

**LOTTOMATICA S.p.A.**

**CODE OF CONDUCT  
ON INTERNAL DEALING**

**April 4, 2008**

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## **PREAMBLE**

This Code of Conduct (hereinafter referred to as the “**Code**”) is adopted in compliance with the provisions under the following measures:

- legislative decree no. 58 of February 24, 1998, bearing the so-called “consolidation act on financial intermediation”, as subsequently amended and supplemented (hereinafter referred to as the “**Tuif**”);
- regulations approved by Consob resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (hereinafter referred to as the “**Issuers’ Regulations**”);
- regulations on the markets organized and managed by the Italian Stock Exchange, (hereinafter referred to as the “**Stock Exchange Regulations**”);
- instructions on the Stock Exchange Regulations (hereinafter referred to as the “**Instructions**”).

In case of doubt, the terms not defined in this Code shall be construed pursuant to the abovementioned provisions.

The object of the Code is to govern the statutory disclosure of transactions related to the purchase, sale, subscription or exchange of shares (hereinafter referred to as the “**Shares**”) issued by Lottomatica S.p.A. (hereinafter referred to as “**Lottomatica**”), or of Equity-Linked Financial Instruments, carried out by Relevant Parties or by Persons Closely Related to Relevant Parties (all of the Equity-Linked Financial Instruments, the Relevant Parties and the Persons Closely Related to Relevant Parties as hereinafter defined).

Relevant Parties are required to comply with the Code and guarantee that the Persons Closely Related to them are acquainted and comply with the Code.

**Article 1**  
**SUBJECTIVE SCOPE OF APPLICATION**

- 1.1 Relevant Parties shall be deemed to include:
- a) the members of the governing and supervisory bodies of Lottomatica, as well as the persons holding management offices at Lottomatica, as well as the executives who have regular access to privileged information and have the power to make management decisions that can influence the evolution and future prospects of Lottomatica;
  - b) the members of the governing and supervisory bodies, as well as the persons holding management offices, as well as the executives who have regular access to privileged information and have the power to make management decisions that can influence the evolution and future prospects of a subsidiary owned, either directly or indirectly, by Lottomatica, provided that the book value of the relevant equity investment exceeds 50% of the balance sheet assets of Lottomatica itself, as resulting from the last approved financial statements (each hereinafter referred to as “**Relevant Subsidiary**”);
  - c) any person who holds an equity investment equal to at least 10% of the share capital of Lottomatica, represented by voting shares, as well as any other person controlling Lottomatica.
- 1.2 Executives eligible for qualification as Relevant Parties pursuant to Article 1.1, letter a) and b) of the Code, shall be identified by the Corporate Affairs Department of Lottomatica in agreement with and upon indication of the Resources and Shared Services Department.
- 1.3 Persons Closely Related to Relevant Parties shall be deemed to include:
- d) spouse not legally separated, dependent children, also of spouse, and, if cohabiting for at least one year, parents, relatives and relatives in-law of Relevant Parties;
  - e) legal persons, partnerships and trusts in which a Relevant Party or one of the persons under letter d) holds, either separately or jointly, the management office;
  - f) the legal persons owned, either directly or indirectly, by a Relevant Party or one of the persons under letter d) above;
  - g) partnerships whose economic interests are basically equivalent to those of a Relevant Party or one of the persons under letter d) above;

- h) trusts set up to the benefit of a Relevant Party or one of the persons under letter d) above.

**Article 2**  
**OBJECTIVE SCOPE OF APPLICATION**

2.1 The Relevant Parties must disclose and publish, within the deadlines and with the procedures under Article 3 of the Code, the information on transactions of purchase, sale, subscription or exchange of Shares or Equity-Linked Financial Instruments carried out by them or by Persons Closely Related to them, for any reason whatsoever.

2.2 Equity-Linked Financial Instruments shall be deemed to include:

- a) the financial instruments allowing the subscription, purchase or transfer of Shares;
- b) the debt instruments convertible into Shares or exchangeable for them;
- c) the derivative instruments on Shares under Article 1, paragraph 3, of *Tuif*;
- d) the other financial instruments, equivalent to, and representing, Shares;
- e) the listed shares issued by Lottomatica subsidiaries and the financial instruments linked to them under letters a) to d) above;
- f) non-listed shares issued by Relevant Subsidiaries and financial instruments under letters a) to d) above which are linked to such shares.

2.3 The following transactions shall not be required to be disclosed:

- a) transactions whose amount is less than the overall amount of five thousand euro by the end of the year, to be calculated (i) as the overall amount of the transactions carried out on behalf of each Relevant Party and the transactions carried out on behalf of the Persons Closely Related to it, and (ii) in the case of derivative instruments, with reference to the underlying shares;
- b) transactions carried out between the Relevant Party and the Persons Closely Related to it;
- c) transactions carried out by Lottomatica and by its subsidiaries.

**Article 3**  
**TERMS AND CONDITIONS AND PROCEDURES**  
**FOR DISCLOSURE AND PUBLICATION**

- 3.1 Relevant Parties under Article 1.1, letters a) and b) of the Code, shall notify Consob and Lottomatica of the transactions under Article 2 of the Code within five trading days from the date the transaction was carried out. Within the trading day following receipt of said notice, Lottomatica shall publish the information held therein pursuant to the provisions in force from time to time.
- 3.2 Relevant Parties under Article 1.1, letter c) of the Code, shall notify Consob of the transactions under Article 2 of the Code, and shall publish information so notified, pursuant to the provisions in force from time to time, within the fifteenth day of the month subsequent to the month the transaction was carried out. Information may be published by Lottomatica itself on behalf of parties required to make it, within the trading day subsequent to the day the parties have sent such information to Lottomatica, in compliance with the foregoing terms; in this event, Lottomatica shall ensure that information published is concurrently sent to Consob.
- 3.3 Notice to Consob under Articles 3.1, first sentence, and 3.2, first sentence, above, may be given by Lottomatica on behalf of Relevant Parties required to make it, within the deadlines respectively referred to therein.
- 3.4 All the foregoing disclosure and publication requirements shall be deemed collectively discharged upon the proper filling in, execution and delivery by the Relevant Parties involved of the model attached to the Code. The model shall be filed with (i) Consob, the competent market management companies and press agencies, by using the means of communication prescribed by the provisions in force from time to time, or (ii) Lottomatica by using the means of communication and addresses referred to in Article 5 below.

#### **Article 4** **BLACK OUT PERIODS**

Apart from individual duties to legitimately manage privileged information, such information as defined by Section 181 of the *Tuif*, Relevant Parties shall abstain, and shall cause Persons Closely Related to them to abstain, from executing any of the transactions referred to under Article 2.1 of the Code, unless specific exceptions are established by the managing body of Lottomatica :

- a) in the period from the 15th day (included) preceding the date when the managing body of Lottomatica meets to resolve on the consolidated and/or draft unconsolidated financial statements until the date (included) preceding the detachment of dividends, and anyway until the date (included) the shareholders' meeting called to approve the financial statements has resolved thereon, exception made for those shareholders who hold an equity investment equal to at least 10% of the share capital of Lottomatica, for whom the term ends with the approval of the draft

- financial statements and consolidated financial statements by the managing body of Lottomatica;
- b) in the period from the 15th day (included) preceding the date when the managing body of Lottomatica meets to resolve on infra-annual reports until the date (included) on which the same managing body resolves thereon;
  - c) in the period from the day (included) on which the date has been set for the competent body to resolve on the draft financial statements, or on the financial statements, or on the consolidated financial statements, or on any infra-annual report of a Relevant Subsidiary, until the day (included) on which the competent body has resolved thereon.

The managing body of Lottomatica or, as the case may be, of the concerned Relevant Subsidiary may from time to time select additional periods when the execution of transactions under Article 2.1 of the Code are banned or restricted for Relevant Parties and Persons Closely Related to them.

## **Article 5**

### ***IMPLEMENTATION OF THE CODE OF CONDUCT***

- 5.1 The Corporate Affairs Department of Lottomatica shall be tasked with:
- a) ensuring that the Relevant Parties are acquainted with the Code, in cooperation with the Resources and Shared Services Department, in the cases set forth in Article 1.2 of the Code;
  - b) the receipt, management and market disclosure of the information set forth in the Code;
  - c) updating and supervising application of the Code. To this end, the Corporate Affairs Department shall submit to the managing body of Lottomatica the proposals to make the amendments or additions it deems necessary or appropriate.
- 5.2 Disclosure obligations by Relevant Parties towards Lottomatica, pursuant to the Code, shall be deemed discharged upon filing and promptly sending the model attached to the Code to the Corporate Affairs Department, normally using the following e-mail address and giving advance notice by telephone to the head of the Department or to any other person belonging to such Department:

[ufficiosocietario@lottomatica.it](mailto:ufficiosocietario@lottomatica.it)

Should it not be possible to use the e-mail, the abovementioned disclosure obligations may be discharged by fax or by hand delivery to the following address, in any case with advance notice to be given by telephone to the

head of the Department or to any other person belonging to such Department:

Lottomatica S.p.A., *Corporate Affairs Department*  
Viale del Campo Boario, 56/D - 00154 ROME (Italy)  
Fax no.: +39 06 51894213.

## **Article 6** **PERSONAL DATA HANDLING**

- 6.1 Personal data referring to Relevant Parties and the Persons Closely Related to them shall be processed within the deadlines and for the purposes of discharging the provisions of the Code and the regulatory provisions referred or related to therein, including the provisions prescribing that such data be included in the financial statements documents, including the interim documents, concerning Lottomatica and its subsidiaries.
- 6.2 Personal data may be processed by paper and/or electronic means suitable for storing, organizing and selecting any such data, as well as for enabling the viewing, extraction and comparison of the same, according to logics closely related to the pursued purposes and, in any event, such as to guarantee safety and confidentiality of the processed data, in accordance with the provisions in force.
- 6.3 The provision of such data by the parties involved, upon Lottomatica's request, shall be conditional upon the dischargement of the obligations thereof.
- 6.4 Personal data shall be maintained by Lottomatica for a minimum period of ten years.
- 6.5 Personal data within Lottomatica may be disclosed to the employees of the Corporate Affairs Department, as well as, occasionally in the performance of their respective activities, to employees engaged in internal audit accounting and human resources matters. During process of personal data for the abovementioned purposes, Lottomatica may be assisted by outside parties who may, likewise, be acquainted with such data.

## **Article 7** **ENTRY INTO FORCE**

The Code is adopted effective from September 13, 2007. Beginning on that date, any internal provision issued by Lottomatica on the same issue shall cease to be effective.

## **Article 8** **NON-COMPLIANCE WITH THE CODE**

Failure to comply with the obligations under the Code may entail:

- 1) for the employees of Lottomatica or its subsidiaries, disciplinary sanctions established by provisions of law and/or the applicable collective labour agreement;
- 2) for members of governing and supervisory bodies of Lottomatica or its Relevant Subsidiaries, removal for cause.