and its group's competitiveness by permitting the reaching of pre-set objectives, as well as ensuring the market competitiveness of beneficiary compensation packages.

In addition, the Code of Self-regulation for listed companies recommends the adoption of compensation plans which incentivize management having strategic responsibilities, recognizing that the use of variable compensation plans facilitates incentives for and the loyalty of all high-level management.

2.1.1 The Share Allocation Plan will be carried out over total time period of approximately three or four years (please note point 4.2 below), which was considered to be the most appropriate to reach the objectives of the Plan.

As indicated in point 2.3 below, the maximum number of Shares to be allotted to each Beneficiary will be determined by the Board of Directors pursuant to the terms in point 4.4. In regards to the ratio between incentive compensation based on shares and other components of total compensation packages, the Company looks to develop a package that is in line with best practices adopted by companies operating in similar industries to those in which it is active.

2.2 The actual allocation of the Shares to the Beneficiaries will be connected to and conditioned upon the Company's reaching total consolidated EBITDA level for the combined financial years of 2009, 2010 and 2011 (which will not necessarily correspond to the target indicated in the business plans announced to the market), as well as meeting a certain ratio between net consolidated financial indebtedness and consolidated EBITDA, which will be more specifically set by the Board of Directors when implementing the Share Allocation Plan.

2.2.1 The performance conditions referred to at point 2.2 above will be applied to all Beneficiaries equally and will be defined in strict relation to the medium- and long-term objectives of the Company.

The Board of Directors believes that the pre-set performance indicators are the most appropriate parameters to favor value creation for the Company, also taking into consideration the types of activities carried out.

2.3 The Board of Directors will decide the maximum number of Shares to grant to each Beneficiary, within the detailed parameters set forth in point 4.4 below, evaluating the capability of each person to contribute to the development of the Company's business activities, taking into account the each person's experience, competence and role in the corporate organization, and also considering the purpose of encouraging the "loyalty" of the beneficiaries.

2.3.1 The maximum number of Shares to be granted to each Beneficiary will take into account the factors detailed in points 2.1.1 and 2.3 above, based on identified performance objectives. The Board of Directors will also be able to take into account benefits received pursuant to other prior or concurrent incentive plans.

2.4 Not applicable, as the Share Allocation Plan is based on financial instruments issued by the Company.

2.5 There are no specific tax or accounting implications that have impacted the formulation of the Share Allocation Plan.

2.6 The Share Allocation Plan is not financed in any way by the Special Fund to provide incentives for worker participation in their companies, under article 4, 112th comma of Law No. 350 of 24 December 2003.

3. Approval of the Plan and timetable for allocation of the Shares

3.1 The Company's Ordinary Shareholders' Meeting, which will be convened in order to approve the Share Allocation Plan, will be asked to delegate to the Board of Directors all necessary or opportune powers in order to carry out the Plan. In particular, merely to give a few non-exhaustive examples, the Board of Directors will have the following powers, with the ability to sub-delegate: (i) identify the beneficiaries of such Share Allocation Plan among management of Lottomatica S.p.A. and/or its Italian subsidiaries, as well as among the Senior Vice Presidents, Vice Presidents, Key Directors and Managers of its foreign subsidiaries, and to set the number of Shares to be so assigned to each such participant; (ii) to set the results-based conditions and/or the performance measures to which allocation of the Shares will be subject; (iii) to establish all other terms and conditions for the carrying out of the Plan, also in regards to the differences between the various plan beneficiaries; (iv) to prepare and approve the executive regulation for the Plan, as well as amend and/or change such, with the ability to eventually prepare customized regulations for different categories or groups of plan beneficiaries; all of the above to be in conformity with the terms as stated in this informational memorandum. The Board of Directors will make its decisions, if necessary, having consulted with the Compensation Committee.

3.2 Administration of the Share Allocation Plan will be managed by the Resources and Shared Services Department of the Company.

3.3 With the exception of that which is provided for under point 4.23 below, no procedures for making changes to the Share Allocation Plan in regards to basic objectives are provided for.

3.4 The Shares to be allotted to the Beneficiaries will consist of, at the Company's discretion, shares to be issued and allotted to them gratuitously pursuant to article 2349, 1st comma, of the Italian Civil Code or of the Company's own shares, which will be gratuitously transferred to the same.

In the event that, once all established conditions for the actual allocation of the Shares have been met, the Company were to find it did not meet the conditions provided for by law to be able to gratuitously issue and allot the shares necessary for the Beneficiaries pursuant to article 2349, 1st comma, of the Italian Civil Code, or to be able to acquire and subsequently gratuitously transfer to the Beneficiaries the necessary shares it holds, the Company will be required to pay the Beneficiaries a monetary amount equal to the value of the Shares due (the **"Cash Equivalent"**), as a substitute for the allocation of the Shares. In any case, and not taking into consideration the existence or not of the abovementioned legal conditions, the Company will have the power to pay out, totally or partially, the value for the Shares using the Cash Equivalent as a substitute for allocation of the Shares.

It is noted that on 23 April 2007 the Company's extraordinary shareholders' meeting approved awarding the Board of Directors, pursuant to article 2443 of the Italian Civil Code, for a period of five years from the date of such resolution, the power to gratuitously increase the corporate share capital, once or repeatedly, up to an aggregate maximum nominal amount of Euro 3,200,000. Such increase(s) would be effectuated through the issuance of up to a total of 3,200,000 ordinary shares to be allotted to Lottomatica and/or its subsidiaries' employees, pursuant to article 2349 of the Italian Civil Code, in relation to the Company's current or future share allocation plans. Such issuance would be carried out using a special reserve denominated as the "Plans Reserve Under Art. 2349 of the Italian Civil Code", set up for such purpose and eventually set up again or increased from year to year, or using the various procedures provided for at that time under applicable law.

3.5 The Share Allocation Plan was prepared by the Board of Directors with the assistance of external consultants. It is noted that among the Beneficiaries of the Plan there are Messrs Marco Sala and Jaymin Patel, directors of Lottomatica, who have abstained from the discussion and the vote during the relevant Board meeting.

3.6 The Board of Directors resolved to submit the Share Allocation Plan for shareholder approval at the meeting held on 10 June 2009, while the Compensation Committee gave its opinion in relation thereto on 4 June 2009.

3.7 The maximum number of Shares to be allotted to each Beneficiary will be set by the Board of Directors, in one or more times, based on the specific powers delegated to it by the shareholders (see point 3.1 above). The date on which the Board will make its decisions in relation thereto will be notified in compliance with article 84-*bis*, 5th comma, letter a), of the Issuer Regulations.

3.8 The official price of the Shares, as appearing on the Telematic Share-trading Market [*Mercato Telematico Azionario*] organized and operated by Borsa Italiana S.p.A. on 4 and 10 June 2009 was equal to euro 14.7636 and euro 15.5473, respectively. The official price registered on the date on which the Board of Directors makes its decisions pursuant to point 3.7 above will be notified in compliance with article 84-*bis*, 51th comma, letter a), of the Issuer Regulations.

3.9 Taking into consideration the characteristics of the Share Allocation Plan, it is not believed, in general, that the Board of Directors' decisions to carry out such would be significantly influenced by potential disclosure of material information under article 114, 1st comma, of the TUF.

4. Characteristics of the financial instruments to be assigned

4.1 The Share Allocation Plan provides for the gratuitous assignment of Shares. Initially, the Board of Directors will identify Beneficiaries, set the maximum number of Shares to allot to each one, set the Plan's executive conditions and prepare governing rules (see point 3.1 above). The actual allocation of Shares, pursuant to the procedures indicated at point 3.4 above, will be carried out once the performance goals and other pre-conditions have been met.

4.2 Based on the objectives met in the referenced financial years, actual distribution of Shares will occur after approval by the Company's shareholders of the annual accounts for the financial year ended 31 December 2011 (with faculty to partially postpone to 2013 the distribution with respect to even single beneficiaries), in the periods which will be more specifically outlined in the Share Allocation Plan's executive rules.

4.3 The Share Allocation Plan will, in any case, terminate on 31 December 2013.

4.4 The Share Allocation Plan is to be made up of an aggregate maximum of no. 673,740 Shares. In particular, to the persons nominally indicated at the preceding points 1.1, 1.3 and 1.4 will be allotted the maximum number of Shares as follows: Marco Sala no. 168,488 Shares, Jaymin Patel no. 88,342 Shares, Stefano Bortoli no. 41,530 Shares, Renato Ascoli no. 45,537 Shares.

The number of Shares to be allotted under the Plan must be increased, even beyond the aggregate maximum number indicated above, in a measure which corresponds (in terms of value) to gross total dividends and reserves actually distributed by the Company to holders of ordinary shares in the period running from notification of Beneficiaries of their participation in the Plan to the actual allocation of Shares once the pre-set objectives are met; therefore, each Beneficiary will receive a number of additional shares (the "**Additional Shares**") which shall have an equivalent value to the gross dividends and reserves distribution total, as if Shares had been actually allotted at the same time as their receipt of notice of their participation in the Plan.

4.5 In regards to the procedures and execution of clauses for the Share Allocation Plan which are currently available, cross-reference is made to those provided for in each individual paragraph of this informational memorandum. As indicated at point 3.1 above, the Plan's execution rules will be prepared and approved by the Board of Directors based on the general powers that will be conferred upon them by the Ordinary Shareholders' Meeting which will be convened to approve the Plan itself.

As indicated at point 2.2 above, the actual allocation of the Shares to the Beneficiaries will be connected and subject to the Company's meeting a certain level of total consolidated EBITDA for 2009, 2010 and 2011 financial years, as well as respecting a certain ratio between net consolidated financial indebtedness and consolidated EBITDA, as will be more specifically decided by the Board of Directors as they carry out the Share Allocation Plan.

4.6 The Shares actually allotted to the Beneficiaries will be freely transferable.

4.7 Not applicable pursuant to point 4.6 above.

4.8 Without prejudice to that provided below in the event of death:

a) if termination of the employment relationship occurs due to the Beneficiary's disability and inability to continue employment, the Beneficiary will have the right to receive an allocation exclusively of those Shares and Additional Shares which are owed to him/her at the time of the termination of employment.

b) except for the application of mandatory points of law, in the event that the employment relationship is terminated for any reason (different from that indicated in letter a) above, the Beneficiary will definitely lose, contemporaneously with receipt of notice of dismissal or resignation, the right to receive the allocation of Shares and the Additional Shares which have not yet been effectively allotted and delivered to such Beneficiary.

The Board of Directors may, in its discretional judgment, allot the Shares and Additional Shares to the Beneficiary in a broader manner as compared to the terms provided for here, in the term set by it, or allot to other Beneficiaries the Shares or Additional Shares made available due to the termination of one or more employment relationships.

Movement by a Beneficiary from the Company to one of its subsidiaries and vice versa, as well as movement by the Beneficiary from another of the Company's subsidiaries, as long as still an employee, will not lead to forfeiture of allocation rights for Shares or Additional Shares.

The Board of Directors, if possible and in its discretional judgment, may allow the Beneficiary to maintain the rights set forth in the Plan in the event that the employment relationship is terminated but, at the same time, the Beneficiary takes or maintains the office as director of the Company and/or one of its subsidiaries.

In the event that, before termination of the employment relationship for any reason, a change of control in the Company occurs, the Board of Directors will be able to take actions it believes appropriate and equitable to carry out the aims of the Share Allocation Plan and to protect the Beneficiaries. Such actions may include, for example, providing the Beneficiary the right to have the Shares and Additional Shares allotted him/her, independently of whether, at the moment of the change of control, all objectives of the Plan have been met or not.

In the event of the Beneficiary's death, the heirs shall have the exclusive right to receive the Shares or Additional Shares which were due the Beneficiary at the moment of death.

It is noted that if, in the event the Beneficiary had a written employment agreement with the Company, or with the Company and its subsidiary GTECH Corporation, there is a conflict between the terms of the rules of the Share Allocation Plan and the employment agreement, the provisions of the latter will prevail.

4.9 No other reasons for the annulment of the Share Allocation Plan are provided for.

4.10 Redemption by the Company for Shares connected to the Plan is not provided for.

4.11 Loans or other credit facilities to purchase the Shares pursuant to article 2358 of the Italian Civil Code are not to be provided.

4.12 The burden on the Company is not, at this time, quantifiable.

4.13 The Share Allocation Plan's dilutive effect, calculated assuming an allocation of the maximum number of Shares, as indicated at point 4.4 above, would be equal to approximately 0,44 % of Lottomatica's current corporate share capital. Instead, it is not currently possible to foresee the number of Additional Shares that may eventually be allotted.

4.14 The Shares and the Additional Shares actually allotted will have the same rights as other ordinary shares.

4.15 Not applicable, as the Company's ordinary shares are traded on the Telematic Share-trading Market [*Mercato Telematico Azionario*] organized and operated by Borsa Italiana S.p.A.

4.16 Not applicable, as the Plan provides for the allocation of Shares.

4.17 Not applicable, as the Plan provides for the allocation of Shares.

4.18 Not applicable, as the Plan provides for the allocation of Shares.

4.19 Not applicable, as the Plan provides for the allocation of Shares.

4.20 Not applicable, as the Plan provides for the allocation of Shares.

4.21 Not applicable, as the Plan provides for the allocation of Shares.

4.22 Not applicable, as the Plan provides for the allocation of Shares.

4.23 In case of gratuitous or paid up increases in share capital (with the exception of those effected to service stock incentive plans), splits or reverse-splits of shares, mergers, demergers, delisting of the Company's shares from official trading on the Telematic Share-trading Market [*Mercato Telematico Azionario*] (or from any other regulated market), legislative or regulatory reforms or other events capable of influencing the Shares, the meeting of the Company's objectives or, more generally, on the Plan, the Company's Board of Directors will make changes or amendments to the Plan that it considers necessary and/or opportune to maintain as much as possible the essential bases of the Plan, including the possibility of permitting the advance allocation of the Shares or Additional Shares.

4.24 Attached to this informational memorandum is section 1 of outline 1 of the table included in form 7 of attachment 3A of the Issuer Regulations.

Section 2 of outline 1 of the aforementioned table will be provided pursuant to article 84-*bis*, 5th comma, letter a), of the Issuer Regulations.

Name or category	Qualification (to be indicated only with regard to the persons mentioned by name)	**CHART 1**						
		Financial instruments other than options (e.g. *stock grant*)						
		<u>Section 2</u> New instruments allocated according to the decision: ☐ of the B.o.D. to propose to the shareholders' meeting ☒ of the competent body to implement the shareholders' meeting resolution						
		Date of the relevant shareholders' meeting resolution	Description of the instrument	Number of the financial instruments allocated for each person or category by the B.o.D. or the competent body	Date of the allocation by the B.o.D. or the competent body	Purchase price of the instruments (if any)	Market price on the allocation date	Expiry of the restriction on sale of the instruments
Marco Sala	Managing Director and CEO of Lottomatica SpA	July 2, 2009	Ordinary shares of Lottomatica SpA	168,488	July 30, 2009[1]	Without consideration	15,04	No restriction
Jaymin Patel	Director of Lottomatica SpA and CEO of GTECH Corp	July 2, 2009	Ordinary shares of Lottomatica SpA	88,342	July 30, 2009[1]	Without consideration	15,04	No restriction
Renato Ascoli	General Manager of Lottomatica SpA	July 2, 2009	Ordinary shares of Lottomatica SpA	45,537	July 30, 2009[1]	Without consideration	15,04	No restriction
Stefano Bortoli	CFO of Lottomatica SpA	July 2, 2009	Ordinary shares of Lottomatica SpA	41,530	July 30, 2009[1]	Without consideration	15,04	No restriction
Other employees		July 2, 2009	Ordinary shares of Lottomatica SpA	329,832	July 30, 2009[2]	Without consideration	15,04	No restriction

[1] The date refers to the allocation resolution, while actual delivery of the shares will take place, at the end of the vesting period, in two tranches of equal amount, in 2012 and 2013.

[2] The date refers to the allocation resolution, while actual delivery of the shares will take place, at the end of the vesting period, in one tranche, in 2012.