



LOTTOMATICA GROUP S.P.A.

Viale del Campo Boario, 56/d - 00154 Rome

Share capital EUR 172,015,373.00 fully paid-up.

VAT no., tax code and registration no. on the Companies Register of Rome 08028081001

Subject to the management and coordination of De Agostini S.p.A.

INFORMATION MEMORANDUM

drafted pursuant to article 34-ter, first paragraph, lett. 1) of the regulation adopted by Consob under resolution No. 11971 of 14 May 1999 as subsequently amended

on the

ASSIGNMENT OF TREASURY SHARES TO SHAREHOLDERS

resolved by the ordinary shareholders meeting on 28 April 2011

BACKGROUND

The following memorandum (hereinafter referred to as, the “**Memorandum**”) has been drafted by the Board of Directors of Lottomatica Group S.p.A. (hereinafter referred to as, “**Lottomatica**” or the “**Company**”) pursuant to Article no. to article 34-ter, first paragraph, lett. l) of the regulation adopted by Consob under resolution No. 11971 of 14 May 1999 as subsequently amended (hereinafter referred to as, the “**Issuers’ Regulation**”), with reference to the free assignment of treasury shares resolved by the Shareholders’ meeting of Lottomatica on 28 April 2011. Being Lottomatica a company issuing financial instruments listed on a regulated Italian market, the free assignment of treasury shares mentioned in this Memorandum is subject to the provisions of the Legislative Decree No. 58 of 24 February 1998 (hereinafter referred to as, the “**Consolidated Financial Act**”) and the Issuers’ Regulation. To this regard, it is worth noting that article 34-ter, first paragraph, lett. l) of the Issuers’ Regulation provides that “*The provisions of Part IV, Title II, Chapter I, of the Consolidated Financial Act (i.e. Public offerings for subscription and sale) and those of this Title (i.e. Public offerings for subscription and sale of financial products) shall not apply to public offerings:.....l) involving shares offered, assigned or to be assigned free of charge to existing shareholders, and dividends paid out in the form of shares of the same category as the shares in respect of which such dividends are paid, provided that a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer*”.

The following Memorandum is available to the public at the Company’s registered office, Viale del Campo Boario 56/d, Rome, and at Borsa Italiana S.p.A., as well as on the Company’s website www.lottomaticagroup.com, section Governance - Documents and reports - Prospectuses and information documents.

DESCRIPTION OF THE TRANSACTION

The transaction described in the following Memorandum consists of the free assignment to shareholders of No. 3,372,851 Lottomatica ordinary shares currently held in the Company’s portfolio, with nominal value of € 1, with ratio of one ordinary shares every 50 shares owned at the ex-date (hereinafter referred to as, the “**Assignment**”), with the correspondent reduction of the treasury stock reserve.

The possibility to assign treasury shares to shareholders is included within the purposes of the acquisition and disposal of treasury shares programme, authorized by the 30 April 2010 ordinary Shareholders’ meeting, as subsequently supplemented by the 28 April 2011 ordinary Shareholders’ meeting which, in fact, expressly authorized such possible purpose and disposal procedure.

The Company informed the public on the Assignment, as resolved by the ordinary Shareholders’ meeting of the

Company on 28 April 2011, as well as announced and resolved by the Board of Directors, respectively, on 7 February 2011 and on 10 March 2011, through press releases issued on such dates, as well as through a notice published on the “Il Sole24Ore” dated 29 April 2011.

REASONS FOR THE ASSIGNMENT OF THE TREASURY SHARES

As indicated in the illustrative report of the Board of Directors on the items on the agenda of the extraordinary and ordinary Shareholders’ meeting of 28 April 2011, the main reason for the Assignment is to combine the strengthening of the asset structure of the Company, further to the proposal of the Board of Directors of 10 March 2011 to carry forward the annual profit for the financial year ended on 31 December 2010, with the expectation of the shareholders to receive dividends.

For the sake of a complete information, the average official price of the ordinary shares of the Company in the six months prior to 28 April 2011, date in which, as indicated, the ordinary Shareholders’ meeting resolved the Assignment, is equal to Euro 11.14.

MODALITIES FOR THE ASSIGNMENT OF THE TREASURY SHARES

The Assignment shall occur by means of free assignment with ratio of one ordinary shares every 50 shares owned, for a total of No. 3,372,851 Lottomatica ordinary shares, all taken from the treasury shares held in the Company’s portfolio, with the correspondent reduction of the treasury stock reserve.

The Lottomatica treasury shares assigned will be delivered to the beneficiaries, through the depositaries participating to the centralised administration services of Monte Titoli S.p.A., starting from May 26, 2011, with an ex-dividend date of May 23, 2011, and will not be subject to the payment of taxes.

The Company granted a mandate to an authorized entity (hereinafter referred to as, the “**Authorized Entity**”) to manage the fractions assignment rights resulting from each depositary, without expenses, costs or any other charges for the shareholders. In order to facilitate the delivery of the Lottomatica shares and to satisfy possible requests coming from Lottomatica’s shareholders, through the respective depositaries participating to the centralised administration services of Monte Titoli S.p.A., the Authorized Entity will be the counterpart, until 30 June 2011, in the process of liquidation of the fractions. Such fractions shall be liquidated based on the official price of Lottomatica shares on the last day of negotiation prior to the ex-date concerning the Assignment.

TAX IMPLICATIONS OF THE ASSIGNMENT OF THE TREASURY SHARES

The shares forming the object of the Assignment do not represent, for tax purposes, profits in kind, as determined by the recent Tax Authority Italian Revenues Agency's guidance contained in the resolution n. 26/E dated 7 March 2011, and therefore shall not be subject to the payment of taxes.

Rome, 29 April 2011

For the Board of Directors
The Chairman
Lorenzo Pellicoli