

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

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

**Paid-in share capital Euro 172,015,373.00**

**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 EXTRAORDINARY AND ORDINARY SHAREHOLDERS'  
MEETING**

Those entitled to participate and vote 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 28, 2011, at 11.00 a.m., and, if required, on second call, on April 29, 2011 at the same venue and time, in order to resolve upon the following

**AGENDA:**

*extraordinary section*

- 1) proposed granting of authority to the Board of Directors, pursuant to Article 2443 of the Civil Code, to increase the share capital, on one or more occasions and even in tranches, (i) against payment and/or for free with no pre-emption right pursuant to the fourth paragraph, second sentence, of article 2441 by a maximum nominal amount of EUR 17,201,537, serving stock based incentive plans and/or extraordinary transactions, further to revocation of existing authorization, and (ii) against payment and even under article 2441, fifth paragraph of the Civil Code, by a maximum nominal amount of EUR 125,000,000 to cover certain provisions of the hybrid bond issued in 2006 maturing in 2066, further to the expiration of existing authorization; relevant resolutions;**
- 2) proposal to amend articles 8 (Convocation), 9 (Right to vote and intervene), 11 (Competencies and majority), 13 (Board of Directors : appointment and compensation), 14 (Board of Directors: function), 15 (Meetings of the Board), 18 (Chairman), 19 (Managing Director and General Manager), 20 (Appointment, composition and requirements of the Board of Statutory Auditors), 21 (Statutory Auditors' Report) and 25 (Winding up and Liquidation) of the Bylaws; relevant resolutions;**

*ordinary section*

- 1) **financial statements for the period ending 31 December 2010 and proposal for profit allocation; assignment of treasury shares to the shareholders, after supplementing the 30 April 2010 shareholders' authorization for the acquisition and disposal of treasury shares currently in force; relevant resolutions;**
- 2) **appointment of the Board of Directors and of its Chairman for the financial years 2011, 2012 and 2013, subject to determination of the number of Directors to be appointed; determination of their compensation, also as members of the Executive Committee, if established; determination of the overall maximum amount of the compensation for all Directors pursuant to article 2389, paragraph 3 of the Civil Code and article 13.4 of the Bylaws; relevant resolutions;**
- 3) **appointment of the Board of Statutory Auditors and the Chairman for the financial years 2011, 2012 and 2013, and determination of their remuneration; relevant resolutions;**
- 4) **compensation policy for the members of the management and controlling bodies of the company, as well as of the managers with strategic responsibilities of the Company and of its subsidiaries; relevant resolutions;**
- 5) **2011–2017 stock option plan reserved for employees of Lottomatica Group S.p.A. and/or its subsidiaries and empowerment of the Board of Directors to carry out such a plan; relevant resolutions;**
- 6) **2011–2015 stock allocation plan reserved for employees of Lottomatica Group S.p.A. and/or its subsidiaries and empowerment of the Board of Directors to carry out such a plan; relevant resolutions;**

#### **Share Capital and right to vote**

The share capital of Lottomatica Group S.p.A., resolved for a total amount of Euro 182,682,847.00, results to be subscribed and paid in for Euro 172,015,373.00 and made up by no. 172,015,373 ordinary shares, each with a nominal value of Euro 1.00. Every ordinary share gives the right to one vote in the shareholders' meetings of the Company. As at the time of this notice of call, the Company holds no. 3,167,552 own shares, whose voting rights are suspended pursuant to Article 2357-ter, paragraph 2, second part of the Italian Civil Code.

## **Agenda supplements**

Pursuant to the provisions of law, Shareholders that, even jointly, represent at least one-fortieth of the share capital, may send the Company, by certified mail addressed to the attention of the Corporate Affairs Department, Viale del Campo Boario 56/d, 00154 Rome – Italy, within ten days of the publication of this notice (therefore by March 26, 2011), a request to supplement the list of items on the agenda with evidence of the further proposed items, along with a report on such proposed items and a copy of the relevant communication, by authorized intermediaries in accordance with the applicable provisions, certifying the legitimacy to place such request. The supplements to the list of the items on the agenda that the Shareholders' Meeting will have to deal with, following to the above requests, shall be made public, in accordance with the same forms imposed for the publication of such notice of call, within fifteen days before the day set for the Shareholders' meeting summoned on first call (therefore by April 13, 2011).

At the same time of the publication of the integration notice, the report prepared by the requesting Shareholder shall be made available to the public, with the same forms imposed for the publication of such notice of call, along with any evaluations made by the Board of Directors

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.

## **Right to participate**

Pursuant to the applicable provisions, the right to participate at the Meeting is subject to the reception by the Company of a communication, by authorized intermediaries in accordance with their accounting records, in favor of those entitled to participate. The relevant communication is based on the intermediary accounting records at the end of the seventh open market day before the day set for the Shareholders' meeting summoned on first call (the so-called *record date*, April 15, 2011); variations in the accounts following such date are not considered in terms of the right to attend and vote in the Shareholders' Meeting; as such, those who become owners of the shares subsequent to such date shall have no right to attend and vote at the Shareholders' meeting. The relevant communication by the authorized intermediaries shall be received by the Company by the end of the third open market day before the day set for the Shareholders' meeting summoned on first call (therefore April 21, 2011). The communication received in compliance with the above, is valid for successive meetings.

Those who are entitled to intervene in the Shareholders' meeting may be represented, in accordance with the applicable provisions, by signing the proxy form delivered by authorized intermediaries to those who have the right; a proxy specimen is also available in English and Italian on the website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section *Governance - Documents and reports - Shareholders' Meeting April 28, 2011*. It is the responsibility of the Chairman of the Shareholders' meeting to verify the validity of the proxy and the general right to intervene in the Shareholders' meeting. The proxy may be sent to the Company by certified mail addressed to the Company's head office, to the attention of the Corporate Affairs Department – ref. Proxy, Viale del Campo Boario 56/d, 00154 Rome – Italy, or by certified electronic post to the address: [assemblea.lottomatica@legalmail.it](mailto:assemblea.lottomatica@legalmail.it).

Pursuant to Article 9.7 of the Company By-Laws, the proxy may also be given, together to the voting instruction on all or some specific items of the agenda, to the representative appointed by the Company, Omniservizi F&A S.r.l., (here forth “**Appointed Representative**”). The proxy may be sent by certified mail to the Appointed Representative, who must receive it by the end of the second open market day before the day set for the Shareholders' meeting summoned on first call (therefore by April 26, 2011), at Omniservizi F&A S.r.l., Via Circonvallazione, n. 5, 10010 - Banchette (Turin) – Italy” or by means of certified electronic post to the address: [assemblea.lottomatica@legalmail.it](mailto:assemblea.lottomatica@legalmail.it).

The Appointed Representative is granted the power to exercise voting rights solely on the matters specified by the proxy. The power to vote is granted to the Appointed Representative by filling out and signing the relevant proxy form available at the Company's head office, as well as on the website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section *Governance - Documents and reports - Shareholders' Meeting April 28, 2011*, as of the publication of this notice of call. Proxy and voting instructions may be revoked by April 26, 2011 through the use of the same forms.

#### **Appointment of members of the Board of Directors and Board of Statutory Auditors**

Pursuant to corporate By-laws, the members of the Board of Directors and of the Board of Statutory Auditors shall be appointed on the basis of lists submitted in accordance with the modalities provided for by the By-laws (please refer to Article 13 and 20 for further information). Lists may be submitted by Shareholders owning, whether individually or jointly with other Shareholders, at least 2.0% of the share capital; the lists of candidates must be deposited or reach the Company's head office at least twenty five days prior to the date scheduled for the Shareholder's meeting summoned on first call, therefore by 5.00 p.m., April 4, 2011 insofar as the twenty-fifth day is a holiday. Lists submitted for

members of the Board of Directors should specify the name of the candidate for Chairman of the Board of Directors.

In the event that upon expiration of the term given to submit the lists, only a single list be submitted for candidates to the Board of Statutory Auditors, or only lists submitted by mutually related Shareholders, as intended by applicable provisions, towards the Shareholders owning, also jointly, a controlling or a relative majority interest in the Company's share capital, the Company shall extend by three days the term given to present - in accordance with the above said modalities - other lists of candidates for the Board of Statutory Auditors, therefore until 5.00 p.m., April 7, 2011. In such case, the above said minimum threshold needed for the presentation of the lists is halved to 1.0% and the Company shall promptly inform the public of such event with the modalities provided for by the applicable provisions.

Upon its 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 further requested to indicate their alleged independency qualification; those running for the office of Statutory Auditor are further requested to indicate the offices of director and statutory auditor held in other companies, as well as the relevant date of expiry;

B) a statement through which each candidate shall accept the nomination in advance and certify under his/her own responsibility the lack of any reasons of ineligibility or incompatibility, as well as the meeting of all requirements provided by the applicable provisions including the By-laws, also with reference to the stock interests held by Lottomatica Group S.p.A. in other companies;

C) the identity of the Shareholders submitting the list and the percentage of share capital owned in the aggregate;

D) in the event of a list presented by the Shareholders that have no connection, neither directly or indirectly, a declaration that states the non-existence of any such relation (this requirement, requested by the applicable provisions for the appointment to the Board of Statutory Auditors, is recommended by CONSOB for the appointment to the Board of Directors, Communication no. 9017893 of February 26, 2009).

Each candidate to the office of Director shall also autonomously assess whether or not he/she meets the requirements imposed by the gaming and lottery competent foreign Authorities, by examining (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.lottomaticagroup.com](http://www.lottomaticagroup.com), in the section dedicated *Governance – Documents and Reports - Shareholders’ meetings – April 28, 2011*.

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 undertake, 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 candidates to the office of alternate Statutory Auditor. Each Shareholder will be entitled to submit, vote or take part in the submission of only one list for the Board of Directors and of only one list for the Board of Statutory Auditors, and each candidate will be entitled to present him/herself in one list only. All the lists validly presented shall be made available to the public, in accordance with the applicable provisions, at least 21 days prior to the Shareholders’ meeting summoned on first call (by April 7, 2011).

The lists or any single nomination for which all of the provisions set by the By-laws by pain of voidance are not complied with, such provisions as briefly recalled in this notice, except for those to be complied with by the Company, shall be deemed as non submitted. Please refer to the By-laws available at the Company’s head office as well as on its web site at: [www.lottomaticagroup.com](http://www.lottomaticagroup.com), in the section dedicated *Governance – Documents and Reports – Company By-laws – November 2010*.

### **Organizational matters**

Those entitled to participate and vote are kindly requested to appear at least one hour before the time at which the Shareholders’ meeting is to begin, with a copy of an identity document, as well as the copy of the above mentioned communication sent to the Company by authorized intermediaries who, in accordance with the applicable provisions, should made it available to them, together with the proxy, if any, in order to facilitate the assessment of the right to intervene and vote, and the registration procedures.

### **Documentation**

The documentation which will be submitted to the Shareholders’ meeting, including illustrative reports and proposals of resolutions regarding the items on the agenda, shall be made available to the public within the terms and with the manners provided for the applicable provisions, at the Company’s registered office and at Borsa Italiana S.p.A., as

well as on Company's website [www.lottomaticagroup.com](http://www.lottomaticagroup.com), section *Governance - Documents and reports - Shareholders' Meeting April 28, 2011*.

### **Questions regarding the Agenda**

Shareholders are entitled to present questions regarding items on the agenda prior to the date of the Shareholders' Meeting, submitting them by certified mail addressed to the Company's head office, to the attention of the Corporate Affairs Department, at Viale del Campo Boario 56/d, 00154 Rome – Italy, together with a copy of the relevant communication, by authorized intermediaries in accordance with the applicable provisions, certifying their qualification as Shareholders. The Company shall keep the right to respond to the questions received, in the "Questions & Answers" section available on the website [www.lottomaticagroup.com](http://www.lottomaticagroup.com) section *Governance - Documents and reports - Shareholders' Meeting April 28, 2011*. In any case, the questions received prior to the date of the Shareholders' Meeting, if not previously replied to in the "Questions & Answers" section, will be answered no later than the Meeting date. Questions regarding the same items or matters may be answered jointly.

Rome, March 16, 2011

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