

Point No. 4 of the Order of the Day – “Resolutions concerning the stock-based incentive plans in force reserved for employees of Lottomatica S.p.A. and/or its subsidiaries”

Dear Shareholders,

as you know, there are currently some stock-based incentive plans in force reserved for employees of the Company and/or its subsidiaries (the “Plans”), approved and disclosed pursuant to the applicable regulations. The Board of Directors considers that such Plans are to be interpreted in the sense that – if possible and at discretion of the Board itself – the beneficiary can maintain the rights set forth in the Plans in the event that the employment relationship is terminated but, at the same time, the beneficiary takes or maintains the office as director of the Company and/or of one of its subsidiaries. This appears to be coherent with the purpose of the Plans and, for more clearness, such power will be explicitly conferred upon the Board of Directors also in the frame of the new incentive plans subject to the approval of this Shareholders’ Meeting.

*** **

In the event that it is in agreement with the proposals at hand, the Shareholders’ Meeting is requested to approve the following resolutions:

“The Ordinary Shareholders’ Meeting of Lottomatica S.p.A.,

Hereby resolves

- I. to specify that – if possible and at discretion of the Board of Directors – the beneficiaries of the stock-based incentive plans in force reserved for employees of the Company and/or its subsidiaries can maintain the rights set forth in the plans in the event that the employment relationship is terminated but, at the same time, the beneficiary takes or maintains the office as director of the Company and/or one of its subsidiaries;*
- II. to delegate to the Board of Directors all powers necessary or opportune to carry out this resolution”.*