

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

**Viale del Campo Boario, 56/d – 00154 ROME**

**Paid-in share capital Euro 152,286,837.00<sup>1</sup>**

**VAT number, tax payers' code and enrolled with the Companies Register of Rome  
under no. 08028081001**

**Subjected to the direction and coordination by**

**De Agostini S.p.A.**

**NOTICE OF CALL FOR EXTRAORDINARY AND ORDINARY 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 November 20, 2009, at 11.00 a.m. and, if required, on second call on November 23, 2009, at the same venue and time, in order to resolve upon the items on the following

**Agenda:**

*extraordinary session*

- 1) Proposal to a paid, divisible capital increase, excluding the option right pursuant to art. 2441, paragraph 5, of the Italian Civil Code, for a maximum amount (including the share premium) of Euro 350,000,000.00, through the issue of new ordinary shares to be offered to Mediobanca – Banca di Credito Finanziario S.p.A. (or by another banking or financing entity indicated by it) in the context of a broader transaction involving the issue by UBI Banca International S.A. of mandatory exchangeable bonds, falling due in 2012, to be converted into Lottomatica's ordinary shares. Amendment of art. 5 of the By-laws; related and consequent resolutions;**
  
- 2) Proposal to amend Article no. 13 (Board of Directors: appointment) and no. 14 (Board of Directors: function) of the By-laws so as to enforce Article no. 2389, paragraph 3 of the Italian Civil Code; inherent and consequent resolutions**

*ordinary session*

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<sup>1</sup> As of October [21], 2009, the share capital is made up by no. 152,286,837 ordinary shares, of which no. 3,346,190 own shares without voting rights pursuant to art. 2357-ter, paragraph 2, second part of the Italian Civil Code

**3) Proposal to determine the overall amount of the compensation of all the members of the Board of Directors, pursuant to Article no. 2389, paragraph no. 3, second period, of the Italian Civil Code; inherent and consequent resolutions.**

Pursuant to the provisions of law and to Article 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 to supplement 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, pursuant to the law, the Shareholders have to resolve on such items on the basis of a proposal, a project or of a report by the Directors. The supplemented agenda will be published in the same way as this notice at least ten days before the day set for the Shareholders' meeting.

Pursuant to the law and to Article 9 of the By-laws, Shareholders are entitled to attend the meeting if the authorized intermediaries that keep their accounts have sent the Company the communication required by the 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 to attend the meeting: Shareholders are only required to give instructions to the intermediaries who keep their accounts so that the latter may timely send the Company the above mentioned communication. This does not give rise to any impediment to the subsequent release of the shares referred to in the communication; in such event, the intermediary who has sent the communication is required to inform the Company without delay of any partial or total transfer (or any other act of disposal) of the corresponding shares since the said communication would no longer effectively entitle the participant to attend the meeting.

The Company may in no circumstances be held liable 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 the intermediaries' practices.

Shareholders may be represented in compliance with the provisions under Article 9 of the Company's By-laws and Article 2372 of the Italian Civil Code, also by signing the proxy form attached to the copy of the above mentioned communication of the authorized intermediaries; a proxy specimen is also available on the website

[www.lottomaticagroup.com](http://www.lottomaticagroup.com), section *Governance - Documents and reports - Shareholders' Meeting November 20, 2009*.

Shareholders and their representatives are kindly requested to appear at least one hour before the time at which the Shareholders' meeting is to begin, with the copy of the above mentioned communication and of the proxy if any, in order to facilitate the registration procedures.

The required documentation in connection with the items on the agenda shall be made available to the public within the terms of law at the Company's registered office and at the seat of Borsa Italiana S.p.A., as well as on the website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section *Governance - Documents and reports - Shareholders' Meeting November 20, 2009*, and the public shall be made consequently aware thereof by means of announcement. Shareholders are entitled to peruse such documentation and obtain copies at their own expense.

Rome, October 21, 2009

LOTTOMATICA GROUP S.p.A.  
on behalf of the Board of Directors  
The Chairman  
Lorenzo Pellicoli