

LOTTOMATICA S.p.A.

Viale del Campo Boario, 56/d – 00154 ROME

Paid-in share capital Euro 151,991,896.00

VAT number, tax payers' code and enrolled with the Companies

Register of Rome with the no. 08028081001

Subjected to the direction and coordination by

De Agostini S.p.A.

**NOTICE OF CALL FOR ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING**

Shareholders are called to attend the Extraordinary and Ordinary Shareholders' meeting at the registered office located in Rome, Viale del Campo Boario no. 56/d, on April 15, 2008, at [11.30] a.m., and, if required, on second call, on April 17, 2008, at the same venue and time, in order to resolve upon the following

AGENDA:

Extraordinary Session

- 1. Proposal to amend the following Articles of the corporate By-laws: Article no. 13 (*Board of Directors: appointment*); Article no. 20 (*appointment, composition and requirements of the Board of Statutory Auditors*); inherent and consequent resolutions**

Ordinary Session

- 1. Proposal to authorize purchase and dispose Company's own shares pursuant to Articles no. 2357 and no. 2357-ter of the Italian Civil Code. Inherent and consequent resolutions;**
- 2. Financial statements as at December 31, 2007 and proposed allocation of net profits and part of the reserves; inherent and consequent resolutions.**
- 3. Appointment of the Board of Directors, prior determination of the number of Directors; determination of relevant remuneration.**
- 4. Appointment of the Board of Statutory Auditors and of its Chairman; determination of the relevant remuneration.**

5. Proposal of a new stock allocation plan reserved for Group employees; inherent and consequent resolutions;

6. Proposal of a new stock option plan reserved for Group employees; inherent and consequent resolutions

Pursuant to Article no. 8.3 of the Company's By-laws, Shareholders that, even jointly, represent at least one-fortieth of the share capital, may send the Company, to the attention of the Corporate Affairs Department, a request for an addition to the list of items on the agenda within five days of the publication of this notice, specifying in their request the further issues they propose to discuss.

Additional items on the agenda, however, may not be submitted if they concern issues for which the law authorizes the Shareholders' meeting to resolve upon proposal of the directors or based on a project or a report prepared by them. Any list of additional items on the agenda will be published in the same way as this notice at least ten days before the day set for the Shareholders' meeting summoned in first call.

Pursuant to law, Shareholders are entitled to attend the meeting if the authorized intermediaries that keep their accounts have sent the Company the communication required by current provisions within two business days before the date set for the Shareholders' meeting. Communications received in accordance with the above are also valid for calls subsequent to the first.

The Company does not impose a share freeze as a prerequisite for entitlement to attend the Shareholders' meeting: Shareholders are only required to give instructions to the intermediaries who keep their accounts so that they may timely send the Company the abovementioned communication. This does not give rise to any impediment to the subsequent release of the shares referred to in the communication; the intermediary who has sent the communication, however, is required to inform the Company without delay of any partial or total transfer (or any other act of disposal) of the corresponding shares made before the Shareholders' meeting is held.

The Company may in no circumstances be blamed for any requests for prior notices in order for the necessary formalities to be discharged in

good time or for any cases of shares lodged not actually being available that may be imposed by intermediaries' operating practices. The Shareholders may be represented by proxies in compliance with the provisions under Article no. 9 of the Company's By-laws and Article no. 2372 of the Italian Civil Code.

Pursuant to Articles no. 13 and no. 20 of the corporate By-laws, Shareholders appoint the members of the Board of Directors and of the Board of Statutory Auditors on the basis of lists submitted by Shareholders in accordance with the modalities provided by the By-laws. Lists are submitted by Shareholders that own, alone or jointly with other Shareholders, at least 1.5% of the share capital; the lists of candidates must be deposited or reach the Company's head office at least fifteen days prior to the date scheduled for the Shareholder's meeting summoned in first call to resolve on the appointment of the Directors, therefore no later than by 5.00 P.M., March 31, 2008.

In the event that, upon termination of the term given for the presentation of the lists of candidates for the Board of Statutory Auditors, only one list, or lists presented by Shareholders connected to the majority Shareholder, has been deposited, the Company shall extend by five days the term given to deposit - in accordance with the above modalities - other lists of candidates for the Board of Statutory Auditors, therefore until 5.00 P.M., April 5, 2008. If such event is given, the above minimum threshold needed for the presentation of the lists is halved and the Company shall inform the market immediately in accordance with the provisions of law.

Upon presentation, each list shall enclose:

- A) an exhaustive information on the personal and professional qualifications of the candidates. Candidates running for the office of Director are requested to indicate their alleged independency qualification; those running for the office of Statutory Auditor are requested to indicate the offices of director and statutory auditors held in other companies, as well as the relevant date of termination from office;
- B) a statement through which each candidate accepts the nomination

and certifies under his/her own responsibility that there are no reasons of ineligibility or incompatibility provided under the law, as well as that he/she possesses all requirements provided by the law and by the By-laws, also with reference to the stock-holdings owned by Lottomatica S.p.A. in other companies;

C) an indication of the identity of the Shareholders that have submitted the list and the percentage of share capital jointly owned, as well as a copy of the certificates delivered by authorized intermediaries and certifying the ownership of the number of shares required to file the lists;

D) a declaration by the Shareholders that have presented the list, stating the non existence of any connection to be regarded as relevant pursuant to the law with the Shareholders that hold, also jointly, a shareholding that allows the control or the simple majority of the share capital of the Company.

The candidates to the office of Director shall also verify that they meet the requisites required by the gaming and lottery Authorities of those countries in which the Company or its subsidiaries operate, that may be autonomously evaluated by each candidate through the review of (i) the guide to the qualification process with the same Authorities and (ii) the personal data communication model (so called "*multijurisdictional form*"), available at the Company's head office as well as on its web site at: www.gruppolottomatica.it, in the section dedicated to Shareholders' meetings.

Through the execution of the preliminary "acceptance of office" declaration, under letter (B) above - a copy of which is available at the head office of the Company, as well as on the said website - each candidate will attest its eligibility pursuant to the provisions of law and of the By-laws, and undertakes, if appointed, to be submitted to the above said qualification process.

Each list shall indicate no more than 15 candidates to the office of Director, as well as from 1 to 3 candidates to the office of effective Statutory Auditor and from 1 to 5 alternate Statutory Auditor. Each Shareholder can submit, vote or take part in the submission of only one

list and each candidate will be entitled to present himself in one list only, for the Board of Directors and one list only for the Board of Statutory Auditors. All the lists validly presented shall be made available to the public, in accordance with the relevant provisions of law, at least 10 days prior to the Shareholders' meeting summoned in first call.

The lists or any candidate submission, the presentation of which does not comply with all the provisions of the By-laws, as briefly recalled in this notice, except for those to be complied with by the Company, are deemed as not submitted.

Shareholders and their representatives are kindly requested to appear at least one hour before the time at which the Shareholders' meeting is to begin in order to facilitate the registration procedures.

The draft standalone and consolidated financial statements as at December 31, 2007, as well as the documentation requested by the current provisions of law with reference to the items on the agenda, shall be made available for consultation within the terms provided thereunder at the Company's registered office and at the seat of Borsa Italiana S.p.A., as well as on the Company's website; Shareholders are entitled to peruse them and obtain copies at their own expense.

Rome, March 14, 2008

LOTTOMATICA S.p.A.

on behalf of the Board of Directors

The Chairman, Managing Director and CEO