

DA NON DIFFONDERSI, PUBBLICARSI O DISTRIBUIRSI, IN TUTTO O IN PARTE, DIRETTAMENTE O INDIRECTAMENTE, IN O
DAGLI STATI UNITI, CANADA, AUSTRALIA, GIAPPONE O QUALSIASI ALTRA GIURISDIZIONE NELLA QUALE TALE
DIFFUSIONE, PUBBLICAZIONE O DISTRIBUZIONE COSTITUIREBBE UNA VIOLAZIONE DELLE RELATIVE LEGGI DI TALE
GIURISDIZIONE

COMUNICATO STAMPA

LOTTOMATICA S.P.A. ANNUNCIA IL PRICING DELLE SUE OBBLIGAZIONI SENIOR GARANTITE A TASSO VARIABILE CON SCADENZA NEL 2030 PER UN AMMONTARE PARI A €500 MILIONI

Roma, 28 novembre 2023 – Lottomatica S.p.A., società per azioni costituita ai sensi della legge italiana (la “**Società**”) e interamente controllata da Lottomatica Group S.p.A. (“**Lottomatica Group**”), ha annunciato oggi di aver completato con successo il *pricing* di un ammontare complessivo pari a €500 milioni di obbligazioni *senior* garantite a tasso variabile con scadenza nel 2030 denominate “*Floating Rate Senior Secured Notes due 2030*” al prezzo di emissione pari al 99,5%, con una cedola pari alla somma del tasso EURIBOR a tre mesi (soggetto a un floor dello 0%) più il 4,00% all’anno (le “**Obbligazioni**” o le “**Notes**”) (l’“**Offerta**”) che saranno esenti dai requisiti di registrazione del Securities Act del 1933, come modificato (il “**Securities Act**”). La chiusura dell’Offerta è prevista per il 14 dicembre 2023, subordinatamente alle consuete condizioni di chiusura. Le Obbligazioni scadranno il 15 dicembre 2030.

La Società annuncia inoltre di aver ottenuto un ampliamento della linea di finanziamento *revolving* in essere per un importo complessivo aggregato pari a €50.000.000 (l’“**Aumento della Linea di Finanziamento Revolving**”), subordinato, oltre a determinate condizioni standard, alla realizzazione dell’acquisizione dell’intero capitale sociale di SKS365 Malta Holding Limited (l’“**Acquisizione SKS365**”).

La Società prevede di depositare i proventi lordi dell’Offerta, se completata, in un conto *escrow* e, una volta rilasciati, di utilizzare tali proventi insieme alla liquidità disponibile per (i) finanziare l’Acquisizione SKS365 e (ii) pagare determinate commissioni, costi e spese relativi all’Acquisizione SKS365, all’Offerta (compreso l’utilizzo dei relativi proventi) e all’Aumento della Linea di Finanziamento Revolving. Il rilascio dei proventi dal conto *escrow* è subordinato al completamento dell’Acquisizione SKS365, che si prevede possa avvenire nella prima metà del 2024, subordinatamente alle consuete approvazioni regolamentari e in materia di concorrenza.

Le Obbligazioni sono offerte solamente a (i) persone ragionevolmente ritenute investitori istituzionali qualificati ai sensi della Rule 144A del Securities Act; e (ii) al di fuori degli Stati Uniti, solo a persone non statunitensi ai sensi della Regulation S del Securities Act. Le Obbligazioni non saranno registrate ai sensi del Securities Act o delle leggi di qualsiasi Stato o altra giurisdizione degli Stati Uniti e non potranno essere offerte, vendute, date in pegno, prese in carico, rivendute, consegnate o trasferite in altro modo se non in virtù di un’esenzione dai requisiti di registrazione del Securities Act o in qualsiasi operazione non soggetta a tali requisiti.

Alla data di emissione, subordinatamente ai c.d. “*agreed security principles*” e ad alcune limitazioni previste ai sensi della legge applicabile, le Obbligazioni saranno garantite da garanzie reali su un conto *escrow* in cui saranno depositati i proventi lordi delle Obbligazioni. Alla data di completamento dell’Acquisizione SKS365 (la “**Completion Date**”),

subordinatamente ai c.d. “*agreed security principles*” e ad alcune limitazioni previste dalla legge applicabile, le Obbligazioni saranno garantite da garanzie reali su (i) tutto il capitale sociale emesso della Società detenuto da Lottomatica Group; e (ii) i crediti relativi a determinati finanziamenti infragruppo dovuti dalla Società a Lottomatica Group (collettivamente, le “**Garanzie Completion Date**”). Entro 20 giorni lavorativi successivi alla *Completion Date*, subordinatamente ai c.d. “*agreed security principles*” e ad alcune limitazioni previste dalla legge applicabile, le Obbligazioni saranno garantite da garanzie reali su (i) conti correnti *material* della Società; (ii) crediti relativi a determinati finanziamenti infragruppo *material*, incluso il prestito dei proventi, c.d. *proceeds loan*, dovuti alla Società; (iii) tutto il capitale sociale emesso di GGM S.p.A. detenuto dalla Società; (iv) tutto il capitale sociale emesso di GBO detenuto dalla Società; e (v) subordinatamente all’incasso da parte di GBO dei proventi del c.d. *proceeds loan*, tutto il capitale sociale emesso di GBO Italy S.p.A. detenuto da GBO (collettivamente, le “**Garanzie Post-Completion Date**”).

Il presente comunicato stampa non costituisce né un’offerta di vendita né la sollecitazione di un’offerta di acquisto di titoli. Non vi sarà alcuna offerta di titoli in alcuna giurisdizione in cui tale offerta, sollecitazione o vendita sarebbe illegale prima della registrazione, della qualificazione o di altra simile attività.

Disclaimer

This press release is neither an offer to sell nor the solicitation of an offer to purchase any security. There shall not be any offer of any security in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, qualification or other similar action.

This communication is directed only at persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, (iii) are persons who are outside the United Kingdom (the “**UK**”), or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”).

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”) or in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently, no key information document required by

Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK will be prepared. Therefore, offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation. Any offer of Notes in any Member State of the EEA or in the UK will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of Notes.

MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties (“**ECPs**”) and professional clients only each as defined under MiFID II (all distribution channels).

In connection with this offering of the Notes, Deutsche Bank Aktiengesellschaft (the “**Stabilizing Manager**”) (or affiliates acting on behalf of the Stabilizing Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilizing Manager (or affiliates acting on behalf of the Stabilizing Manager) will undertake stabilizing action.

The Stabilizing Manager may engage in over-allotment, stabilizing transactions, covering transactions and penalty bids in accordance with Regulation M under the Exchange Act. Over-allotment involves sales in excess of the Offering size, which creates a short position for the relevant Initial Purchaser. Stabilizing transactions permit bidders to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Covering transactions involve purchases of the Notes in the open market after the distribution has been completed in order to cover short positions. Penalty bids permit the Stabilizing Manager to reclaim a selling concession from a broker or dealer when the Notes originally sold by that broker or dealer are purchased in a stabilizing or covering transaction to cover short positions. These activities may stabilize or maintain the respective market price of the Notes above market levels that may otherwise prevail. The Stabilizing Manager is not required to engage in these activities, and may end these activities at any time. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the Notes.

These stabilizing transactions, covering transactions and penalty bids may cause the price of the Notes to be higher than it would otherwise be in the absence of these transactions. These transactions may begin on or after the date on which adequate public disclosure of the terms of the Offering is made and, if commenced, may be discontinued at any time at the sole discretion of the Stabilizing Manager. If these activities are commenced, they must end no later than the earlier of 30 days after the date of issuance of the Notes and 60 days after the date of the allotment of the Notes. These transactions may be effected in the over-the-counter market or otherwise.

Forward-Looking Statements

This communication and other written or oral statements made by or on behalf of the Company contains forward-looking statements. In particular, statements using words such as “may,” “seek,” “will,” “likely,” “assume,” “estimate,” “expect,” “anticipate,” “intend,” “believe,” “do not believe,” “aim,” “predict,” “plan,” “project,” “continue,” “potential,” “guidance,” “foresee,” “might,” “objective,” “outlook,” “trends,” “future,” “could,” “would,” “should,” “target,” “on track,” or their negatives or variations, and similar terminology and words of similar import, generally involve future or forward-looking statements. Forward-looking statements reflect the Company’s current views, plans or expectations with respect to future events and financial performance. They are inherently subject to significant business, economic, competitive and other risks, uncertainties and contingencies. The inclusion of forward-looking statements in this or any other communication should not be considered as a representation by the Company or any other person that current plans or expectations will be achieved. Accordingly, you should not place undue reliance on any forward-looking statement. Forward-looking statement speak only as of the date on which they are made, and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as otherwise required by law.

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