

**Proxy and voting instructions form in favour of Omniservizi F&A S.r.l. pursuant to art. 135-undecies of Legislative Decree n. 58/1998**



Extraordinary and ordinary shareholders' meeting called on 28<sup>th</sup> April 2011 at 11.00 am at the legal headquarter in Rome, Viale del Campo Boario, 56/d, on first call or on 29<sup>th</sup> April 2011 same place and time, on second call

**Omniservizi F&A S.r.l.** with registered offices in Banchette (Turin), Via Circonvallazione 5, fiscal code n. 08756410018 (hereinafter "**Omniservizi**"), as "Appointed Representative" pursuant to article 135-undecies of Legislative Decree n. 58/1998 of **Lottomatica Group S.p.A.** (hereinafter the "**Company**"), is collecting voting proxies for the extraordinary and ordinary shareholders' meeting called on 28<sup>th</sup> April 2011 on first call and on 29<sup>th</sup> April 2011 on second call, in accordance with the terms and procedures indicated in the notice of call published in the Company website and in the newspapers "Il Sole 24 Ore" in accordance with the terms provided for by law.

The original proxy form, together with the confidential voting instructions for the Appointed Representative, shall be received by **Omniservizi F&A S.r.l., Via Circonvallazione n. 5, 10010 Banchette (Torino) Italy**, within the end of the second trading day prior to the date established on first call of the shareholders' meeting and therefore within 11.59 pm of 26<sup>th</sup> April 2011 by one of the following means:

- by registered letter with return receipt;
- by an e-mail message containing the pdf file sent to the address [assemblea.lottomatica@legalmail.it](mailto:assemblea.lottomatica@legalmail.it).

The proxy and the voting instructions can be revoked within the same terms as above.

**Pursuant to Article 135-undecies 2nd alinea of Legislative Decree n. 58/1998 the granting of the proxy and of the voting instructions by mean of this form shall be free of charge for the shareholder, except for the mailing costs.**

Omniservizi, as Appointed Representative, informs the shareholders that it has no direct interest in respect of the deliberation proposals submitted to the meeting. Nevertheless, taking into account the contractual relationship existing between Omniservizi and the Company, relating in particular to the technical assistance services and ancillary services to be rendered at the Company shareholders' meeting, for the sole purpose of avoiding possible future disputes connected with the supposed existence of circumstances capable to cause a conflict of interest as provided for by Article 135-decies, 2<sup>nd</sup> alinea, lett. f), of Legislative Decree n. 58/1998, Omniservizi hereby expressly declares that, in case of unknown circumstances or in case of modification or addition to the proposals submitted to the shareholders' meeting, it shall not express a vote other than that indicated in the voting instructions.

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**PROXY FORM**

(Section to be notified to the Company by the Appointed Representative – Fill with the information required on the basis of the Instructions below)

The undersigned....., born in....., on....., (Fiscal code/Tax ID) ....., domiciled in ....., telephone number....., e-mail address ....., holder of the voting right <sup>(1)</sup>

Hereby APPOINTS the Appointed Representative to participate and vote at the afore mentioned shareholders' meeting as indicated in the granted voting instructions in respect of n°..... Lottomatica Group S.p.A. shares ISIN code IT0003990402 registered in the account n.....by..... ABI..... CAB..... <sup>(2)</sup>;

Reference to the communication effected by the intermediary:

- \_ communication n.....
- \_ effected by.....
- \_ possible identification codes.....

DECLARES that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions in respect of some resolution proposals only and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;

DECLARES to authorise Omniservizi to the treatment of his/her/its personal data for the purposes under the terms and conditions specified in the attached information document.

The undersigned (surname and name of the person who signs the proxy if different from the shareholder).....

is subscribing this proxy as:

- pledgee;
- swapper;
- usufructuary;
- custodian;
- agent;
- legal representative or proxy with power of sub-delegation
- other (specify).....

Place and date.....

Signature.....

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(1) Specify the capacity of the person who signs the proxy and enclose:

a) for individuals copy of a valid identification document;

b) for corporate bodies, in addition to copy of a valid identification document of the person who signs the proxy in the name of the company or other body entitled to attend and vote at the meeting, documents giving evidence of his representation power such as copy of the certificate issued by the Companies' Registry or equivalent document for foreign companies, proxies, excerpts of Board of Directors resolutions.

(2) Enter the securities account number, ABI and CAB of the intermediary or in any event its name shown on the excerpt of the securities portfolio.

## VOTING INSTRUCTIONS

(Section containing information for the Appointed Representative only, to be forwarded to Omniservizi F&A S.r.l.)

The undersigned .....  
 hereby appoints th Appointed Representaive to vote in accordance with the following voting instructions at the extraordinary and ordinary shareholders' meeting of Lottomatica Group S.p.A called on 28 April 2011, on first call, and, if necessary, on 29 April 2011, on second call

### A) RESOLUTION PROPOSALS

AGENDA	IN FAVOR of the proposal .....	AGAINST	ABSTAIN
<b>EXTRAORDINARY SECTION</b>			
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;	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)
<b>ORDINARY SECTION</b>			
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;	(cross)	(cross)	(cross)
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;	(cross)  <b>Enter the number of the chosed list.....</b>	(cross)	(cross)
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;	(cross)  <b>Enter the number of the chosed list.....</b>	(cross)	(cross)
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;	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)

## B) UNKNOWN CIRCUMSTANCES

In the event of circumstances unknown at the time of granting of the proxy (1) the undersigned with reference to:

EXTRAORDINARY SECTION	CONFIRM THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS (*)	MODIFIES THE INSTRUCTIONS		
			In favour	Against	Abstain
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
<b>ORDINARY SECTION</b>					
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)

(1) In case of significant circumstances, unknown at the time when the proxy was granted, and that can not be communicated to the person who conferred the proxy, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed, the voting instructions under A).

(\*) Pursuant to Article 135-undecies, 3rd alinea, of Legislative Decree n. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."

### C) MODIFICATIONS OR ADDITIONS

In case of significant circumstances, unknown at the time when the proxy was granted, and that cannot be communicated to the person who conferred the proxy <sup>(2)</sup>:

EXTRAORDINARY SECTION	CONFIRM THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS (*)	MODIFIES THE INSTRUCTIONS		
			In favour	Against	Abstain
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
<b>ORDINARY SECTION</b>					
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)
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;	(cross)	(cross)	(cross)	(cross)	(cross)

(2) In case of modifications or additions of the proposals submitted to the shareholders' meeting it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification (or granting) of the expressed voting instruction. Should no choice be expressed the voting instructions under a) shall be considered as confirmed.

(\*) Pursuant to Article 135-undecies, 3rd alinea, of Legislative Decree n. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."

***In accordance with the provisions of Annex 5A of Consob Issuers Regulation (as amended by Consob Resolution of 28<sup>th</sup> December 2010 n.17592), the provisions of Legislative Decree n.58/1998 mentioned in these instruction are quoted below***

**Article 135-decies  
(Conflict of interest of the representative and substitutes)**

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies  
(Appointed representative of a listed company)**

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall express any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

## **PROTECTION OF INDIVIDUALS AND OTHER SUBJECTS IN RESPECT OF THE "TREATMENT OF PERSONAL DATA" INFORMATION PURSUANT TO ART. 13 OF LEGISLATIVE DECREE N. 196 OF 30TH JUNE 2003**

Pursuant to Legislative Decree n. 196 of 30th June 2003 (Privacy Code, hereinafter, "CP"), we wish to inform you about the mode of treatment of the Data effected by Omniservizi F&A S.r.l., and about the rights that – as interested subject – you are vested with.

Holder of the treatment is Omniservizi F&A S.r.l. with registered office in Via Circonvallazione 5 – 10010 Banchette (TO).

### **1. SCOPE OF THE TREATMENT**

The Data supplied shall be treated by Omniservizi, with data processing or paper means, for the following scopes:

- a) execution of fulfilments connected with the representation at shareholders' meetings and vote expression on behalf of the person granting the proxy in accordance with the instructions given by the same to Omniservizi, as Appointed Representative;
- b) fulfilment of the obligations set forth by laws, regulations and EC legislation or orders of Authorities or Control bodies or administrative practices.

The supply and the treatment of the Data by Omniservizi for the said scope, necessary for the execution of the contractual relation or connected with the fulfilment of obligations set forth by law, is compulsory and does not require an expressed consent, otherwise it would be impossible to start and manage the said relation.

The Data are accessible exclusively to the persons that, in Omniservizi organisation, need to have access to them due to their activity or tasks, save as indicated under point 3, 2nd alinea of this information. The said persons, the number of which shall be restricted to the minimum, shall effect the treatment as "Responsible subjects entrusted with the treatment"; they are also duly appointed and instructed in order to avoid the loss, destruction, unauthorised access or treatment of the same Data.

### **2. COMMUNICATION OF THE DATA TO THIRD PARTIES**

The Data might be communicated to:

- subjects entitled to their disclosure due to provisions of laws, regulations or EC legislation;
- companies, bodies or subjects entrusted by OMNISERVIZI with the performance of connected, ancillary or support activities required by the contractual fulfilments (such as companies carrying out transmission or delivery activities).

The said subjects act as independent Responsible subjects or Holders and have given us adequate guarantees; their list is available in Omniservizi offices.

In no event the Data will be propagated.

### **3. MEANS OF TREATMENT**

Omniservizi treats the Data in a legal manner and in good faith in order to ensure their confidentiality and safety. The treatment – including the collection and any other action included in the definition of "treatment" pursuant to Article 4 of CP (among which, for instance but without limitation, the registration, the organisation, the processing, the communication, the storage, the destruction of the Data) – is effected by hand, data processing, on line, by way of organisational and logic means strictly connected to the indicated scopes. The Data are stored for the period of time strictly necessary in respect of the scopes of their collection, in accordance with the applicable provisions of law and any possible decision of the Guarantee Authority.

### **4. EXERCISE OF RIGHTS**

Pursuant to art. 7 CP, the interested subject has the right to obtain the following information: a) origin of personal data; b) scopes and means of treatment; c) logic adopted in case of treatment effected by data processing; d) names of the Holder and Responsible subject; e) subjects and categories of subjects to whom the personal data might be communicated or to whom they might be disclosed as Holders or Responsible subjects.

In addition, the interested subject is entitled to obtain: a) the updating and rectification or integration of the data; b) the cancellation, transformation in an anonymous way or the block of the data treated in violation of the law.

The interested subject has, finally, the right to oppose, in whole or in part, for legal reasons, the treatment of his personal data, although pertinent to the scope of their collection.

For any clarification as well as for the exercise of the afore mentioned rights, you can address to Omniservizi F&A S.r.l., with registered office in 10010 Banchette (TO), Via Circonvallazione 5 Telephone number 0125/621410, Fax 0125/621499.

Omniservizi F&A S.r.l.

March 2011