

LOTTOMATICA S.p.A.

Viale del Campo Boario, 56/d – 00154 ROME

Paid-in share capital Euro 152,286,837.00*

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 July 2, 2009, at 12.00 p.m. and, if required, on second call on July 8, 2009, at the same venue and time, in order to resolve upon the items on the following

AGENDA:

extraordinary session

- 1. proposal for the amendment of art. 1 of the Company's By-laws (Company Name) ,**

ordinary session

- 2. 2009 – 2013 stock allocation plan reserved for employees of Lottomatica S.p.A. and/or of its subsidiaries and granting of powers to the Board of Directors for its execution; inherent and consequent resolutions;**
- 3. 2009 – 2015 stock option plan reserved for employees of Lottomatica S.p.A. and/or of its subsidiaries and granting of powers to the Board of Directors for its execution; inherent and consequent resolutions;**
- 4. resolutions on the outstanding stock based incentive plans reserved for employees of Lottomatica S.p.A. and/or of its subsidiaries.**

Pursuant to the provisions of law and to Article 8.3 of the Company's

* Made up by no. 152,286,837 ordinary shares, of which no. 3,845,451 own shares without voting rights pursuant to art. 2357-ter, paragraph 2, second part of the Italian Civil Code. It is foreseen that, prior to the date in which the Shareholders' meeting will be held, a certain number of such own shares will be assigned in the context of current stock compensation plans, and therefore the voting rights will be restored for such assigned shares.

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 pursuant to the law 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.

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 possible proxy, 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, section *Governance - Documents and reports - Shareholders' Meeting July 2, 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, May 29, 2009

LOTTOMATICA S.p.A.

on behalf of the Board of Directors

The Chairman

Lorenzo Pellicoli