

**LOTTOMATICA GROUP S.p.A.**

***CHARTER GOVERNING THE MANAGEMENT  
OF PRIVILEGED INFORMATION***

Approved by the Board of Directors on April 29, 2011

## Article 1

### DEFINITIONS

- **Collaborators:** all parties who, by maintaining relations with the Company and/or any Controlled Entity on a continuous basis, may come into possession of Privileged Information;
- **Company:** Lottomatica Group S.p.A.;
- **Controlled Entities:** subsidiaries of the Company and in general the entities in whose endowment fund the Company holds a majority interest;
- **Financial Instruments:** financial instruments as defined under Article 180 of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the so-called “Finance Consolidated Act” or “FCA”) issued by the Company;
- **Informed Parties:** parties who have regular or occasional access to Privileged Information because of their working or professional activity or due to the tasks performed on behalf of the Company;
- **Privileged Information:** all information as defined by Article 181 of the FCA, directly involving the Company or any Controlled Entity.

## Article 2

### DISSEMINATION OF PRIVILEGED INFORMATION

- 2.1 The dissemination of Privileged Information is performed by means of press releases - or other appropriate means allowed by applicable laws - whose contents are usually prepared by the Corporate Communications together with the other departments and/or units of the Company and/or interested Controlled Entities, after evaluation, in any event, by the head of Group Investors Relations in coordination with the head of Corporate Affairs, as to the existence of Privileged Information and, pursuant to applicable laws and regulations, as to the convenience to defer disclosure of the same press releases.
- 2.2 Prior to its possible dissemination, each press release is approved by the Group Chief Financial Officer and, subsequently by the Chairman of the Board of Directors jointly with the Managing Director of the Company or with the executives of the Company or of the Controlled Entities charged by the latter. The approval of the text of the releases and of the time for their dissemination implies the final evaluation by the head of the Group Investor Relations jointly with the head of Corporate Affairs, on (i) whether or not any Privileged Information occur, and (ii) of the possible convenience to defer disclosure of the press release itself. Press releases containing Privileged Information that arouse or were shared during meetings of the Board of Directors or of the Executive Committee are, when possible, shared within said meetings prior to disclosure.

- 2.3 Once approved, press releases, pursuant to the laws and regulations in force from time to time, are:
- (i) issued and disseminated without delay, in the absence of grounded reasons for delay, under the responsibility of the Company's head of Group Investor Relations; and, then,
  - (ii) promptly published by the competent departments on the Company's website, where they will remain available for the minimum period set forth under the above mentioned laws and regulations.

For the above purposes, the Company's head of Group Investors Relations and the other corporate departments may avail themselves of third parties trusted by the Company.

- 2.4 The Corporate Affairs department is responsible for the preparation and the publication of prospectuses and information documents pursuant to the law and to the internal regulations, in relation to transactions approved by the competent bodies of the Company or of the Controlled Entities, regardless of the occurrence of Privileged Information (in such case the above provisions apply), such as, by mere way of example, issuance of financial instruments, transactions on the share capital, extraordinary transactions and related party transactions.

### Article 3

#### **CONFIDENTIALITY AND CO-OPERATION DUTIES**

- 3.1 All the Directors, Statutory Auditors, Collaborators and employees of the Company and of the Controlled Entities are required to keep confidential the Privileged Information they acquire when performing their duties, including information whose nature as Privileged Information may be doubted, and to immediately report them to (i) the head of Group Investors Relations of the Company, or (ii) the equivalent officer (if available) or legal representative of the Controlled Entity they belong to.
- 3.2 Save for the confidentiality duties under Section no. 3.1. above, in the event of information of public domain, not disseminated in accordance with this Charter, the Company must inform the public, pursuant to Section no. 2 of this Charter, and prior appropriate consultation with the competent authorities, on the authenticity of such information (so called "rumors"), integrating or correcting its content, should the market price of the Financial Instruments vary substantially with respect to the latest price of the previous day, having regard to the overall market trend and in any event upon request of the said authorities.
- 3.3 In compliance with the abovementioned confidentiality duties, relations with the press fall under the responsibility of Corporate Communications and Media Communications departments of the Company. The members of the managing, direction and control bodies as well as the Collaborators and the employees of the Company and of the Controlled Entities are strictly forbidden to give interviews to the press or, in general, issue statements or

documents containing Privileged Information, even if on a merely potential basis, unless prior authorization is given by the Company's Managing Director, in any case in accordance with the applicable laws and regulations, with specific reference to the duty of prior disclosure to the competent authorities, as well as with the provisions under Section no. 2 of this Charter, with particular reference to the case in which a Privileged Information must be disseminated.

- 3.4 With reference to public meetings with financial analysts or market operators, the Group Investor Relations of the Company must (i) communicate beforehand to Consob and to the company managing the market the date, place and main items to be discussed during the meetings and file with the same authorities the same information made available to the participants of the meetings at the latest at the same time of the meetings; (ii) coordinate with the Corporate Communications and Media Communications to allow members of the financial press to attend the meetings, or, should this not be possible, publish a press release illustrating the main items discussed in the event that the items not have been already made available to the public by means of previous press releases; and (iii) set up solutions that ensure the respect of the above principles also by the Controlled Entities.

#### Article 4

### **REGISTER OF PARTIES HAVING ACCESS TO**

### **PRIVILEGED INFORMATION (OR INFORMED PARTIES)**

- 4.1 The register of Informed Parties is set up by the Company and kept under the responsibility of the Company's Corporate Affairs Department.
- 4.2 For each Informed Party, the following minimum information shall be registered:
- identification details. Should the Informed Party be a legal person, an entity or association of professionals, the identity shall be registered of at least one contact individual able to identify the individuals who have accessed Privileged Information;
  - the date and reasons of the enrollment with the register;
  - the date of any update to the registered information.
- 4.3 The register shall be promptly updated should amendments be communicated to the Corporate Affairs as to the reasons for the enrollment of an Informed Party, or should a new Informed Party be enrolled, or should an Informed Party no longer have access to Privileged Information and as from when. The register is periodically updated by the Corporate Affairs in cooperation with the other corporate departments interested from time to time.
- 4.4 Registered information shall be kept for at least five years following the expiry of the reasons for their enrollment or update.

- 4.5 The Company's Corporate Affairs Department shall promptly notify the Informed Parties of their enrollment with the register and of any update to registered information regarding them, as well as of the obligations arising out of their access to Privileged Information and of the sanctions arising from (i) the abuse of privileged information and the market manipulation and, more generally, (ii) the unauthorized disclosure of Privileged Information.
- 4.6 Should information regarding a Controlled Entity assume the nature of Privileged Information, the Controlled Entity shall set up a register similar to the register of Informed Parties. The Company can be attributed the duty to keep said register on behalf of the Controlled Entity.

#### Article 5

### **MISCELLANEOUS**

- 5.1 This charter is adopted in compliance with the following provisions:
- a) FCA, as defined above;
  - b) regulations approved by Consob resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented;
  - c) regulations on the markets organized and managed by the Italian Stock Exchange, as subsequently amended and supplemented;
  - d) instructions on above said Italian Stock Exchange regulations, as subsequently amended and supplemented;
  - e) Consob communication no. 6027054 of March 28, 2006, concerning the disclosure of price sensitive information and measures to prevent market abuse behaviours.
- In case of doubt, the terms not defined in this charter shall be construed pursuant to the above mentioned provisions.
- 5.2 This charter is adopted effective from April 29, 2011. Starting from that date, any internal provision issued by the Company on the same matter shall cease to be effective.
- 5.3 This charter is published on the Company's website and is disclosed to all directors, auditors, Collaborators and employees of the Company and of the Controlled Entities, even by resolutions passed by the competent bodies.
- 5.4 Non-compliance with the obligations under this charter may entail:
- a) for Company or Controlled Entities' employees, disciplinary sanctions established by provision of law and/or of the applicable individual and/or collective agreements;
  - b) for members of managing and supervisory bodies of the Company or of Controlled Entities, removal from their offices for cause;

- c) for Collaborators, termination of their engagement contracts pursuant to Article 1456 of the Italian Civil Code.