

FACSIMILE FORM OF PROXY TO ATTEND THE SHAREHOLDERS' MEETING

(1),
owner of no. _____ ordinary shares representative of _____% of the share
capital of Lottomatica Group S.p.A., hereby delegates

(2)
to represent him/her in the extraordinary and ordinary shareholders' meeting of such company, that
will be held, at the registered office in Rome, Viale del Campo Boario, 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, to resolve
on the following items on the **agenda**:

extraordinary session

- 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

¹ Please indicate name, last name or corporate name, tax code or VAT number, domicile or registered office of the represented party.

² Please indicate name, last name or corporate name of the representing party.

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;

_____ (2)

is hereby fully empowered to exercise the voting right, in the name and on behalf of the undersigned

_____ (1),

who hereby undertakes to approve his/her act entirely and unconditionally³.

Venue, date

Shareholder's signature

³ Please note that pursuant to article 118, first paragraph, lett. c) of the Consob Issuers' Regulation, as amended, holdings are also considered, for the purposes of the disclosure requirements referred to in Article 120 of the Consolidated Financial Law, shares in relation to which "*the voting right is due by virtue of proxy, provided that said right can be discretionally exercised, in the absence of specific instruction provided by the delegant*".