

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

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

**Approved by the Board of Directors on July 30, 2009.**

## 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 consortia in whose endowment fund the Company holds a majority interest;
- **Covered Persons:** (i) all directors and officers of the Company or of the Relevant Controlled Entity, and (ii) such other persons as the Board of Directors of the Company or of the Relevant Controlled Entity, even by delegation of powers to single directors or officers, as the case may be, may from time-to-time designate pursuant to Article 4 of this charter;
- **Family Members and Others:** the spouses, not legally separated, minor children and other family members, including depending children even if of the sole spouse and, if living in the same household from at least one year, parents, relatives and relatives in-law of a Covered Person, in addition to entities, partnerships and trusts over which a Covered Person or a Family Member or Other jointly or severally holds (i) the majority of the voting rights or (ii) management powers;
- **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;
- **Relevant Controlled Entity:** a Controlled Entity if the book value of the interest held by the Company represents more than 50% of the Company assets, as resulting from the last approved financial statements.

## 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 prepared by the Group 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 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's Chief Financial Officer and, subsequently by the Chairman jointly with the Managing Director of the Company or with the executives of the Company or of its subsidiaries charged by them. The approval of the text of the releases implies an evaluation (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 are issued and disseminated without delay under the responsibility of the Company's head of Investor Relations, in accordance with the applicable laws and regulations, also by promptly publishing them 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 Investors Relations may avail him/herself of third parties trusted by the Company.

## 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 Investors Relations of the Company, or (ii) the head of Investors Relations or equivalent officer (if available) or legal representative of the Controlled Entity they belong to.
- 3.2 In compliance with the abovementioned confidentiality duties, the above persons 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 competent 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.

#### 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 a change occur of 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.
- 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 July 30, 2009. 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.