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LOTTOMATICA

Interim Management report as of and for the six months ended 30 June 2025

LOTTOMATICA GROUP S.p.A.

Via degli Aldobrandeschi 300
00163 ROME (RM)

Share capital Euro 10,000,000.00
(fully paid up)

Tax Code 11008400969
Rome Business Register No. RM – 1694552

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Contents

Corporate bodies and external auditor……3

Interim management report 4

Corporate information 4

Condensed consolidated interim financial statements as of and for the six months ended 30 June 2025 29

Consolidated statement of comprehensive income 30

Consolidated statement of comprehensive income 31

Consolidated statement of financial position 32

Consolidated statement of cash flows 33

Consolidated statement of changes in equity 34

Explanatory notes to the condensed consolidated interim financial statements as of and for the six months ended 30 June 2025 35

Corporate bodies and external auditor

Board of Directors	
Guglielmo Angelozzi	Executive Chairman*** and Chief Executive Officer
Laurence Van Lancker	Deputy Chief Executive Officer**
Alessandro Fiumara	Director**
John Paul Maurice Bowtell	Director
Catherine Renee Anne Guillouard	Director [(a)(d)]
Augusta Iannini	Independent Director* [(a)(c)]
Gaia Mazzalveri	Independent Director* [(a)(c)]
Marzia Mastrogiacomo	Independent Director* [(b)(d)]
Nadine Farida Faruque	Independent Director* and Lead Independent Director**** [(b)(c)(d)]

Board of Directors appointed by the Shareholders' Meeting on 27 February 2023, effective from 3 May 2023 until the approval of the financial statements as of 31 December 2025.
* Independent director pursuant to Article 147-ter, paragraph 4, and Article 148, paragraph 3, of the TUF and Article 2 of the Corporate Governance Code.
** Appointed by the Board of Directors held on 2 July 2025, with effect from that date until the next Shareholders' Meeting of the Company, which is currently expected to be held in April 2026, for the approval of the financial statements as of 31 December 2025.
*** The Director, currently serving as Chief Executive Officer of the Company, was also appointed Executive Chairman of the Board of Directors on 2 July 2025, with effect from that date.
**** Appointed by the Board of Directors on 2 July 2025, with effect from that date.
[(a)] Control and Risks Committee member.
[(b)] Appointments and Remuneration Committee member.
[(c)] Related parties transaction Committee member.
[(d)] ESG Committee member.

Board of Statutory Auditors	
Andrea Lionzo	Chairman
Giancarlo Russo Corvace	Auditor
Veronica Tibiletti	Auditor
Angela Frisullo	Alternative Auditor
Alberto Incollingo	Alternative Auditor

Board of Statutory Auditors appointed by the Shareholders' Meeting on 15 March 2023 effective from 3 May 2023 until the approval of the financial statements as of 31 December 2025.

Independent External Auditors	PricewaterhouseCoopers S.p.A.

Interim management report

Corporate information

Lottomatica Group S.p.A. (hereinafter "**Lottomatica Group**" or the ''**Company**'' and together with its subsidiaries the ''**Group**''), is a company incorporated on 15 October 2019 and domiciled in Italy, with registered offices in Rome, Via degli Aldobrandeschi, 300, organized under the laws of the Republic of Italy. The Company is listed on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A., since 3 May 2023 and it has been included in the STOXX Europe 600 Index (SXXP), a stock index comprising 600 leading European companies, since June 2025.

It should be noted that, on 24 April 2024, GBO S.p.A. completed the acquisition of 100% of the share capital of SKS365 Malta Holdings Limited (merged into GBO S.p.A. during the 2025) for a consideration of Euro 621.5 million (the "**SKS365 Acquisition**"), following the customary regulatory and competition approvals. The company was consolidated starting from 30 April 2024. It is also noted that, SKS365 Malta Limited, a subsidiary of SKS365 Malta Holdings Limited, was renamed to PWO Limited (now PWO S.p.A., hereinafter **"PWO"**) following the acquisition.

On 13 May 2025, the Company issued fixed-rate senior secured notes for a principal amount of Euro 1,100 million. The net proceeds from the issuance were used to finance the early repayment of the fixed-rate senior secured notes maturing in 2028 and the floating rate senior secured notes maturing in 2030, originally issued by Lottomatica S.p.A. (merged into the Company in 2024) on 1 June 2023 and 14 December 2023, respectively, plus accrued and unpaid interest, and the make-whole payment due to early repayment (hereinafter the "**Refinancing 2025**").

On 19 June 2025, Gamma Intermediate S.à r.l. completed the sale of its entire stake in Lottomatica Group S.p.A., equal to 21.3% of the share capital, through a private placement.

For further details, please refer to Note 4 "Key events occurring during the period" of this document and Note 11.2 to the Company's condensed consolidated interim financial statements as of and for the six months ended 30 June 2025 (the "**Condensed Consolidated Interim Financial Statements**").

The information in this interim management report refers to the six months ended 30 June 2025 and 2024. It is recalled that the first consolidation of PWO took place on 30 April 2024 and, therefore, all financial information and business-related information (i.e., bet, number of points of sales, rights, etc.) presented in this report include its contribution for two months, from 30 April 2024 to 30 June 2024.

1. Overview

The Group is the largest player in the Italian gaming market[1], with Euro 21.8 billion in bets collected and Euro 1,128.9 million in Revenues for Reportable Segment recorded during the six months ended 30 June 2025, through a network of 4,024[2] betting rights, 26 horse-race betting rights, 19,831 VLT rights, 67,782 NOE AWP operating permits and 48,803[3] owned AWPs and a network of around 17,668 points of sale of which 129 managed directly as of 30 June 2025.

The Group has the following operating segments: **Online, Sports Franchise and Gaming Franchise**, as described below.

1.1. Online

The Group's Online activity comprises the offer of a wide range of online games through the **GoldBet.it, Better.it, Lottomatica.it, Betflag.it, Totosì.it** and **Planetwin365.it** websites, as follows:

- **iSports**: sports betting, virtual betting and horse betting;
- **iGaming**: online casino games;
- **other online products**: such as bingo, poker, betting exchange and skill games.

The Online segment generated bets of Euro 14,387.2 million for the six months ended 30 June 2025, an increase compared to Euro 10,716.4 million for the six months ended 30 June 2024.

1.2. Sports Franchise

The Group's Sports Franchise activity consists in the collection of **sports betting, virtual betting and horserace betting** through a franchise network of 3,765 operating PoS as of 30 June 2025, through **GoldBet, Intralot**, **Better and Planetwin365** brands. The Sports Franchise segment generated bets of Euro 1,978.9 million for the six months ended 30 June 2025 compared to Euro 1,687.4 million for the six months ended 30 June 2024.

1.3. Gaming Franchise

The Group's Gaming Franchise business comprises **direct management of gaming halls and concession activities for VLTs and AWPs**, managed according to different types of business models depending on the level of integration in the value chain. These business models range from the sole interconnection of machines prescribed by the concession to the ownership and management of the machines and the gaming halls. As of 30 June 2025, the Group's Gaming Franchise business included 18,407 operative VLTs and

[1] Based on revenues.
[2] Including 8 betting rights of Ricreativo B S.p.A..
[3] The figure as of 30 June 2025 does not consider AWP machines that the group holds in inventory.

63,851 operative AWPs. For the six months ended 30 June 2025, there were 129 gaming halls under direct management of the Group, which leveraged the Group's proprietary distribution formats and brands.

The Gaming Franchise segment generated bets of Euro 5,430.1 million for the six months ended 30 June 2025, compared to Euro 5,564.4 million for the six months ended 30 June 2024. The following paragraphs provide more specific details regarding the i) AWP, ii) VLT and iii) Retail and Street Operations product divisions.

Amusement With Prize machines (AWPs)

AWPs are relatively easy to play and offer players a good level of interaction, through the use of a graphical reel containing pictures.

The maximum cost of each single game is Euro 1.00 and each game may last between four and thirteen seconds. Any winnings must be distributed immediately after the game (only) in coins and jackpots are not permitted[4]. The machine must calculate winnings in an unpredictable way over a cycle of a maximum of 140,000 games.

Video Lottery Terminals (VLTs)

VLTs are similar to slot machines, except that they are connected to a centralized computer system that determines the outcome of each wager by using a random number generator located inside the terminal.

Relevant legislation requires that bet per game may range from a minimum of Euro 0.50 to a maximum of Euro 10.00, with payouts of up to Euro 5,000.00 as well as the chance to win jackpots of up to Euro 500,000.00[5]. The Group currently offers four VLT platforms (Spielo, Novomatic, Inspired and WMG).

Management of owned gaming halls and AWPs (Retail and Street Operations)

Since 2012, the Group has pursued a strategy of vertical integration involving the direct management of owned gaming halls ("Retail"), with such business being subsequently supplemented by direct management of owned AWPs ("Street Operations"). As of 30 June 2025, the Group directly manages 129 halls and 48,803[3] owned AWPs.

[4] By law, monetary winnings must not exceed Euro 100 for a single play and as of January 2020, the minimum pay-out is set by law at 65.0% (Law No. 160 of 27 December 2019 - the so-called "2020 Budget Law" – effective as of 1 January 2020). For details regarding the evolution of PREU flat-tax rates, see the relevant comments in the consolidated financial statements as of and for the year ended 31 December 2024.

[5] As of January 2020, the percentage of bets paid out as winnings may not be lower than 83.0% (Law No. 160 of 27 December 2019 - the so-called "2020 Budget Law" – effective as of 1 January 2020). For details regarding the evolution of PREU flat-tax rates, see the relevant comments in the consolidated financial statements as of and for the year ended 31 December 2024.

2. Alternative performance measures

This document includes, in addition to the financial measures provided by International Financial Reporting Standards (IFRS), several measures derived from the latter even if not defined by IFRS (hereinafter the "**Non-GAAP Measures**") which are presented in accordance with the provisions of the recommendations contained in the document prepared by ESMA, No.1415 of 2015, published on 5 October 2015, as incorporated by Consob Communication 0092543 dated 3 December 2015. These measures are consistent with the approach adopted by the Group's management for monitoring business performance (as described in Note 6 to the Condensed Consolidated Interim Financial Statements) and are presented to facilitate a more comprehensive understanding of the Group's performance. They should not be considered alternatives to the measures provided by IFRS. Specifically, the Non-GAAP Measures used are as follows:

- **Revenues for Reportable Segment:** defined as consolidated revenue adjusted to include the revenue of equity accounted investments in which the Group holds an interest of more than 50%.
- **Adjusted EBITDA**: calculated as net profit for the period adjusted for: (i) income tax expense; (ii) finance income; (iii) finance expenses; (iv) share of profit/(loss) of equity accounted investments; (v) depreciation, amortization and impairments; (vi) Adjusted EBITDA, (as defined herein), of equity accounted investments in which the Group holds an interest of more than 50% (vii) costs related to M&A and international activities; (viii) integration costs (including expenses on corporate restructuring, redundancy and costs incurred in relation to renegotiated contracts); and (ix) other income and expenses that, in view of their nature, are not reasonably expected to recur in future periods.
- **Adjusted EBITDA Margin**: calculated as the ratio of Adjusted EBITDA divided by Revenues for the period.
- **Adjusted EBIT**: calculated as net profit for the period adjusted for: (i) income tax expense; (ii) finance income; (iii) finance expenses; (iv) share of profit/(loss) of equity accounted investments; (v) amortization of higher value of assets resulting from business combinations following the purchase price allocation process ("PPA"); and (vi) other non-recurring costs and income excluded from Adjusted EBITDA.
- **Adjusted Net Profit**: calculated as net profit for the period adjusted for: (i) amortization of higher value of assets resulting from business combinations following the PPA process; (ii) other non-recurring costs and income excluded from Adjusted EBITDA, (iii) finance income and expenses that, due to their nature, are not reasonably expected to recur in future periods, (iv) other non-monetary items recorded in finance expenses and (v) tax effects on such adjustments.
- **Adjusted Net Profit per Share**: calculated as Adjusted Net Profit divided by the outstanding number of shares of the Company.
- **Cash Capital Expenditures:** calculated as cash outflows for (i) recurring capital expenditure, (ii) concession capital expenditure and (iii) extraordinary capital expenditure related to investments for extraordinary projects and deferred consideration for the acquisition of subsidiaries and business units.
- **Operating Cash Flow:** defined as the sum of Adjusted EBITDA less (i) recurring capex and (ii) concession capex.
- **Cash Conversion Rate:** calculated as the ratio of Operating Cash Flow divided by Adjusted EBITDA.

- **Net Financial Debt:** calculated as the sum of (i) the principal amount of the notes, (ii) payables related to IFRS 16, net of (iii) cash and cash equivalents.
- **Net Financial Indebtedness – ESMA:** determined as required by Consob Communication DEM/6064293 of 28 July 2006 and amended by Consob Communication No. 5/21 of 29 April 2021 and in accordance with ESMA Recommendations contained in Guidelines 32-382-1138 of 4 March 2021 on disclosure requirements under the Prospectus Regulation.

The following table provides details of the main financial and economic indicators for the periods indicated:

	As of and for the six months ended 30 June		As of and for the year ended 31 December
(In thousands of Euro)	**2025**	**2024***	**2024**
Revenues	1,124,781	931,807	2,004,725
Revenues for Reportable Segment **	1,128,870	931,807	2,004,725
Adjusted EBITDA	422,415	317,298	706,922
Adjusted EBIT	327,672	238,146	535,648
Adjusted Net Profit	179,289	105,326	254,260
Profit for the period	68,197	23,432	103,839
Total shareholders' equity	551,093	502,024	565,503
Net Financial Indebtedness - ESMA	1,933,027	1,961,484	1,954,275
Net Financial Indebtedness	1,808,968	1,913,057	1,872,825
Cash Capital Expenditures	(144,033)	(164,397)	(261,501)
Operating Cash Flow	344,263	228,019	556,831
Cash Conversion Rate	81.5%	71.9%	78.8%

* Figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

** Includes Cristaltec group revenues of Euro 4.1 million for the six months ended 30 June 2025, consistent with the approach adopted by management to monitor the results of the operating segments.

Disclaimer

This document contains forward-looking statements (in particular in the sections headed "Foreseeable operating performance" and "Significant events occurring after the reporting date") which are subject to known and unknown risks, uncertainties, and assumptions that are difficult to predict because they relate to events and depend on circumstances that will occur in the future. Many of these risks and uncertainties relate to factors that are beyond the company's ability to control or estimate precisely, such as future market conditions, currency fluctuations, the behavior of other market participants, the actions of regulators and other factors. Therefore, the Company actual results may differ materially and adversely from those expressed or implied in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, economic conditions globally, social, political, economic and regulatory developments or changes in economic or technological trends or conditions in Italy and internationally. Consequently, the Company makes no representation, whether expressed or implied, as to the conformity of the actual results with those projected in the forward-looking statements. Any forward-looking statements made by or on behalf of the Company speak only as of the date they are made.

3. Macroeconomic context

The international environment remains burdened by ongoing geopolitical instability and armed conflicts, which continue to weigh on global economic activity. Economic growth in the euro area exceeded expectations in the first three months of 2025. GDP growth was driven by the frontloading of exports to the United States in anticipation of increased trade tariffs. However, during the spring months, economic activity in the euro area softened, affected by the decline in strong U.S. demand and by still subdued domestic demand, which remains constrained by high levels of uncertainty.[6]

The European Central Bank Governing Council further reduced its deposit facility rate by 50 basis points overall in its April and June meetings, bringing it to 2.0 per cent.

The following table shows the key information relating to the performance of the Italian economy updated to the last quarter:

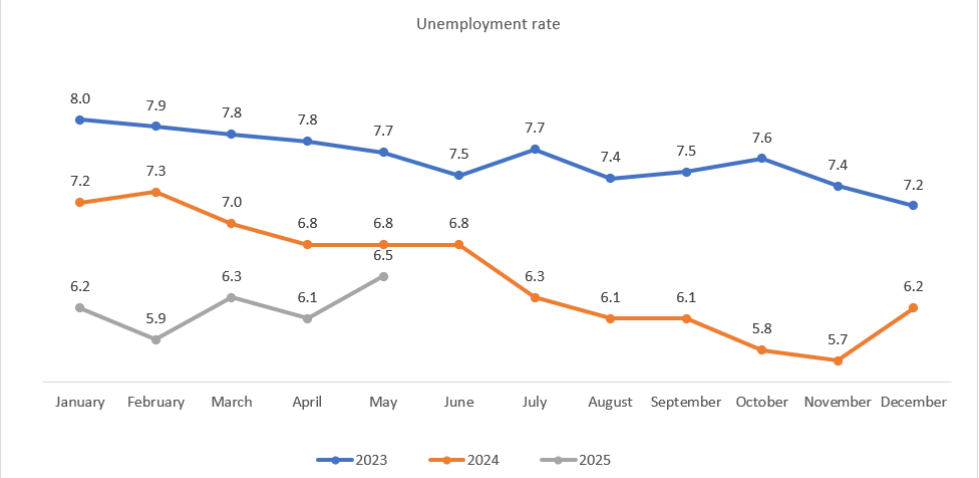
	I Q	II Q	III Q	IV Q	I Q	II Q	III Q	IV Q	I Q	II Q	III Q	IV Q	I Q	II Q
Gross Domestic Product[7]	**2022**	**2022**	**2022**	**2022**	**2023**	**2023**	**2023**	**2023**	**2024**	**2024**	**2024**	**2024**	**2025**	**2025**
	+0.1%	+1.0%	+0.5%	-0.1%	+0.5%	+0.6%	-0.4%	+0.2%	+0.3%	+0.2%	+0.0%	+0.0%	+0.3%	+0.3%

As of 30 June 2025, inflation in Italy increased by 1.7%[8] on an annual basis primarily driven by an acceleration in the prices of unprocessed food products. During the spring months, the inflation remained contained, along with core inflation, the latter reflecting weak price dynamics in non-energy goods and more sustained growth in service prices.

	As of 30 June	
	2024	**2025**
Inflation rate	+0.8%	+1.7%

As shown in the graph[9] below, the unemployment rate as of 31 May 2025 (latest available data) is lower than that of the same date in 2024. In the early months of the year, the number of employed people increased, while the unemployment rate was lower compared to the previous year, despite a slight increase in May.

[6] Source: Bank of Italy - Economic Bulletin No. 3 – 2025.
[7] Source: Istat – Monthly note on the progress of the Italian economy – May – June 2025.
[8] Source: Istat – Press Release – Consumer Price – June 2025.
[9] Source: Istat – Employment and Unemployment – May 2025.



4. Key events occurring during the period

4.1. Refinancing 2025

On 13 May 2025, Lottomatica Group S.p.A. issued senior secured notes for a principal amount of Euro 1,100 million (the "**May 2025 Notes**"), bearing interest at a fixed annual rate of 4.875%, to be paid semiannually, commencing on 1 November 2025 and maturing in January 2031. Proceeds from the May 2025 Notes were used to finance (i) the early repayment of the senior secured notes of Euro 500 million bearing interest equal to the sum of the three-month EURIBOR rate (with a 0% floor) plus 4% per annum ("**December 2023 Notes**") and the senior secured notes of Euro 565 million bearing interest at a fixed annual rate of 7.125%, issued on 1 June 2023 (the "**June 2023 Notes**" and together with the December 2023 Notes, the "**2025 Notes Repaid**"), in addition to accrued and unpaid interest; and (ii) the make-whole payment of the June 2023 Notes due to early repayment amounting to Euro 21.0 million.

With reference to the Refinancing 2025, the monetary costs incurred for the related issuance amounted to Euro 38.8 million, mainly relating to:

- professional fees related to the issuance of May 2025 Notes amounting to Euro 13.2 million;
- make-whole of the June 2023 Notes amounting to Euro 21.0 million;
- financial charges arising from the closing of hedging derivatives following the early repayment of the December 2023 Notes, amounting to Euro 4.0 million.

It should be noted that the Refinancing 2025 also resulted in non-monetary costs mainly due to the acceleration of the amortized cost on the ancillary charges related to the 2025 Notes Repaid amounting to Euro 21.7 million, which were fully recognized during 2025 following the related early repayment.

Furthermore, on 23 April 2025, the Company entered into an amendment and restatement agreement of the existing revolving credit facility. For further details, see Note 9.11.2 to the Condensed Consolidated Interim Financial Statements.

The following table is a summary of the non-recurring costs recorded in 2025 as a result of the above transactions and the relevant accounting treatment applied:

(In millions of Euro)	**Amount***	*Of which incurred as of 30 June 2025*	**Finance expenses**	**Financial liabilities at amortized cost**	**Monetary portion**	**Non-monetary portion**
Refinancing 2025						
Underwriting fees and consultants / advisors	(13.2)	*(13.2)*		✓	(13.2)	-
Make-whole on 2025 Notes Repaid	(21.0)	*(21.0)*	✓		(21.0)	-
Effect of acceleration of the unamortized costs and net charge IRS on 2025 Notes Repaid	(25.7)	*(25.7)*	✓		(4.0)	(21.7)
Revolving Credit Facility (over five years)	(0.6)	-	✓		(0.6)	-
Total	**(60.5)**	**-**	**(47.3)**	**(13.2)**	**(38.8)**	**(21.7)**
Total	**(60.5)**	**-**	**(47.3)**	**(13.2)**	**(38.8)**	**(21.7)**

* Gross of related tax effect.

5. Evolution of gaming taxes

For information regarding the evolution of gaming taxes, see the relevant comments in Note 11.7.6 to the consolidated financial statements as of and for the year ended 31 December 2024 ("**Annual Consolidated Financial Statements**") and in Note 11.2.6 to the Condensed Consolidated Interim Financial Statements.

6. Group's economic performance

As previously indicated and for the purposes of reading this document, it should be noted that PWO has been consolidated starting from 30 April 2024.

The following table shows the Group's consolidated income statements for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June				Change	
(In thousands of Euro)	**2025**	**% of revenues**	**2024***	**% of revenues**	**(Euro)**	**%**
Revenues	1,124,781	100.0%	931,807	100.0%	192,974	20.7%
Other income	6,032	0.5%	6,929	0.7%	(897)	(12.9%)
Total revenues and income	**1,130,813**	**100.5%**	**938,736**	**100.7%**	**192,077**	**20.5%**
Cost of services	(665,458)	(59.2%)	(556,869)	(59.8%)	(108,589)	19.5%
Personnel expenses	(78,776)	(7.0%)	(64,816)	(7.0%)	(13,960)	21.5%
Other operating costs	(18,558)	(1.6%)	(18,138)	(1.9%)	(420)	2.3%
Depreciation, amortization and impairments	(129,237)	(11.5%)	(112,013)	(12.0%)	(17,224)	15.4%
Accruals and impairments	(9,397)	(0.8%)	(1,172)	(0.1%)	(8,225)	>100%
Net finance expenses	(121,314)	(10.8%)	(129,709)	(13.9%)	8,395	(6.5%)
Share of profit of equity accounted investments	150	0.0%	-	0.0%	150	100.0%
Profit before taxes	**108,223**	**9.6%**	**56,019**	**6.0%**	**52,204**	**93.2%**
Income tax expense	(40,026)	(3.6%)	(32,587)	(3.5%)	(7,439)	22.8%
Net profit for the period	**68,197**	**6.1%**	**23,432**	**2.5%**	**44,765**	**>100%**
Net profit for the period attributable to non-controlling interests	3,365	0.3%	2,815	0.3%	550	19.5%
Net profit for the period attributable to the owners of the parent	**64,832**	**5.8%**	**20,617**	**2.2%**	**44,215**	**>100%**

* Figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

6.1. Revenues

The following table shows revenues by operating segment for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June				Change	
(In thousands of Euro)	**2025**	**% of revenues**	**2024**	**% of revenues**	**(Euro)**	**%**
Online	463,258	41.1%	338,295	36.3%	124,963	36.9%
Sports Franchise	279,257	24.7%	213,682	22.9%	65,575	30.7%
Gaming Franchise*	386,355	34.2%	379,830	40.8%	6,525	1.7%
Total Revenues for reportable segment	**1,128,870**	**100.0%**	**931,807**	**100.0%**	**197,063**	**21.1%**
Elimination of revenues from equity accounted investments	(4,089)	n.a	-	n.a	(4,089)	100.0%
Total Revenues consolidated	**1,124,781**	**n.a**	**931,807**	**100.0%**	**192,974**	**20.7%**

* Includes Cristaltec group revenues of Euro 4.1 million for the six months ended 30 June 2025, consistent with the approach adopted by management to monitor the results of the operating segments.

Online

The following table provides certain key performance indicators for the *Online* segment for the periods indicated:

	As of and for the six months ended 30 June	
	2025	2024
Unique active users*	1,600,670	1,304,116
Total online bet (in millions of Euro)	14,387.2	10,716.4

* Unique Active Users refers to the number of customers who have carried out, with one or more game accounts in their name, at least one bets on one or more Online products (not only sports betting) during that period.

The Online segment generated bets of Euro 14,387.2 million for the six months ended 30 June 2025, an increase of 34.3% compared to the corresponding period of the previous year (Euro 10,716.4 million for the six months ended 30 June 2024). The Online operating segment benefited from the continued expansion of the Online market and by the Group's increased market share across all segments reinforcing its leadership position within this segment as well as the full consolidation of PWO for the first half of 2025, compared to only two months in the first half of 2024. It is also affected by the impact of the UEFA European Championship held in the second quarter of 2024, which was not fully compensated by the impact of the FIFA Club World Cup held in the second quarter of 2025.It should be noted that, starting from May 2025, PWO has been involved in the platform migration process, which will be completed by the end of July 2025 which has resulted in a temporary slowdown in its market share during the second quarter of 2025.

The overall growth in bets was driven by an increase in:

- iGaming, from Euro 8,286.9 million for the six months ended 30 June 2024 to Euro 11,435.9 million for the six months ended 30 June 2025;
- iSports, from Euro 1,677.3 million for the six months ended 30 June 2024 to Euro 2,115.4 million for the six months ended 30 June 2025;
- Other online gaming, from Euro 752.1 million for the six months ended 30 June 2024 to Euro 835.9 million for the six months ended 30 June 2025.

In addition to the drivers noted above, key contributing factors to growth of the Online segment included:

- the increase in the online games offer;
- continuous technological improvements such as graphic and functional refactoring of the deposits and withdrawals section, inclusion of virtual games in the sports betting app, improvement of customer experience on all digital assets;
- the review / strengthening of the CRM strategy through the implementation of retention/reactivation promotional activities and strengthening of loyalty engagement initiatives implemented by the Group;
- the optimization of acquisitions from the retail channel through the introduction of focused marketing policies and the improvement of network;
- the unification of the gaming platform for both Group brands; and
- joining new gaming networks for poker and skill games.

Online segment revenues for the six months ended 30 June 2025 amounted to Euro 463.3 million, an increase of Euro 125.0 million compared to Euro 338.3 million for the six months ended 30 June 2024. The main drivers for the increase were the same as the drivers described above for the increase in bet, in

addition to favorable sports betting payout recorded in the first half of 2025 compared to the same period of the previous year.

Sports Franchise

The following table provides certain key performance indicators for the *Sports Franchise* segment for the periods indicated:

	As of and for the six months ended 30 June	
	2025	**2024**
Number of licenses/concessions*	4,024	4,024
Number of active points of sale (shops and corner)	3,765	3,793
Average number of points of sale in operations (shops and corner)	3,761	3,160
Sports Franchise bet (in millions of Euro)	1,978.9	1,687.4

* Excluding the 26 licenses related to horse racing in 2025 and 2024. Including 8 betting rights of Ricreativo B in 2025 and 2024.

Sports Franchise bets increased from Euro 1,687.4 million for the six months ended 30 June 2024 to Euro 1,978.9 million for the six months ended 30 June 2025. The increase was mainly due to the full consolidation of PWO for the first half of 2025, compared to only two months in the first half of 2024 as well as the effect of the implementation of the project POS, which enabled the Group to identify and include within its network the best-performing point of sales. Also for the Sports Franchise segment, positive growth factors are partially offset by the negative impact of the UEFA European Championship held in the second quarter of 2024, which was not compensated by the impact of the FIFA Club World Cup held in the second quarter of 2025. Sports Franchise revenues amounted to Euro 279.3 million for the six months ended 30 June 2025, an increase of Euro 65.6 million or 30.7% compared to Euro 213.7 million for the six months ended 30 June 2024. This increase was due to the same factors discussed above to bet, as well as favorable sports betting payout recorded in the first half of 2025 compared to the same period of the previous year.

Gaming Franchise

Bets in the Gaming Franchise segment for the six months ended 30 June 2025 amounted to Euro 5,430.1 million, a decrease of Euro 134.3 million compared to Euro 5,564.4 million for the six months ended 30 June 2024. Gaming Franchise revenues amounted to Euro 386.3 million[10] for the six months ended 30 June 2025, an increase of Euro 6.5 million compared to Euro 379.8 million for the six months ended 30 June 2024.

[10] Includes Cristaltec group revenues of Euro 4.1 million, consistent with the approach adopted by management to monitor the results of the operating segments.

The following paragraphs provide details of Gaming Franchise segment by product division:

AWP

The following table provides certain key performance indicators for the *AWP* product line for the periods indicated:

	As of and for the six months ended 30 June	
	2025	2024
Number of AWPs in operation as of the period end	63,851	63,277
Average number of AWPs in operation for the period	63,556	63,470
AWP bet (in millions of Euro)*	2,040.2	2,180.6
Average AWP PREU (as percentage of bet)	24.0%	24.0%

* The amount does not include bets generated by gaming halls connected to other concessionaires (different from Gamenet S.p.A. and Lottomatica Videolot Rete), amounting to Euro 322.0 million, and Euro 238.6 million for the six months ended 30 June 2025 and 2024 respectively, which is included in the Retail and Street Operations business line .

AWP bets amounted to Euro 2,040.2 million for the six months ended 30 June 2025, a decrease compared to the corresponding period of the previous year (Euro 2,180.6 million for the six months ended 30 June 2024).

AWP revenues for the six months ended 30 June 2025 amounted to Euro 141.8 million, an increase of Euro 2.9 million compared to Euro 138.9 million for the six months ended 30 June 2024. This trend, which moves against bets performance, was mainly due to the distribution insourcing strategy.

VLT

The following table provides certain key performance indicators for the *VLT* product line for the periods indicated:

	As of and for the six months ended 30 June	
	2025	2024
Number of VLTs licenses	19,831	19,831
Average number of VLTs in operation for the period	18,405	18,323
Number of VLTs in operation as of the period end	18,407	18,198
VLT in operation as percentage of VLT rights	92.8%	91.8%
VLT bet in millions of Euro*	2,989.9	3,071.1
Average VLT PREU (as percentage of bet)	8.6%	8.6%

* The amount does not include bets generated by gaming halls connected to other concessionaires (different from Gamenet S.p.A. and Lottomatica Videolot Rete), amounting to Euro 68.1 million, and Euro 74.1 million for the six months ended 30 June 2025 and 2024 respectively, which is included in the Retail and Street Operations business line.

VLT bets decreased by 2.6% from Euro 3,071.1 million for the six months ended 30 June 2024 to Euro 2,989.9 million for the six months ended 30 June 2025 and VLT revenues decreased from Euro 218.9 million for the six months ended 30 June 2024 to Euro 212.9 million for the six months ended 30 June 2025.

Retail and Street Operations

Bets in the Retail and Street Operations product line (from other concessionaires) amounted to Euro 400.1 million for the six months ended 30 June 2025 (Euro 312.7 million for the six months ended 30 June 2024) while the related revenues (from other concessionaires) amounted to Euro 31.6 million[11] for the six months ended 30 June 2025, an increase of Euro 9.6 million compared to Euro 22.0 million for the six months ended 30 June 2024, mainly due to the contribution from the acquisitions that occurred during 2024.

After reclassifying bets generated in owned gaming halls connected to the Gamenet S.p.A. and Lottomatica Videolot Rete S.p.A. concessionaires, total Retail and Street Operations bets for the six months ended 30 June 2025 amounted to Euro 1,961.0 million (Euro 1,766.1 million for the six months ended 30 June 2024). For details regarding movements during the period, see the comments above in relation to AWPs and VLTs.

6.2. Cost of services

The following table provides a breakdown of cost of services for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June				Change	
(In thousands of Euro)	**2025**	**% of revenues**	**2024**	**% of revenues**	**(Euro)**	**%**
Distribution network compensation	(452,329)	(40.2%)	(382,178)	(41.0%)	(70,151)	18.4%
Fee on licensing gaming platforms	(65,971)	(5.9%)	(52,778)	(5.7%)	(13,193)	25.0%
Concession fee	(30,464)	(2.7%)	(27,351)	(2.9%)	(3,113)	11.4%
Rentals, leases and other rentals	(8,091)	(0.7%)	(5,545)	(0.6%)	(2,546)	45.9%
Other	(108,603)	(9.7%)	(89,017)	(9.6%)	(19,586)	22.0%
Total	**(665,458)**	**(59.2%)**	**(556,869)**	**(59.8%)**	**(108,589)**	**19.5%**

Cost of services for the six months ended 30 June 2025 amounted to Euro 665.5 million, an increase of Euro 108.6 million compared to Euro 556.9 million for the six months ended 30 June 2024.

Cost of services mainly related to the distribution network compensation, which amounted to Euro 452.3 million for the six months ended 30 June 2025, an increase of Euro 70.1 million compared to Euro 382.2 million for the six months ended 30 June 2024. This trend was mainly attributable to the supply chain remuneration model (linked to a percentage of bets and/or revenue sharing mechanisms), resulting in the cost item substantially varying in line with revenues.

The fee on gaming platform licenses was Euro 66.0 million for the six months ended 30 June 2025, an increase of Euro 13.2 million compared to Euro 52.8 million for the six months ended 30 June 2024. The item represents fees due to the VLT platform providers to use their systems.

The concession fee payable to the ADM for the Gaming Franchise, Sports Franchise and Online concessions was Euro 30.5 million for the six months ended 30 June 2025, an increase of Euro 3.1 million compared to Euro 27.4 million for the six months ended 30 June 2024. The increase was mainly

[11] Includes Cristaltec group revenues of Euro 4.1 million, consistent with the approach adopted by management to monitor the results of the operating segments.

related to the full consolidation of PWO for the first half of 2025, compared to only two months in the first half of 2024.

“Other” amounted to Euro 108.6 million for the six months ended 30 June 2025, an increase of Euro 19.6 million compared to Euro 89.0 million for the six months ended 30 June 2024. Such change was mainly due to the full consolidation of PWO for the first half of 2025, compared to only two months in the first half of 2024, the higher commissions on collections by credit cards following the increase in the volumes of transactions recorded, as well as higher costs for events at the gaming halls and other marketing campaigns.

6.3. Personnel expenses

The following table provides a breakdown of personnel expenses for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June				Change	
(In thousands of Euro)	**2025**	**% of revenues**	**2024**	**% of revenues**	**(Euro)**	**%**
Remuneration	(55,098)	(4.9%)	(48,122)	(5.2%)	(6,976)	14.5%
Social security contributions	(16,643)	(1.5%)	(12,967)	(1.4%)	(3,676)	28.3%
Other personnel costs	(7,035)	(0.6%)	(3,727)	(0.4%)	(3,308)	88.8%
Total	**(78,776)**	**(7.0%)**	**(64,816)**	**(7.0%)**	**(13,960)**	**21.5%**

Personnel expenses for the six months ended 30 June 2025 amounted to Euro 78.8 million, an increase of Euro 14.0 million compared to Euro 64.8 million for the six months ended 30 June 2024. The increase was mainly attributable to the increase in the average number of employees, in particular to the effect of the full consolidation of PWO for the first half of 2025, compared to the two months in the first half of 2024.

6.4. Depreciation, amortization and impairments

The following table provides a breakdown of depreciation, amortization and impairments for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June				Change	
(In thousands of Euro)	**2025**	**% of revenues**	**2024***	**% of revenues**	**(Euro)**	**%**
Amortization of intangible assets	(92,852)	(8.3%)	(80,537)	(8.6%)	(12,315)	15.3%
of which PPA	*(35,875)*	*(3.2%)*	*(32,861)*	*(3.5%)*	*(3,014)*	*9.2%*
Depreciation of property, plant and equipment	(24,891)	*(2.2%)*	(21,230)	*(2.3%)*	*(3,661)*	*17.2%*
Depreciation of investment property.	(13)	*(0.0%)*	(14)	*(0.0%)*	*1*	*(7.1%)*
Impairments of property, plant and equipment and intangible assets	(127)	*(0.0%)*	(311)	*(0.0%)*	*184*	*(59.2%)*
Depreciation of right of use	(11,354)	*(1.0%)*	(9,921)	*(1.1%)*	*(1,433)*	14.4%
Total	**(129,237)**	**(11.5%)**	**(112,013)**	**(12.0%)**	**(17,224)**	**15.4%**

* Figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

Depreciation, amortization and impairments for the six months ended 30 June 2025 amounted to Euro 129.2 million, compared to Euro 112.0 million for the corresponding period of the previous year. The increase was mainly due to the full consolidation of PWO for the first half of 2025, compared to only two months in the first half of 2024.

Amortization of intangible assets for the six months ended 30 June 2025 includes Euro 35.9 million related to amortization of intangible assets recognized during the purchase price allocation (Euro 32.9 million for the six months ended 30 June 2024).

6.5. Accruals and impairments

Accruals and impairments amounted to Euro 9.4 million for the six months ended 30 June 2025, an increase of Euro 8.2 million compared to Euro 1.2 million for the six months ended 30 June 2024, mainly due to the impairment of receivables from the supply chain related to 2015 Italian Stability Law, amounting to Euro 9.5 million.

6.6. Net finance expenses

The following table provides a breakdown of net finance expenses for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June				Change	
(In thousands of Euro)	**2025**	**% of revenues**	**2024**	**% of revenues**	**(Euro)**	**%**
Non-recurring finance income	437	0.0%	6,215	0.7%	(5,778)	(93.0%)
Other interest income	1,672	0.2%	1,763	0.2%	(91)	(5.2%)
Total finance income	**2,109**	**0.2%**	**7,978**	**0.9%**	**(5,869)**	**(73.6%)**
Non-recurring finance expenses	(48,669)	(4.3%)	(58,575)	(6.3%)	9,906	(16.9%)
Interest expense on Notes (including IRS)	(59,955)	(5.3%)	(63,501)	(6.8%)	3,546	(5.6%)
Amortized cost on Notes	(2,379)	(0.2%)	(3,902)	(0.4%)	1,523	(39.0%)
Commission on sureties	(3,225)	(0.3%)	(3,962)	(0.4%)	737	(18.6%)
Interest expense on Revolving Loan	(2,688)	(0.2%)	(2,645)	(0.3%)	(43)	1.6%
Leasing interest expense	(2,205)	(0.2%)	(2,086)	(0.2%)	(119)	5.7%
Amortized costs on deferred purchase consideration for acquisition	(277)	(0.0%)	(962)	(0.1%)	685	(71.2%)
Other interest expense	(4,025)	(0.4%)	(2,054)	(0.2%)	(1,971)	96.0%
Total finance expenses	**(123,423)**	**(11.0%)**	**(137,687)**	**(14.8%)**	**14,264**	**(10.4%)**
Net finance expenses	**(121,314)**	**(10.8%)**	**(129,709)**	**(13.9%)**	**8,395**	**(6.5%)**

Net finance expenses amounted to Euro 121.3 million for the six months ended 30 June 2025, a decrease of Euro 8.4 million compared to Euro 129.7 million for the same period of the previous year. The change was mainly due to:

- a decrease in non-recurring finance expenses from Euro 58.6 million for the six months ended June 2024 to Euro 48.7 million for the six months ended June 2025 (for further details of 2025 non-recurring finance expenses see Note 8.8 to the Condensed Consolidated Interim Financial Statements);
- lower interest expenses and amortized cost on senior secured notes of Euro 5.1 million.

partially offset by:

- lower non-recurring finance income of Euro 5.8 million related to interests income accrued on the escrow account in 2024; and
- higher interest expenses arising from the discounting of the liability related to the renewal of concessions for Euro 3.2 million.

It should be noted that "Amortized cost on notes" and "Amortized cost on deferred purchase consideration for acquisition" are not monetary costs. For further details on the item, see Note 8.8 in the Notes to the Condensed Consolidated Interim Financial Statements.

6.7. Income tax expense

Income tax for the six months ended 30 June 2025 amounted to Euro 40.0 million compared to Euro 32.6 million for the six months ended 30 June 2024, an increase of Euro 7.4 million. For further details, see Note 8.9 in the Notes to the Condensed Consolidated Interim Financial Statements.

7. Group economic performance – Adjusted EBITDA, Adjusted EBIT and Adjusted Net Profit

The following table shows the reconciliation of Adjusted EBITDA for the periods indicated:

(In thousands of Euro)	For the six months ended 30 June 2025	2024*
Net profit for the period	**68,197**	**23,432**
Income tax expense	40,026	32,587
Finance income	(2,109)	(7,978)
Finance expenses	123,423	137,687
Share of profit of equity accounted investments	(150)	-
Depreciation, amortization and impairment	129,237	112,013
Adjusted EBITDA from equity accounted investments	1,381	-
Cost related to M&A and international activities ** (a)	3,279	4,666
Integration costs*** (b)	24,390	6,026
Other non-recurring (income)/expense**** (c)	34,741	8,865
Total non-recurring not included in Adjusted EBITDA (a+b+c)	62,410	19,557
Of which:		
- Monetary costs not included in Adjusted EBITDA	*51,911*	*17,904*
- Non-monetary costs not included in the Adjusted EBITDA	*10,499*	*1,653*
Adjusted EBITDA	**422,415**	**317,298**

* Figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.
** The item mainly refers to advisory costs for the six months ended 30 June 2025, in relation to potential acquisitions.
*** Primarily represents costs incurred for the integration of acquired companies and expenses on corporate restructuring and redundancy.
**** For the six months ended 30 June 2025, the item mainly includes one off costs for specific network-related activities in relation to the concession tender and other.

The following table shows the reconciliation of Adjusted EBIT for the periods indicated:

(In thousands of Euro)	For the six months ended 30 June 2025	2024*
Net profit for the period	**68,197**	**23,432**
Income tax expense	40,026	32,587
Finance income	(2,109)	(7,978)
Finance expenses	123,423	137,687
Share of profit of equity accounted investments	(150)	-
Amortization of assets resulting from business combinations	35,875	32,861
Other non-recurring costs and income excluded from Adjusted EBITDA	62,410	19,557
Adjusted EBIT	**327,672**	**238,146**

* Figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

The following table shows the reconciliation of Adjusted Net Profit for the periods indicated:

(In thousands of Euro)	For the six months ended 30 June 2025	2024*
Net profit for the period	**68,197**	**23,432**
Amortization of assets resulting from business combinations	35,875	32,861
Other non-recurring costs and income excluded from Adjusted EBITDA	62,410	19,557
Adjustments related to refinancing and SKS365 Acquisition	46,690	52,360
Of which:		
- Make-whole on notes repaid	*21,018*	*26,443*
- Effect of acceleration of the unamortized costs and net charge IRS on notes repaid	*25,672*	*21,663*
- Negative carry (net of accrued interest received from escrow account)	*-*	*4,254*
Other non-recurring finance expenses	1,542	-
Other non-monetary items including in finance expenses	5,640	6,499
Tax effect (IRES + IRAP)**	(41,065)	(29,383)
Adjusted Net Profit	**179,289**	**105,326**
Adjusted Net Profit per Share***	0.71	0.42

* Figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.
** Tax effect calculation is based on the applicable tax regulations as of the periods illustrated.
*** Calculated based on outstanding shares as of 30 June 2025.

8. Group economic performance – By operating segment

The following table shows information relating to income statement items by operating segment for the periods indicated.

(In thousands of Euro, except percentages)	Online		Sports Franchise		Gaming Franchise		Total reportable segment	
	HY'25	HY'24	HY'25	HY'24	HY '25 [a]	HY'24	HY'25	HY'24
BET (including other concessionaires)	**14,387,166**	**10,716,351**	**1,978,913**	**1,687,431**	**5,430,100**	**5,564,427**	**21,796,179**	**17,968,209**
BET (Lottomatica Group)	14,387,166	10,716,351	1,978,913	1,687,431	5,030,022	5,251,761	**21,396,101**	**17,655,543**
GGR	**823,057**	**573,623**	**356,374**	**269,096**	**1,180,097**	**1,242,145**	**2,359,528**	**2,084,864**
Revenues toward third parties	463,258	338,295	279,257	213,682	386,355	379,830	1,128,870	931,807
Other income toward third parties	982	1,265	1,562	1,393	6,760	4,271	9,304	6,929
Intragroup Revenues and income	8,580	11,510	2,572	3,182	5,480	4,400	16,632	19,092
Total Revenues and income	**472,820**	**351,070**	**283,391**	**218,257**	**398,595**	**388,501**	**1,154,806**	**957,828**
Adjusted EBITDA	**250,670**	**177,974**	**81,257**	**50,667**	**90,488**	**88,657**	**422,415**	**317,298**
Adjusted EBITDA Margin [b]	*54.1%*	*52.6%*	*29.1%*	*23.7%*	*23.4%*	*23.3%*	*37.4%*	*34.1%*

(a) Includes the results of the Cristaltec group, in line with the approach adopted by management to monitor the results of the operating segments.
(b) Adjusted EBITDA Margin is calculated as Adjusted EBITDA / Revenues toward third parties.

The following table shows the reconciliation of total revenue for the periods indicated:

(In thousands of Euro)	For the six months ended 30 June	
	2025	2024
Total Revenues and Income for reportable segment	1,154,806	957,828
Elimination of intersegment revenues	(16,632)	(19,092)
Elimination of revenues and other income from equity accounted investments	(7,361)	-
Consolidated Revenues and income	**1,130,813**	**938,736**

For the reconciliation of Adjusted EBITDA, please refer to paragraph “7. Group economic performance – Adjusted EBITDA, Adjusted EBIT and Adjusted Net Income“ of this document.

Adjusted EBITDA

Online

Adjusted EBITDA of the Online segment was Euro 250.7 million for the six months ended 30 June 2025, representing 59.3% of total Adjusted EBITDA, compared to Euro 178.0 million for the six months ended 30 June 2024. The increase was driven by the contribution from PWO and a favorable sports betting payout for the six months ended 30 June 2025, in addition to the factors previously discussed in relation to the increase in bets and revenues.

Sports Franchise

Adjusted EBITDA of the Sports Franchise segment was Euro 81.3 million for the six months ended 30 June 2025, compared to Euro 50.7 million for the six months ended 30 June 2024, representing 19.2% of total Adjusted EBITDA. This increase was due to the contribution from PWO and to favorable payout on sports betting recorded for the six months ended 30 June 2025. Adjusted EBITDA margin increased from 23.7% for the six months ended 30 June 2024 to 29.1% for the six months ended 30 June 2025.

Gaming Franchise

Adjusted EBITDA of the Gaming Franchise segment was Euro 88.7 million for the six months ended 30 June 2024, compared to Euro 90.5 million for the six months ended 30 June 2025. Adjusted EBITDA was substantially unchanged from 23.3% for the six months ended 30 June 2024 to 23.4% for the six months ended 30 June 2025.

9. Cash flows

The following table shows summary details of the Group's cash flows for the six months ended 30 June 2025 and 2024:

(In thousands of Euro)	For the six months ended 30 June 2025	2024
Cash flow from operating activities (a)	412,932	306,576
Cash flow used in investing activities (b)	(144,033)	(247,970)
Cash flow used in financing activities(c)	(161,695)	(224,111)
Net cash flow (a+b+c)	**107,204**	**(165,505)**
Cash and cash equivalents at the beginning of the period	**164,156**	**294,682**
Cash and cash equivalents at the end of the period	**271,360**	**129,177**

9.1. Cash flow from operating activities

Cash flow generated by operating activities was Euro 412.9 million for the six months ended 30 June 2025, an increase of Euro 106.4 million compared to Euro 306.6 million for the six months ended 30 June 2024, and mainly related to:

- cash flow from operating activities before the changes in net working capital of Euro 371.8 million for the six months ended 30 June 2025, an increase of Euro 71.4 million compared to Euro 300.4 million for the six months ended 30 June 2024. Such increase was substantially in line with the increase in Adjusted EBITDA (which increased by Euro 105.1 million from Euro 317.3 million for the six months ended 30 June 2024 to Euro 422.4 million for the six months ended 30 June 2025) partially offset by an increase of non-recurring monetary costs, from Euro 17.9 million to Euro 62.4 million;

- cash inflow from net working capital of Euro 87.8 million attributable, among other things to:
  - the positive change of Euro 124.5 million related to the payment methods of the betting duties ("Imposta Unica") related to sports betting. During the first half of the year the liability accumulated in the month of December of the previous year is scheduled to be paid (in January), while during the third quarter the liability related to the period from January to April is paid (in August); finally, during the fourth quarter (in November) the liability related to the period from May to August is paid, and in December for the period September-November;
  - the positive change of Euro 26.9 million related to a decrease in ADM guarantee deposits (it should be noted that the receivable outstanding as of 31 December 2024 was collected during the first half of 2025, partially offset by the new receivable accrued in the same period);
  - the negative change of Euro 48.6 million resulting from the evolution of PREU, mainly attributable to the evolution of collection trends;
  - the collection of guarantee deposits of Euro 9.2 million;
  - the payment to the tax dispute of the PWO's Austrian branch for Euro 6.0 million.

- taxes paid in the period, amounting to Euro 45.5 million.

9.2. Cash flow used in investing activities

Cash flow used in investing activities was Euro 144.0 million for the six months ended 30 June 2025, a decrease of Euro 104.0 million compared to Euro 248.0 million for the six months ended 30 June 2024. For the six months ended 30 June 2025, cash flows used in investing activities were mainly related to:

- recurring capital expenditure of Euro 46.7 million mainly related to software development and software licensing costs, AWP cabinets and motherboards as well as the renovation of betting PoS, owned and indirect gaming halls;
- concession capital expenditure amounting to Euro 31.4 million mainly related to the renewal of Gaming Franchise & Sports Franchise concessions;
- extraordinary capital expenditure amounting to Euro 45.3 million, mainly related to (i) acquisition costs bolt-on M&A, distribution insourcing and deferred price components of previous acquisitions and (ii) PWO integration costs;
- the payment of the deferred price relating to the acquisition of GoldBet (now GBO Italy S.p.A.) amounting to Euro 20.6 million.

Cash flow from investing activities for the six months ended 30 June 2024 also included: (i) the payment of the deferred price component related to the acquisition of Betflag amounting to Euro 50.0 million and (ii) net investment for the SKS365 Acquisition of Euro 87.2 million.

The following table presents a breakdown of the Group's Cash Capital Expenditures for the periods indicated and a reconciliation between cash flow from investing activities as reported in the Group's consolidated cash flow statement and Cash Capital Expenditures:

(In thousands of Euro)	For the six months ended 30 June 2025	2024
Recurring capex	(46,702)	(41,514)
Concession capex	(31,450)	(47,765)
Extraordinary capex	(45,305)	(25,118)
Of which:		
- Integration	*(17,145)*	*(1,514)*
- Bolt-ons (including deferred consideration)	*(26,431)*	*(9,261)*
- Other	*(1,729)*	*(14,343)*
Deferred price Betflag	-	(50,000)
Deferred price Goldbet	(20,576)	-
Cash Capital Expenditures	**(144,033)**	**(164,397)**
Adjustments for:		
- Escrow account	-	*504,464*
- SKS365 Acquisition	-	*(591,724)*
- Acquisition of Billions Italia and New Matic	-	*3,687*
Cash flow from investing activities	**(144,033)**	**(247,970)**

The following table shows a calculation of Operating Cash Flow for the periods indicated:

(In thousands of Euro)	For the six months ended 30 June 2025	2024
Adjusted EBITDA	422,415	317,298
Capital expenditures in recurring capex	(46,702)	(41,514)
Capital expenditures in concessions capex	(31,450)	(47,765)
Operating Cash Flow	**344,263**	**228,019**

9.3. Cash flow used in financing activities

Cash flow used in financing activities amounted to Euro 161.7 million for the six months ended 30 June 2025, compared to Euro 224.1 million for the six months ended 30 June 2024.

In relation to the Refinancing 2025, net cash flow used in financing activities amounted to Euro 2.9 million for the six months ended 30 June 2025 and mainly related to:

- the issuance of the May 2025 Notes of Euro 1,100 million;
- the early repayment of the 2025 Notes Repaid for an aggregate amount of Euro 1,065 million and the payment of the make-whole as a result of the early repayment of the June 2023 Notes amounting to Euro 21.0 million;
- the payment of transaction costs for the issuance of the May 2025 Notes amounting to Euro 12.3 million;
- the payment of the charge arising from the closing of hedging derivatives following the early repayment of the December 2023 Notes, amounting to Euro 4.0 million;
- the payment of arrangement fees related to the amendment of the existing revolving credit facility agreement of Euro 0.6 million.

In relation to the ordinary activities, cash flow used in financing activities amounted to Euro 158.8 million for the six months ended 30 June 2025 and mainly related to:

- net finance expenses paid of Euro 68.6 million, mainly related to (i) interest on the senior secured notes and (ii) finance expenses related to the revolving credit facility amounting to Euro 3.0 million;
- lease payments of Euro 13.8 million and
- dividends paid of Euro 75.8 million.

10. Group financial position

10.1. Net financial indebtedness – ESMA

The following table presents a breakdown of Net financial indebtedness – ESMA, calculated in accordance with the recommendations contained in ESMA 32-382-1138 released on 4 March 2021, for the periods indicated:

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
A. Cash	271,360	164,156
B. Cash equivalent	-	-
C. Other current financial assets	30,945	30,396
D. Liquidity (A+B+C)	**302,305**	**194,552**
E. Current financial debt	12,423	3,155
F. Current portion of non-current financial debt	93,455	97,236
G. Current Financial Indebtedness (E+F)	**105,878**	**100,391**
H. Net Current Financial Indebtedness (G-D)	**(196,427)**	**(94,161)**
I. Non-current financial debt	108,235	114,345
J. Debt instruments	1,977,840	1,934,091
K. Non-current trade and other payables*	43,379	-
L. Non-Current Financial Indebtedness (I+J+K)	**2,129,454**	**2,048,436**
M. Net Financial Indebtedness - ESMA (H+L)	**1,933,027**	**1,954,275**

* The item “Non-current trade and other payables” includes the payables for the two-year extension of the concessions in the Gaming Franchise and Sport Franchise segments.

“Other current financial assets” as of 30 June 2025 mainly includes (i) cash held by operators, mainly related to cash in machines (i.e., in the hoppers and change machines) owned by Gamenet S.p.A., Lottomatica Videolot Rete S.p.A. and Big Easy S.r.l. but managed by external operators, amounting to Euro 23.2 million, and (ii) the escrow account related to the acquisition of Goldbet of Euro 5.0 million.

As of 30 June 2025, “Current financial debt” mainly relates to the fair value of the interest rate swap derivative instruments as of 30 June 2025 and the payables for the treasury share buyback, paid in July.

The items “Non-current financial debt” and “Current portion of non-current financial debt”, mainly related to:

- the current payable relating to the deferred price component in relation to the acquisition of Goldbet (now GBO Italy S.p.A.), amounting to Euro 7.0 million;
- the payable relating to the acquisition of Rete Gioco Italia S.r.l., amounting to Euro 5.8 million;

- the payable relating to the investments in associated companies of Big Easy, amounting to Euro 7.5 million;
- the payable relating to the acquisition of Distante S.r.l., amounting to Euro 4.3 million;
- payables relating to other acquisitions totaling Euro 13.9 million;
- the payable relating to the eventual exercise of put options on minority interests, amounting to Euro 59.2 million;
- the payable related to bank borrowings, amounting to Euro 3.7 million;
- the liability for accrued and unpaid interest on the notes issued for an aggregated amount of Euro 10.4 million;
- the financial liability recognized following the adoption of IFRS 16 of Euro 80.3 million.

Debt Instruments refers to:

- the May 2025 Notes for a principal amount of Euro 1,100 million (recognized at amortized cost of Euro 1,087.1 million as of 30 June 2025), bearing interest at a fixed annual rate of 4.875%, to be paid semiannually, commencing on 1 November 2025;
- the senior secured notes issued on 29 May 2024 for a total principal nominal amount of Euro 900 million (recognized at amortized cost of Euro 890.8 million as of 30 June 2025) of which (i) Euro 500 million bearing interest at a fixed annual rate of 5.375%, to be paid semiannually, commencing on 1 December 2024 and (ii) Euro 400 million bearing interest equal to the sum of three-month EURIBOR (with a 0% floor) plus 3.250% per annum to be paid quarterly, commencing on 1 September 2024 (the "**May 2024 Notes**").

As of 31 December 2024, the item included the 2025 Notes Repaid and the May 2024 Notes, for a total principal amount of Euro 1,965.0 million (recorded at amortized cost for Euro 1,934.1 million).

For further details regarding the item, see Note 9.16 to the Annual Consolidated Financial Statements.

As of 30 June 2025, the item "Non-current trade and other payables" related to non-current payables for the two-year extension of the concessions of the Gaming Franchise and Sports Franchise segments, amounting to Euro 43.4 million.

10.2. Net Financial Debt

The following table presents a breakdown of the Net Financial Debt, as monitored by the Group, for the periods indicated:

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
June 2023 Notes*	-	565,000
December 2023 Notes*	-	500,000
May 2024 Notes*	900,000	900,000
May 2025 Notes*	1,100,000	-
IFRS 16	80,328	81,169
Cash and cash equivalents**	(271,360)	(173,344)
Net Financial Debt	**1,808,968**	**1,872,825**

* Represents the nominal value of the debt.
** As of 31 December 2024, the item includes Euro 9.2 million relating to PWO guarantee deposits, collected in January 2025.

11. Other information

11.1. Research and development

Research and development activities are related to the conception, creation, development and implementation of software applications, IT systems and platforms on behalf of the Group. For further details, see Notes 8.4 and 9.1 to the Condensed Consolidated Interim Financial Statements.

11.2. Intragroup and related party transactions

The transactions that the Group has entered into with related parties, identified in accordance with the criteria defined by IAS 24 - "Related Party Disclosures", are mainly of a commercial and financial nature and are carried out at normal market conditions.

For a detailed disclosure of the transactions incurred for the six months ended 30 June 2025, please refer to the information in Note 10 to the Condensed Consolidated Interim Financial Statements.

11.3. Parent company’s own shares held by it or its subsidiaries

On 6 May 2025, the Company’s Board of Directors resolved to initiate a share buyback program, as authorized by the Shareholders' Meeting held on 30 April 2025. The program is aimed at acquiring shares in order to remunerate the shareholders, meet the commitments deriving from the share-based incentive plans or financing potential acquisition opportunities. For further details please see Note 11.2.14 of Condensed Consolidated Interim Financial Statements.

As of 30 June 2025, the Company holds 420,031 treasury shares, equal to 0.167% of the outstanding ordinary shares.

11.4. Main risks and uncertainties

The Group's business is exposed to a number of risks and uncertainties that may affect its financial position, results of operations and cash flows. With reference to the Group's financial risk management and related exposure, please refer to Note 3 of the Condensed Consolidated Interim Financial Statements as of 30 June 2025.

Please note that the Company has not carried out any atypical or unusual transactions at the reporting date.

11.5. Foreseeable operating performance

Based on the results of the first six months of 2025 and the forecasts for the year ended 31 December 2025, the Board of Directors confirmed the guidance for the current year as reported in the consolidated directors report as of and for the year ended 31 December 2024.

12. Significant events occurring after the reporting period

For details of significant events occurring after 30 June 2025, see Note 11.3 to the Condensed Consolidated Interim Financial Statements.

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Exception from the obligation to publish informative documents.

In exception from the obligation to publish informative documents in accordance with the provisions of Article 70, paragraph 8, and Article 71, paragraph 1bis, of Consob Regulation No 11971/1999 ("**Issuers' Regulation**"), the Company has waived its obligation under Article 70, paragraph 6, and Article 71, paragraph 1, concerning the publication of an informative document drawn up in accordance with Annex 3B of the Issuers' Regulation, in the event of significant mergers, carve out, capital increase through the contribution of assets in kind, significant acquisitions and disposals.

On behalf of the Board of Directors

Chief Executive Officer
Guglielmo Angelozzi

Condensed consolidated interim financial statements as of and for the six months ended 30 June 2025

Consolidated statement of comprehensive income

		For the six months ended 30 June			
(In thousands of Euro)	*Note*	**2025**	*of which Related Parties (Note 10)*	**2024***	*of which Related Parties (Note 10)*
Revenues	*8.1*	1,124,781	*11*	931,807	
Other income	*8.2*	6,032	*1*	6,929	*7*
Total revenues and income		**1,130,813**		**938,736**	
Cost of services	*8.3*	(665,458)	*(753)*	(556,869)	
Personnel expenses	*8.4*	(78,776)	*(4,518)*	(64,816)	*4,043*
Other operating costs	*8.5*	(18,558)	*(10)*	(18,138)	*(51)*
Depreciation, amortization and impairments	*8.6*	(129,237)		(112,013)	
Impairment of receivables and financial assets	*8.7*	(9,621)		(347)	
Other (accruals)/ releases	*8.7*	224		(825)	
Finance income	*8.8*	2,109		7,978	
Finance expenses	*8.8*	(123,423)		(137,687)	
Share of profit of equity accounted investments		150		-	
Profit before tax		**108,223**		**56,019**	
Income tax expense	*8.9*	(40,026)		(32,587)	
Net profit for the period		**68,197**		**23,432**	
Net profit for the period attributable to non-controlling interests		3,365		2,815	
Net profit for the period attributable to the owners of the parent		**64,832**		**20,617**	
Earning per share - Base (in Euro)		0.26		0.08	
Earning per share – Diluted (in Euro)		0.25		0.08	

		For the six months ended 30 June			
(In thousands of Euro)	*Note*	**2025**	*of which Related Parties (Note 10)*	**2024***	*of which Related Parties (Note 10)*
Net profit for the period		**68,197**		**23,432**	
Actuarial gains on employee benefit liabilities		625		411	
Fiscal effect on actuarial gains on employee benefit liabilities		(150)		(99)	
Other items that will not be classified to profit or loss		**475**		**312**	
Gains on hedging derivatives	*9.10*	4,487		11,172	
Fiscal effect on gains on hedging derivatives	*9.10*	(1,079)		(2,683)	
Gains / (losses) on conversion of financial statements of the foreign companies		(10)		13	
Other items that will be classified to profit or loss		**3,398**		**8,502**	
Total comprehensive profit		**72,070**		**32,246**	
Total comprehensive profit attributable to non-controlling interests		3,365		2,815	
Total comprehensive profit attributable to the owners of the parent		**68,705**		**29,431**	

* The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

(The attached notes form an integral part of these condensed consolidated interim financial statements)

Consolidated statement of comprehensive income

(In thousands of Euro)	For the three months ended 30 June 2025	2024*
Revenues	540,233	491,728
Other income	2,950	3,054
Total revenues and income	**543,183**	**494,782**
Cost of services	(319,824)	(291,759)
Personnel expenses	(37,661)	(38,772)
Other operating costs	(7,653)	(9,309)
Depreciation, amortization and impairments	(64,305)	(59,716)
Impairment of receivables and financial assets	316	(98)
Other (accruals)/releases	156	(825)
Finance income	1,439	1,970
Finance expenses	(85,183)	(92,396)
Share of loss of equity accounted investments	(55)	-
Profit before tax	**30,413**	**3,877**
Income tax expense	(13,757)	(10,311)
Profit / (Loss) for the period	**16,656**	**(6,434)**
Net profit for the period attributable to non-controlling interests	2,110	1,287
Profit/ (Loss) for the period attributable to the owners of the parent	**14,546**	**(7,721)**

(In thousands of Euro)	For the three months ended 30 June 2025	2024*
Net Profit / (Loss) for the period	**16,656**	**(6,434)**
Actuarial gains and losses on employee benefit liabilities	156	310
Fiscal effect on actuarial gains on employee benefit liabilities	(37)	(75)
Other items that will not be classified to profit or loss	**119**	**235**
Gains on hedging derivatives	4,013	2,845
Fiscal effect gains on hedging derivatives	(966)	(685)
Gains and (losses) on conversion of financial statements of the foreign companies	(10)	43
Other items that will be classified to profit or loss	**3,037**	**2,203**
Total comprehensive profit / (loss)	**19,812**	**(3,996)**
Total comprehensive profit attributable to non-controlling interests	2,110	1,287
Total comprehensive profit / (loss) attributable to the owners of the parent	**17,702**	**(5,283)**

* The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

(The attached notes form an integral part of these condensed consolidated interim financial statements)

Consolidated statement of financial position

(In thousands of Euro)	Note	As of 30 June 2025	of which Related Parties (Note 10)	As of 31 December 2024	of which Related Parties (Note 10)
Intangible assets	9.1	782,900		697,953	
Goodwill	9.2	2,074,980		2,048,563	
Property, plant and equipment	9.3	156,032		148,460	
Right of use	9.4	73,979		74,398	
Investment property		422		435	
Non-current financial assets	9.6	2,008		2,037	
Equity accounted investments	9.5	12,896		-	
Non-current trade receivables	9.7	467		636	
Deferred tax assets		5,896		10,565	
Other non-current assets	9.8	19,220		15,815	
Total non-current assets		**3,128,800**		**2,998,862**	
Inventories		1,594		1,478	
Current trade receivables	9.7	90,715	7	77,349	
Current financial assets	9.6	30,945		30,396	
Tax receivables		691		2,158	
Other current assets	9.8	117,996		162,079	
Cash and cash equivalents	9.9	271,360		164,156	
Total current assets		**513,301**		**437,616**	
Total assets		**3,642,101**		**3,436,478**	
Share capital	9.10	10,000		10,000	
Other reserves	9.10	398,198		405,959	
Retained earnings	9.10	91,735		102,010	
Total shareholders' equity attributable to the owners of the parent		**499,933**		**517,969**	
Equity attributable to non-controlling interests	9.10	51,160		47,534	
Total shareholders' equity		**551,093**		**565,503**	
Employee benefit liabilities		28,082		26,730	
Non-current financial liabilities	9.11	2,086,075		2,048,436	
Provisions for risks and charges	9.12	38,679		6,164	
Deferred tax liabilities		144,247		152,130	
Other non-current liabilities	9.13	87,098		53,200	
Total non-current liabilities		**2,384,181**		**2,286,660**	
Current financial liabilities	9.11	105,878	7,500	100,391	
Current trade payables	9.14	119,930	442	133,702	
Tax payables		12,487		23,147	
Other current liabilities	9.13	468,532	1,628	327,075	2,441
Total current liabilities		**706,827**		**584,315**	
Total equity and liabilities		**3,642,101**		**3,436,478**	

(The attached notes form an integral part of these condensed consolidated interim financial statements)

Consolidated statement of cash flows

(In thousands of Euro)	Note	For the six months ended 30 June 2025	of which Related Parties (Note 10)	2024*	of which Related Parties (Note 10)
INDIRECT METHOD					
Profit before tax		**108,223**		**56,019**	
Reconciliation of profit before tax with cash flow from operating activities:					
Depreciation, Amortization and Impairment	*8.6*	129,237		112,013	
Accruals and write-downs for impairment losses	*8.7*	9,397		1,172	
Other accruals	*8.4*	1,661		1,541	
Share of profit of equity accounted investments		(150)		-	
Net finance expenses	*8.8*	119,109		127,623	
Leasing financial expenses	*8.8*	2,205		2,086	
Other adjustments for non-monetary items		2,139		(75)	
Cash flow from operating activities before changes in net working capital		**371,821**		**300,379**	
Changes in net working capital					
Decrease/(increase) in inventories		(116)		167	
Decrease in trade receivables	*9.7*	9,572	*(5)*	12,277	*(6)*
Increase / (Decrease) in trade payables	*9.14*	(8,720)	*(311)*	921	*(208)*
Other changes in net working capital	*9.8-9.13*	87,106	*(5,331)*	27,784	*(5,090)*
Cash flow from changes in net working capital		**87,842**		**41,149**	
Income taxes paid		(45,514)		(33,667)	
Accruals to employee benefits and provisions for risks and charges	*9.12*	(1,217)		(1,285)	
Cash flow from operating activities (a)		**412,932**		**306,576**	
Cash flow from investing activities					
Investments:		(97,026)		(105,138)	
- intangible assets	*9.1*	(60,233)		(74,333)	
- property, plant and equipment	*9.3*	(36,793)		(30,805)	
Investments in associates		(4,228)		-	
Escrow account	*9.6*	-		504,464	
Deferred purchase consideration for acquisition of subsidiaries/business units	*9.11*	(29,152)		(54,146)	
Acquisition net of cash and cash equivalents	*9.11*	(13,627)		(593,150)	
Cash flow from investing activities (b)		**(144,033)**		**(247,970)**	
Cash flow from financing activities					
Proceeds from bond issuance	*9.11*	1,100,000		900,000	
Repayment of notes	*9.11*	(1,065,000)		(900,000)	
Bridge loan fees and make-whole costs	*9.11*	(21,018)		(32,693)	
Fees of issuance of notes	*9.11*	(12,308)		(19,542)	*(1,235)*
Net finance expenses including Revolving Credit Facility	*9.11*	(73,218)		(91,670)	
Lease payment	*9.11*	(13,838)		(12,066)	
Repayment of other bank liabilities		(1,543)		(1,254)	
Changes in current and non-current financial assets	*9.11*	896		2,272	
Transactions with minorities	*9.10*	153		(3,665)	
Dividends paid	*9.10*	(75,819)		(65,493)	
Cash flow from financing activities (c)		**(161,695)**		**(224,111)**	
Net Cash flow (a+b+c)		**107,204**		**(165,505)**	
Cash and cash equivalents at the beginning of the period	*9.9*	164,156		294,682	
Cash and cash equivalents at the end of the period	*9.9*	271,360		129,177	

* The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

(The attached notes form an integral part of these condensed consolidated interim financial statements)

Consolidated statement of changes in equity

(In thousands of Euro)	Note	Share capital	Legal Reserve	Share premium reserve	Other Reserves	Total Other Reserves	Retained Earnings/ (Losses)	Total Shareholders' Equity Attributable to Owners of the Parent	Equity Attributable to Minority Interests	Total Shareholders' Equity
As of 31 December 2023	*9.10*	**10,000**	**10**	**433,832**	**37,541**	**471,383**	**16,629**	**498,012**	**43,218**	**541,230**
Net profit for the period		-	-	-	-	-	20,617	20,617	2,815	23,432
Other items of comprehensive income		-	-	-	-	-	8,814	8,814	-	8,814
Total comprehensive income		**-**	**-**	**-**	**-**	**-**	**29,431**	**29,431**	**2,815**	**32,246**
Dividends distribution		-	-	(65,424)	-	(65,424)	-	(65,424)	(440)	(65,864)
Stock options	.	.	.		.	-	367	367	-	367
Other changes in equity including transactions with minorities		-	-	-	-	-	(5,276)	(5,276)	(679)	(5,955)
As of 30 June 2024*	*9.10*	**10,000**	**10**	**368,408**	**37,541**	**405,959**	**41,151**	**457,110**	**44,914**	**502,024**

(In thousands of Euro)	Note	Share capital	Legal Reserve	Share premium reserve	Treasury shares	Other Reserves	Total Other Reserves	Retained Earnings/ (Losses)	Total Shareholders' Equity Attributable to Owners of the Parent	Equity Attributable to Minority Interests	Total Shareholders' Equity
As of 31 December 2024	*9.10*	**10,000**	**10**	**368,408**	**-**	**37,541**	**405,959**	**102,010**	**517,969**	**47,534**	**565,503**
Net profit for the period							-	64,832	64,832	3,365	68,197
Other items of comprehensive income			-	-	-	-	-	3,873	3,873	-	3,873
Total comprehensive income		**-**	**-**	**-**	**-**	**-**	**-**	**68,705**	**68,705**	**3,365**	**72,070**
Allocation of previous year results and dividends distribution		-	1,990	-	-	-	1,990	(77,479)	(75,489)	(800)	(76,289)
Buyback treasury shares		-	-	-	(9,753)	-	(9,753)	-	(9,753)	-	(9,753)
Stock options		-	-	-	-	-	-	1,662	1,662	-	1,662
Other changes in equity including transactions with minorities		-	-	-	-	-	-	(3,161)	(3,161)	1,061	(2,100)
As of 30 June 2025	*9.10*	**10,000**	**2,000**	**368,408**	**(9,753)**	**37,541**	**398,196**	**91,737**	**499,933**	**51,160**	**551,093**

* The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

(The attached notes form an integral part of these condensed consolidated interim financial statements)

Explanatory notes to the condensed consolidated interim financial statements as of and for the six months ended 30 June 2025

1. General information

1.1. Introduction

Lottomatica Group S.p.A. (hereinafter 'the ''**Company**'' or the ''**Parent**'' and together with its subsidiaries the ''**Group**'') is a company incorporated on 15 October 2019 and domiciled in Italy with registered offices in Rome, Via degli Aldobrandeschi, 300, organized under the laws of the Republic of Italy. The share capital of the Company amounts to Euro 10,000,000, divided into 251,630,412 ordinary shares without nominal value. Since 3 May 2023, the Company's shares have been listed on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A. and it has been included in the STOXX Europe 600 Index (SXXP), a stock index comprising 600 leading European companies, since June 2025.

The Group offers a diversified product range spread across three operating segments: (i) online betting and gaming (Online); (ii) betting and gaming through the retail network (Sports Franchise); and (iii) management of the AWPs (amusement with prize machines) and VLTs (video lottery terminals) entertainment device networks and management of owned gaming halls and AWPs (Gaming Franchise).

It should be noted that, on 24 April 2024, GBO S.p.A. completed the acquisition of 100% of the share capital of SKS365 Malta Holdings Limited (merged into GBO S.p.A. during the 2025) for a consideration of Euro 621.5 million (the "**SKS365 Acquisition**"). The company was consolidated starting from 30 April 2024. It is also noted that, SKS365 Malta Limited, a subsidiary of SKS365 Malta Holdings Limited, was renamed to PWO Limited (now PWO S.p.A., hereinafter **"PWO"**) following the acquisition.

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These condensed consolidated interim financial statements as of and for the six months ended 30 June 2025 (hereinafter the ''**Condensed Consolidated Interim Financial Statements**") were approved by the Company's Board of Directors on 30 July 2025 and is subject to limited review by PricewaterhouseCoopers S.p.A..

2. Basis of preparation and accounting policies

2.1. Basis of preparation

These Condensed Consolidated Interim Financial Statements, prepared pursuant to Article 154 ter of Legislative Decree 58/98, as amended, have been prepared in accordance with IAS 34 Interim Financial Reporting (hereinafter "**IAS 34**"). IAS 34 allows entities to prepare condensed financial statements that include less information at interim dates than that foreseen by EU IFRS. The Condensed Consolidated Interim Financial Statements should therefore be read together with the annual consolidated financial statements as of and for the year ended 31 December 2024 approved by the Board of Directors on 3 March 2025 (the "**Annual Consolidated Financial Statements**").

The Condensed Consolidated Interim Financial Statements:

- have been prepared on a going concern basis, as management has confirmed the absence of financial, operational or other indicators that may suggest an inability on the part of the Group to meet its obligations in the foreseeable future and, in particular, during the 12 months following the reporting date;
- have been prepared and are presented in Euro, the main currency in which Group companies operate. Unless otherwise specified, all amounts in this document are expressed in thousands of Euro (Euro '000);
- include the consolidated statement of financial position, the consolidated statement of comprehensive income, the consolidated statement of cash flows, the consolidated statement of changes in equity and the notes to the consolidated financial statements.

The Group operates in an industry characterized by a business model in which collections precede payments. This dynamic, also considering the strong cash generation, allows the Group to manage its finances efficiently and utilize cash and cash equivalents for payments also related to non-recurring transactions which may determine temporary situations, such as those at 30 June 2025, in which current assets may be lower than current liabilities.

The recognition, classification and measurement criteria and accounting policies adopted in preparing the Condensed Consolidated Interim Financial Statements are the same as those adopted in preparing the Annual Consolidated Financial Statements to which reference is made.

The consolidated financial statements as of and for the six months ended 30 June 2024, presented in the Condensed Consolidated Interim Financial Statements for comparative purposes, have been restated compared to the original data published for such period following the completion of the purchase price allocation which was provisionally accounted for in the financial statements as of and for the six months ended 30 June 2024. For further details about the purchase price allocation, please refer to Note 7.2 and 7.8 to the Annual Consolidated Financial Statements.

Following the conclusion of the measurement period (12 months from the acquisition date), no further adjustments were made to the purchase price allocation related to the SKS365 Acquisition.

The Group has not opted for early adoption of any standards, interpretations or amendments issued but not yet effective.

Starting from 2024, the Group falls within the scope of application of the Pillar 2/GloBE rules. Specifically, these rules came into effect in Italy on 1 January 2024 as a result of Legislative Decree No. 209/2023 implementing Directive No. 2523/2022/EU. The Pillar 2 rules provide that entities which are part of the Group (wherever located) shall be subject to a level of effective income taxation of at least 15%, to be determined on the basis of a structured count based on aggregate accounting and tax data by country. In case the level of taxation in a certain country is less than 15%, this results in the application of supplementary taxation (so-called "**Top-Up Tax**") up to that 15% level.

As required by the accounting standard IAS 12 (in particular, by the "Amendments to IAS 12 Income Taxes-International Tax Reform-Pillar Two Model Rules"), the Group has performed an analysis, in order to identify the scope of application and the potential impact of this new legislation on the jurisdictions of its scope of consolidation, also making use of the so-called transitional safe harbours applicable in the three-year period 2024-2026 (so-called transitional period) as provided by the OECD guidelines.

Based on the most updated current data, Lottomatica Group S.p.A. assumes the role of "parent company" ("**Ultimate Parent Entity**") for the entire Group for Pillar 2 purposes. As Ultimate Parent Entity, Lottomatica Group S.p.A. has performed an analysis in relation to the possible exposure to Pillar 2 taxation in relation to the year ended 31 December 2023 and 2024 (with the data available at this date). Given that, for both tax periods mentioned and based on the information available, no Top-up Tax liability has emerged in any of the countries in which the Group is present and that there are currently no significant discontinuities between the two tax periods mentioned and the 2025 tax period, management does not currently expect significant impacts regarding the application of the Pillar 2 regulations in relation to the first half of 2025.

2.2. Scope and principles of consolidation

There have been no changes in the consolidation criteria and methods adopted compared to what was reported in the Annual Consolidated Financial Statements. The Group's scope of consolidation has changed compared to the Annual Consolidated Financial Statements as a result of:

- acquisition of Distante S.r.l. (for further details, please refer to Note 7.1);
- merger by incorporation of SKS365 Malta Holding Limited into GBO S.p.A.;
- liquidations of Gnet Inc., Lottomatica UK Ltd, SKS Services doo, SKS SRB doo and Gamenet PRO S.r.l.;
- merger by incorporation of Dea Bendata S.r.l. into Big Easy S.r.l. and Sea S.r.l. into Big Easy Bingo S.r.l.;
- merger by incorporation of Lottomatica Digital Solutions S.r.l. into GBO Italy S.p.A.;
- establishment of Lottomatica Payments S.r.l..

With reference to associates, on 13 January 2025, Lottomatica Videolot Rete S.p.A. completed the acquisition of 60% of the share capital of Cristaltec S.p.A., which holds a 51% interest in Luduscristaltec L.d.A.. On 31 March 2025, Lottomatica Videlot Rete S.p.A. converted part of its shares into non-voting shares, reducing its voting rights to 37.40% from the original 60%. Therefore, since control requirements pursuant to IFRS 10 are not met, the investment in Cristaltec S.p.A. is recognized using the equity method, in accordance with IAS 28 – Investments in Associates and Joint Ventures, as the Group exercises significant influence over the investee.

On 28 May 2025, Huge Easy Nerviano S.p.A., Huge Easy San Giuliano S.p.A., and Huge Easy Terni S.p.A. were incorporated, each owned by Big Easy S.r.l. at 49%.

Finally, it should be noted that, on 4 February 2025, the procedures for the transformation of the company PWO Limited (formerly SKS Malta Limited) into a joint stock company under Italian law were completed, effective from 1 March 2025.

Please refer to Appendix A to these Condensed Consolidated Interim Financial Statements for the list of companies included in the scope of consolidation as of 30 June 2025.

2.3. Use of accounting estimates

The accounting principles, policies and valuation estimates adopted are consistent with those used in the preparation of the Annual Consolidated Financial Statements.

As of 30 June 2025, there was no changes in the application of estimates and assumptions by the management compared to the Annual Consolidated Financial Statements, except with reference to the valuation of the third cycle of stock option assignment as described below.

2.3.1. Share-based payments

The Board of Directors approved the implementation of the medium-long term management incentive plan regulation ("**LTIP Regulation**", and "**LTIP**" in relation to the medium-long term management incentive plan) already approved by the Shareholders' Meeting of 15 March 2023 and subject to examination by the Appointments and Remuneration Committee. A description of the plan is detailed in Note 8.4 of the Annual Consolidated Financial Statement. In line with the Stock Option Plan Regulation, the plan has been accounted for at fair value as required by IFRS 2 – Share Based Payment.

With reference to the third cycle of assignments, the valuation of the assigned rights was carried out by reflecting the financial market conditions valid on the grant date. The methodology adopted to estimate the fair value follows the risk neutral approach. The risk-free rate curve is deducted from the interest rate swap rates present on the market at the grant date.

The following table provides details of the market related data used to determine the fair value of the stock options:

Number of options	Vesting date	Expiration date	Strike price (Euro)	Price at valuation (Euro)	Annual volatility	Expected dividend rate	Exit annual rate
4,368,363	3 March 2028	3 March 2030	16.034	16.65	21.94%	3.90%	0.00%

The fair value of market-based component was estimated using the stochastic simulation with the “Monte Carlo method”. The valuation was carried out on no-arbitrage and risk-neutral framework assumptions common to fundamental stock option pricing models (such as the binomial model, the Black-Scholes model and so on), using the following hypotheses:

- average annual growth rate of the stock equal to 2.147%;

- stock volatility equal to 21.94%;
- discount rate equal to 2.147%;
- expected dividend rate equal to 3.90% per year.

As regards "non-market based" component related to economic and financial performance, unlike the "market based" performance conditions and according to the accounting principle, it must be updated periodically at each reporting date to take into account the expectations relating to the number of rights that may accrue. In this regard, it is assumed that the performance condition which allows the vesting of approximately 40% of the assigned rights will be achieved.

For the ESG bonus/malus component, it is assumed that the target will be achieved.

Based on the assumptions made, the unit fair value of these options amounted to Euro 2.60.

With reference to the assumptions for the first and second cycle of assignments, please refer to the Annual Consolidated Financial Statements.

The charge for the six months ended 30 June 2025, amounting to Euro 1.7 million (Euro 0.4 million for the six months ended 30 June 2024), was recorded in the income statement among Personnel costs, with a corresponding offset in equity reserves.

2.3.2. Treasury shares

Treasury shares are recognized at cost as a reduction in equity. No gains or losses shall be recognized in the income statement on the purchase, sale, issuance, or cancellation of treasury shares. To the extent they represent marginal costs directly attributable to capital transactions, which otherwise would not have been incurred, any related transaction costs are recognized as a reduction in equity.

2.4. Recently issued accounting standards

2.4.1. Accounting standards, amendments effective from 1 January 2025

The following list illustrates the new standards and interpretations approved by the IASB, endorsed by the EU and applied since 1 January 2025:

	Endorsed by the UE	Effective date
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (issued on 15 August 2023)	YES	Accounting periods beginning on or after 1 January 2025

The adoption of these amendments did not have significant impacts on the Condensed Consolidated Interim Financial Statements.

2.4.2. Accounting standards, amendments and interpretations not yet endorsed by the EU

As of the date of approval of the Condensed Consolidated Interim Financial Statements, the following standards and amendments had not yet been endorsed by the EU:

	Endorsed by the EU	Effective date
IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on 9 May 2024)	NO	Accounting periods beginning on or after 1 January 2027
IFRS 18 — Presentation and Disclosure in Financial Statements (Issued on 9 April 2024)	NO	Accounting periods beginning on or after 1 January 2027

It should be noted that the effects that the application of the aforementioned accounting standards could potentially have on the Group's consolidated financial statements are currently being assessed by the management.

2.4.3. Accounting standards endorsed by the EU, but not yet applicable

At the approval date of the Condensed Consolidated Interim Financial Statements, the competent bodies of the European Union have approved the following principles and amendments, but they have not yet been adopted by the Group:

	Endorsed by the EU	Effective date
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 (issued on 18 December 2024)	YES	Accounting periods beginning on or after 1 January 2026
Annual Improvements Volume 11 (issued on 18 July 2024)	YES	Accounting periods beginning on or after 1 January 2026
Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (issued on 30 May 2024)	YES	Accounting periods beginning on or after 1 January 2026

It should be noted that the effects that the application of the aforementioned accounting standards could potentially have on the Group's consolidated financial statements are currently being assessed by the management.

3. Management of financial risks

The Group's activities are exposed to different types of risk: market risk (particularly interest rate risk), credit risk and liquidity risk. These Condensed Consolidated Interim Financial Statements does not include all the information on financial risks described in the Annual Consolidated Financial Statements, to which we refer for a more detailed analysis.

Compared with what is described in the Annual Consolidated Financial Statements, there are no significant changes in the types of risks to which the Group is exposed or in the policies for managing them, except as indicated below.

3.1. Market Risk

Interest rate risk

Changes in interest rates on the variable component of debt and cash may result in higher or lower financial expenses/income. The Group is exposed to the risk of changes in the interest rate on the floating portion of the May 2024 Notes (as defined below). In order to hedge this risk, the Company entered into two derivative contracts with UniCredit S.p.A. and Deutsche Bank AG, respectively, each for a notional amount of Euro 200 million.

These derivative contracts hedge against the risk associated with a potential increase in interest rates by exchanging the three-month EURIBOR rate with a contractually determined fixed interest rate. Such hedging transactions are accounted for as cash flow hedges in accordance with IFRS 9 – Financial Instruments.

It should be noted that the Group was previously also exposed to the change in the interest rate arising from the December 2023 Notes, which was fully repaid during the first half of 2025.

3.2. Liquidity Risk

The exposure to such risk mainly relates to the commitments associated with the notes issued (i) on 13 May 2025 for a total amount of Euro 1,100 million maturing in 2031 and (ii) on 29 May 2024 for a total amount of Euro 900 million maturing in 2030 for the fixed rate portion and in 2031 for the floating rate portion, as well as with the revolving credit facility of Euro 447.25 million in addition to Euro 50 million available for bank guarantees (undrawn at the reporting date). It should be noted that on 13 May 2025, the Company repaid in advance the senior secured notes issued respectively on 14 December 2023 and on 1 June 2023 for a total principal amount of Euro 1,065 million.

4. Seasonality or cyclical aspect of interim transactions

The Group’s activities show no significant seasonal or cyclical variations.

5. Financial assets and liabilities by category

Financial assets and liabilities, other than derivative financial instruments, are initially recognized at fair value and subsequently measured at amortized cost, calculated using the effective interest method. Except in the case of the bonds, the fair values of such instruments do not differ materially from their book values as they were short-term or valued at market rates and, consequently, their fair value is deemed to be substantially in line with their book value.

As of the reporting date, the fair values of the notes issued on 29 May 2024 and on 13 May 2025 amounted to Euro 923.4 million and Euro 1,129.8 million, respectively.

The following table shows the financial instruments measured at fair value according to the valuation technique used:

(In thousands of Euro)	**Level 1**	**Level 2**	**Level 3**	**As of 30 June 2025**
Derivative financial instruments assets	-	6	-	6
Derivative financial instruments liabilities	-	(9,393)	-	(9,393)
Total	**-**	**(9,387)**	**-**	**(9,387)**

(In thousands of Euro)	**Level 1**	**Level 2**	**Level 3**	**As of 31 December 2024**
Derivative financial instruments assets	-	18	-	18
Derivative financial instruments liabilities	-	(11,407)	-	(11,407)
Total	**-**	**(11,389)**	**-**	**(11,389)**

With regard to the financial instruments existing as of 30 June 2025, there are no transfers between the above categories.

6. Operating segments

As of 30 June 2025 there were no changes on the approach adopted by the management for the representation of the operating segments compared to the Annual Consolidated Financial Statements, to which we refer for further details, except for the accounting treatment of associates in which the Group holds an interest of more than 50%. In particular, the Group's management monitors the performance of the operating segments by assuming the full consolidation of the aforementioned associates, in line with the approach set out in IFRS 10 - Consolidated Financial Statements, rather than the equity method as prescribed by IAS 28 - Investments in Associates and Joint Ventures, which is applied in the preparation of the Group's consolidated financial statements.

Operating segments are monitored based on: (i) total revenues and income for reportable segment and (ii) Adjusted EBITDA for reportable segment. Adjusted EBITDA is defined as net profit for the period adjusted for: (i) income tax expense; (ii) finance income; (iii) finance expenses; (iv) share of profit/(loss) of equity accounted investments; (v) depreciation, amortization and impairments; (vi) Adjusted EBITDA, (as defined herein), of equity accounted investments in which the Group holds an interest of more than 50% (vii) costs related to M&A and international activities; (viii) integration costs (including expenses on corporate restructuring, redundancy and costs incurred in relation to renegotiated contracts); and (ix) other income and expenses that, in view of their nature, are not reasonably expected to recur in future periods. Management believes that the aforementioned indicators provide a good indication of the performance of the Group's operating segments.

The following table provides details of Group operating segments for the six months ended 30 June 2025 and 2024 analyzed by the Group's management.

	Online		Sports Franchise		Gaming Franchise		Total reportable segment	
(In thousands of Euro)	**Jun '25**	**Jun '24**	**Jun '25**	**Jun '24**	**Jun '25** [(a)]	**Jun '24**	**Jun '25**	**Jun '24**
Revenues toward third parties [(b)]	463,258	338,295	279,257	213,682	386,355	379,830	1,128,870	931,807
Other income toward third parties	982	1,265	1,562	1,393	6,760	4,271	9,304	6,929
Intragroup Revenues and Other income	8,580	11,510	2,572	3,182	5,480	4,400	16,632	19,092
Total Revenues and income	**472,820**	**351,070**	**283,391**	**218,257**	**398,595**	**388,501**	**1,154,806**	**957,828**
Adjusted EBITDA	**250,670**	**177,974**	**81,257**	**50,667**	**90,488**	**88,657**	**422,415**	**317,298**
Adjusted EBITDA Margin [(c)]	*54.1%*	*52.6%*	*29.1%*	*23.7%*	*23.4%*	*23.3%*	*37.4%*	*34.1%*

(a) Includes the results of the Cristaltec group, in line with the approach adopted by management to monitor the results of the operating segments.

(b) Revenues toward third parties in Gaming Franchise operating segment were as follows: (i) Euro 141,820 thousand for the six months ended 30 June 2025 related to the AWP product line (Euro 138,886 thousand for the six months ended 30 June 2024), (ii) Euro 212,926 thousand for the six months ended 30 June 2025 related to the VLT product line (Euro 218,927 thousand for the six months ended 30 June 2024), and (iii) Euro 31,609 thousand for the six months ended 30 June 2025 related to the Retail and Street Operations product line (Euro 22,017 thousand for the six months ended 30 June 2024).

(c) Adjusted EBITDA Margin defined as Adjusted EBITDA / Revenues toward third parties.

The following table shows the reconciliation of total revenue for the periods indicated:

	For the six months ended 30 June	
(In thousands of Euro)	**2025**	**2024**
Total Revenues and Other income for reportable segment	1,154,806	957,828
Elimination of intersegment revenues	(16,632)	(19,092)
Elimination of revenues and other income from equity accounted investments	(7,361)	-
Consolidated Revenues and income	**1,130,813**	**938,736**

The following table shows the reconciliation of Adjusted EBITDA for the periods indicated:

(In thousands of Euro)	For the six months ended 30 June 2025	2024*
Total Adjusted EBITDA for reportable segment	**422,415**	**317,298**
Elimination of Adjusted EBITDA from equity accounted investments	(1,381)	-
Costs not included in Adjusted EBITDA	(62,410)	(19,557)
of which:		
- monetary	*(51,911)*	*(17,904)*
- non-monetary	*(10,499)*	*(1,653)*
Depreciation, amortization and impairments	(129,237)	(112,013)
Finance income	2,109	7,978
*of which non-recurring finance income ** *	*437*	*6,215*
Finance expenses	(123,423)	(137,687)
*of which non-recurring finance expenses ** *	*(48,669)*	*(58,575)*
Share of profit of equity accounted investments	150	-
Profit before tax	**108,223**	**56,019**
Income tax expense	(40,026)	(32,587)
Net profit for the period	**68,197**	**23,432**

* The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.
** For details of non-recurring financial income and expenses, please refer to Note 8.8.

7. Business combinations and acquisition of businesses

The acquisitions made during the six months ended 30 June 2025 are briefly described below.

7.1. Acquisition of Distante S.r.l.

On 1 April 2025, Lottomatica Videolot Rete S.p.A. finalized the acquisition of 65% of the share capital of Distante S.r.l., a company operating in the rental, management, and maintenance of AWP gaming machines. The consideration for the acquisition amounted to Euro 14.5 million. Of this amount, Euro 10.1 million was paid on the acquisition date, Euro 3.7 million will be paid within 25 March 2026, while the remaining portion of Euro 0.7 million will be paid through annual installments until 2031.

The aforementioned acquisition resulted in increased revenues of Euro 1.4 million, while it did not have significant impacts on the Group's net profit for the period from the acquisition date to 30 June 2025. Such amounts have been calculated based on the accounting records of the acquired company as of the date closest to the date control was assumed, namely 31 March 2025, adjusted as required to recognize any differences with respect to the accounting policies adopted by the Group.

The assets and liabilities acquired were recognized at fair value, together with goodwill amounting to approximately Euro 12.6 million, calculated as shown in the table below:

(In thousands of Euro)	Book Value at acquisition date	Purchase price allocation at acquisition date	Fair Value at acquisition date
Intangible assets	2	-	2
Property, plant and equipment	2,928	-	2,928
Right of use	280	-	280
Financial assets	313	-	313
Trade receivables	30	-	30
Tax receivables	98	-	98
Other assets	3,053	-	3,053
Cash and cash equivalents	8,029	-	8,029
Employee benefit liabilities	(830)	-	(830)
Financial liabilities	(3,039)	-	(3,039)
Trade payables	(1,356)	-	(1,356)
Tax payables	(477)	-	(477)
Other liabilities	(6,106)	-	(6,106)
Net acquired assets (liabilities) (A)	**2,925**	**-**	**2,925**
Equity attributable to non-controlling interests (B)	1,024	-	1,024
Purchase price (C)	14,484	-	14,484
Goodwill (C) - (A) + (B)	**12,583**	**-**	**12,583**

As of the date of preparing this document, the final measurement of the fair value of the assets acquired and liabilities assumed, as well as the amount to be allocated to goodwill, is still ongoing and, therefore, in accordance with the provisions of IFRS 3, the Group will complete such measurement within twelve months from the acquisition date. The provisional values of the assets acquired and liabilities assumed may be adjusted retrospectively to recognize their fair value at the acquisition date, with such adjustment involving the recalculation of goodwill.

Net cash flows relating to the acquisition are shown in the following table:

(In thousands of Euro)	
Consideration paid as of 30 June 2025	(10,139)
Cash and cash equivalents at acquisition date	8,029
Net cash flow from acquisition as of 30 June 2025	**(2,110)**

7.2. Acquisition of businesses

As part of the distribution insourcing strategy mainly relating to the Gaming Franchise segment, the assets acquired and liabilities assumed through acquisitions of business units for the six months ended 30 June 2025 are summarized below:

(In thousands of Euro)	**Fair Value at acquisition date**
Property, plant and equipment	1,735
Trade receivables	195
Cash and cash equivalents	1,646
Employee benefit liabilities	(272)
Trade payables	(308)
Other liabilities	(58)
Net acquired assets (liabilities) (A)	**2,938**
Purchase price (B)	16,794
Goodwill (B) - (A)	**13,856**

The difference between the purchase price and the fair value of the net assets acquired was recognized as goodwill allocated to the Gaming Franchise segment. As of 30 June 2025, the cash flow relating to the total consideration paid for the acquisition of the businesses amounted to Euro 11.7 million.

8. Notes to the consolidated statement of comprehensive income

8.1. Revenues

“Revenues” amounted to Euro 1,124.8 million for the six months ended 30 June 2025, an increase of Euro 193.0 million compared to Euro 931.8 million for the six months ended 30 June 2024. The increase was mainly due to the full consolidation of PWO for the first half of 2025, compared to only two months in the first half of 2024 as well as to the effect of the particularly favorable payout of sports betting compared to the corresponding period of the previous year.

8.2. Other income

“Other income” amounted to Euro 6.0 million for the six months ended 30 June 2025 (Euro 6.9 million for the six months ended 30 June 2024) and mainly included: (i) income from services and re-charge to the sales point operators of the Gaming Franchise and Sports Franchise network; (ii) income from the transfer to the supply-chain of costs incurred in relation to the acquisition of AWP NOE and NOD concession agreements; (iii) income from the re-sale of consumables and provision of services in halls; and (iv) income from compensation, indemnification and income from other operations.

8.3. Cost of services

The following table provides a breakdown of “Cost of services”:

(In thousands of Euro)	For the six months ended 30 June 2025	2024
Distribution network compensation	(452,329)	(382,178)
Fee on gaming platform licenses	(65,971)	(52,778)
Concession Fee	(30,464)	(27,351)
Bank and insurance expenses	(28,173)	(22,573)
Marketing and advertising	(22,154)	(13,674)
Utility costs, postal and logistics costs, security services	(11,555)	(10,643)
Technical assistance and network management	(9,988)	(8,745)
Tax, administrative and legal consultancy costs	(9,102)	(8,502)
Leases and rentals	(8,091)	(5,545)
Data transmission	(4,954)	(4,120)
Pay-TV	(3,349)	(3,191)
Board of Directors remunerations and costs	(1,962)	(1,845)
Other	(17,366)	(15,724)
Total	**(665,458)**	**(556,869)**

Cost of services amounted to Euro 665.5 million for the six months ended 30 June 2025, an increase of Euro 108.6 million compared to Euro 556,9 million for the six months ended 30 June 2024.

For the analysis of these cost items, the supply chain remuneration model should be considered (as they may be linked to bet trends or revenue sharing mechanisms – such as, for example, in the case of “Distribution network compensation”, “Fee on gaming platform licenses” or “Concession Fee”), which means that this cost item varies in line with revenues.

The increase in “Bank and insurance expenses” was mainly due to the contribution of PWO for the first half of 2025 compared to only two months in the first half of 2024 and the higher commissions on credit card transactions following the increase in transaction volumes.

“Marketing and advertising expenses” increased by Euro 8.5 million mainly due to the contribution of PWO for the first half of 2025 compared to only two months in the first half of 2024 and costs for events at the gaming halls and other marketing campaigns.

8.4. Personnel expenses

The following table provides a breakdown of “Personnel expenses”:

(In thousands of Euro)	For the six months ended 30 June 2025	2024
Remuneration	(55,098)	(48,122)
Social security contributions	(16,643)	(12,967)
Other personnel costs	(7,035)	(3,727)
Total	**(78,776)**	**(64,816)**

Personnel expenses amounted to Euro 78.8 million for the six months ended 30 June 2025, an increase of Euro 14.0 million compared to Euro 64,8 million for the six months ended 30 June 2024.

It should be noted that the item does not include capitalized personnel expenses related to the development of internal software, amounting to Euro 10.3 million for the six months ended 30 June 2025 (Euro 7.7 million for the six months ended 30 June 2024).

The item also includes the charge related to the long-term incentive plan amounting to Euro 1.7 million for the six months ended 30 June 2025 (Euro 0.4 million for the six months ended 30 June 2024).

The following table shows Group employee numbers by category:

	Number as of 30 June 2025	Average number for the six months ended 30 June 2025	Number as of 30 June 2024	Average number for the six months ended 30 June 2024
Executives	59	59	61	54
Middle managers	229	231	192	192
White collar	1,581	1,586	1,500	1,460
Blue collar	350	398	333	286
Foreign employees	399	402	431	145
Total	**2,618**	**2,676**	**2,517**	**2,137**

8.5. Other operating costs

The following table provides a breakdown of “Other operating costs”:

	For the six months ended 30 June	
(In thousands of Euro)	**2025**	**2024**
Purchase of goods and other purchases	(7,139)	(6,556)
Taxes and sundry duties	(4,975)	(3,416)
Entertainment expenses	(1,285)	(2,260)
Fines, penalties and losses on receivables	(611)	(767)
Other expenses	(4,548)	(5,139)
Total	**(18,558)**	**(18,138)**

The increase of “Taxes and sundry duties” was mainly due to the contribution of the acquired companies during the 2024 and the additional expenses incurred for participation in the online procedure for the awarding of concessions.

The decrease of “Other expenses” for Euro 0.6 million is mainly due to the reduction of ancillary costs related to acquisitions of the period, partially offset by higher contributions made to Lottomatica Foundation.

8.6. Depreciation, amortization and impairments

The following table provides a breakdown of "Depreciation, amortization and impairments":

	For the six months ended 30 June	
(In thousands of Euro)	**2025**	**2024***
Amortization of intangible assets	(92,852)	(80,537)
of which purchase price allocation	*(35,875)*	*(32,861)*
Depreciation of property, plant and equipment	(24,891)	(21,230)
Depreciation of investment property	(13)	(14)
Impairments of property, plant and equipment and intangible assets	(127)	(311)
Depreciation of right of use	(11,354)	(9,921)
Total	**(129,237)**	**(112,013)**

*The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

For further details regarding movements in intangible assets, property, plant and equipment and rights of use, please refer to Note 9.1, 9.3 and 9.4, respectively.

8.7. Impairment of receivables and financial assets and other accruals

The following table provides a breakdown of "Impairment of receivables and financial assets" and "Other accruals":

	For the six months ended 30 June	
(In thousands of Euro)	**2025**	**2024**
(Provision) / release for impairment of receivables and financial assets	(9,621)	(347)
(Provision) / release for risks and charges	224	(825)
Total	**(9,397)**	**(1,172)**

Provisions are stated net of releases.

For further details regarding movements in the "Provision for impairment of receivables and financial asset" see Notes 9.7 and 9.12.

8.8. Net finance expenses

The following table provides a breakdown of “Net finance expenses”:

	For the six months ended 30 June	
(In thousands of Euro)	**2025**	**2024**
Other interest income	2,109	7,978
Total finance income	**2,109**	**7,978**
Interest expense on May 2025 Notes	(7,150)	-
Interest expense on May 2024 Notes	(21,322)	(4,115)
Interest expense on December 2023 Notes	(7,514)	(10,159)
Interest expense on June 2023 Notes	(14,761)	(34,333)
Interest expense on 2022 Notes	-	(14,124)
Amortized cost on May 2025 Notes	(319)	-
Amortized cost on May 2024 Notes	(682)	(158)
Amortized cost on December 2023 Notes	(12,263)	(738)
Amortized cost on June 2023 Notes	(8,742)	(16,794)
Amortized cost on 2022 Notes	-	(7,494)
IRS interest expense	(9,208)	(11,620)
Commission on sureties	(3,225)	(3,962)
Interest expense on Revolving Credit Facility	(2,688)	(2,645)
Leasing interest expense	(2,205)	(2,086)
Other interest expense	(33,344)	(29,459)
Total finance expenses	**(123,423)**	**(137,687)**
Net finance expenses	**(121,314)**	**(129,709)**

“Net finance expenses” amounting to Euro 121.3 million for the six months ended 30 June 2025, included non-recurring finance income of Euro 0.4 million (Euro 6.2 million for the six months ended 30 June 2024) and non-recurring finance expenses of Euro 48.7 million (Euro 58.6 million for the six months ended 30 June 2024), detailed below for the six months ended 30 June 2025. For further details on non-recurring finance expenses and income for the six months ended 30 June 2024, please refer to the condensed consolidated interim financial statements for the period ended on that date.

“Amortized cost on December 2023 Notes” and “Amortized cost on June 2023 Notes” included Euro 19.6 million related to the acceleration of the residual unamortized costs on the 2025 Notes Repaid (as defined below), which were fully expensed as a result of their early repayment.

“Other interest expense” mainly included (i) the make-whole relating to the 2025 Notes Repaid (as defined below) for Euro 21.0 million (ii) financial charges related to the closing of the related hedging derivative instruments for Euro 6.4 million and (iii) non-recurring interest expenses of Euro 1.5 million.

“Other interest expense” also included the effect of the amortized cost on deferred purchase consideration for Euro 0.3 million (Euro 0.9 million for the six months ended 30 June 2024) and Euro 3.2 million related to interest expenses arising from the discounting of the liability related to the renewal of concessions.

8.9. Income tax expense

The following table provides a breakdown of “Income tax expense”:

(In thousands of Euro)	For the six months ended 30 June 2025	2024*
Current taxes	(44,420)	(38,816)
Deferred taxes Purchase price allocation	10,286	9,466
Deferred taxes	(5,892)	(3,237)
Total	**(40,026)**	**(32,587)**

*The figures for the six months ended 30 June 2024 have been restated following the completion of the purchase price allocation relating to Ricreativo B S.p.A. and SKS365 Acquisition.

Lottomatica Group S.p.A., the current Italian parent company, has opted, as the consolidating entity, for the national tax consolidation regime with the controlled companies that meet the requirements for participation in the Group's taxation.

9. Notes to the consolidated statement of financial position

9.1. Intangible assets

The following table provides a breakdown of "Intangible assets" and movements during the periods under review:

(In thousands of Euro)	Software	Concessions	Trademarks	Assets under development and other intangible	Network Relationship	Total
Cost as of 31 December 2024	**174,565**	**180,901**	**266,397**	**78,282**	**513,221**	**1,213,366**
Accumulated amortization as of 31 December 2024	**(104,484)**	**(180,614)**	**(57,459)**	**(41,796)**	**(131,060)**	**(515,413)**
Net book amount as of 31 December 2024	**70,081**	**287**	**208,938**	**36,486**	**382,161**	**697,953**
Additions	9,300	147,738	1	20,681	-	**177,720**
Business combination:						
Distante	*1*	-	*1*	-	-	***2***
Amortization for the period	(13,400)	(36,718)	(8,926)	(7,319)	(26,489)	***(92,852)***
of which purchase price allocation						
Gamenet group	*(624)*	-	*(2,406)*	-	*(1,956)*	***(4,986)***
IGT business	-	-	*(3,268)*	-	*(7,824)*	***(11,092)***
Giocaonline	-	-	-	-	*(490)*	***(490)***
Marim	-	-	-	-	*(194)*	***(194)***
Betflag	-	-	*(1,443)*	-	*(6,019)*	***(7,462)***
Ricreativo B	-	-	*(170)*	-	*(580)*	***(750)***
SKS365	-	-	*(1,536)*	-	*(9,365)*	***(10,901)***
Disposal	-	-	-	(48)	-	***(48)***
Reclassifications	1,887	*110*	-	(1,872)	-	***125***
Cost as of 30 June 2025	**185,726**	**328,485**	**266,399**	**99,903**	**513,221**	**1,393,734**
Accumulated amortization as of 30 June 2025	**(117,857)**	**(217,068)**	**(66,385)**	**(51,975)**	**(157,549)**	**(610,834)**
Net book amount as of 30 June 2025	**67,869**	**111,417**	**200,014**	**47,928**	**355,672**	**782,900**

Additions on "Software" mainly related to the purchase of software licenses required for bets collection and management activities for approximately Euro 0.3 million and for the upgrade of the SAP ERP system for Euro 2.2 million and the purchase of software for Euro 6.7 million.

Additions on “Concessions” mainly related to the two-year extension 2025 - 2026 of the Gaming Franchise concessions held by Gamenet S.p.A. and Lottomatica Videolot Rete S.p.A. and the Sports Franchise concessions held by GBO Italy S.p.A. and PWO.

“Trademarks” mainly related to the values attributed in the purchase price allocation process to the right to use the “Goldbet”, “Intralot” “Billions”, “Betflag”, “Ricreativo” and “Planetwin365” trademarks, as well as those of the acquired IGT business.

Additions on “Assets under development and other intangible” mainly related to development costs relating to software for Euro 12.9 million, as well as capitalization of NOE and Entry Fees, amounting to Euro 6.9 million.

9.2. Goodwill

The following table provides a breakdown of “Goodwill” for the periods under review:

(In thousands of Euro)	**Total**
Balance as of 31 December 2024	**2,048,563**
Acquisitions	26,417
Balance as of 30 June 2025	**2,074,980**

The increase of “Goodwill” mainly related to the acquisitions during the period.

As of 30 June 2025, no indicators of impairment had been identified.

9.3. Property, plant and equipment

The following table provides a breakdown of “Property, plant and equipment” and movements during the periods under review:

(In thousands of Euro)	**Gaming Hardware**	**Other assets**	**Furniture**	**Leasehold improvements**	**Assets under development and payments on account**	**Total**
Cost as of 31 December 2024	**115,257**	**67,827**	**38,357**	**64,517**	**19,383**	**305,341**
Accumulated depreciation as of 31 December 2024	**(76,825)**	**(28,350)**	**(16,907)**	**(34,799)**	**-**	**(156,881)**
Net book amount as of 31 December 2024	**38,432**	**39,477**	**21,450**	**29,718**	**19,383**	**148,460**
Additions	14,689	5,799	2,110	5,849	1,400	**29,847**
Business combination						
Distante	*2,538*	*267*	*-*	*124*	-	**2,929**
Business acquisition	*1,607*	*40*	*88*	*-*	-	**1,735**
Disposals	34	*(117)*	(17)	(42)	(1,781)	**(1,923)**
Depreciation for the period	(11,673)	(5,731)	(2,316)	(5,171)	-	**(24,891)**
Reclassifications	8,728	(1,995)	(4,658)	243	(2,443)	**(125)**
Cost as of 30 June 2025	**167,969**	**60,714**	**32,757**	**68,014**	**16,559**	**346,013**
Accumulated depreciation as of 30 June 2025	**(113,614)**	**(22,974)**	**(16,100)**	**(37,293)**	**-**	**(189,981)**
Net book amount as of 30 June 2025	**54,355**	**37,740**	**16,657**	**30,721**	**16,559**	**156,032**

Additions to “Gaming hardware” mainly related to AWP game cards of Euro 4.5 million and hardware equipment and devices in betting shops of Euro 9.7 million.

Additions to “Other assets” mainly related to the purchase of iCash and My Pay devices for Euro 0.8 million, to facilities and equipment in the halls amounting to Euro 1.5 million, the purchase of office equipment and IT security equipment of Euro 2.4 million and to the purchase of new storage systems for Euro 0.5 million.

Additions to “Furniture” mainly relates to redevelopment and optimization project of the gaming halls.

Additions to "Leasehold Improvements" are mainly linked to the completion of the works on the halls that have become operational and the set-up of new corners in the halls.

Additions to “Assets under development and payments on account” mainly relates to the purchase of furniture and fittings and down payments for the purchase of new gaming devices and other IT equipment for the set-up of new betting points of sale not yet in operation.

9.4. Right of use

The following table provides a breakdown of “Right of use” and movements during the period under review:

(In thousands of Euro)	Land, Buildings and Offices	Gaming halls	Vehicles	Other	Right of Use
Balance as of 31 December 2024	**15,188**	**52,032**	**7,111**	**67**	**74,398**
Business Combination					
Distante	*-*	*220*	*60*	*-*	*280*
Depreciation	(2,618)	(6,942)	(1,772)	(20)	(11,352)
Additions	3,704	5,769	3,106	-	12,579
Disposal	(1,186)	(519)	(221)	-	(1,926)
Balance as of 30 June 2025	**15,088**	**50,560**	**8,284**	**47**	**73,979**

The increase for the period relates to: (i) the renewal of certain lease agreements; (ii) the increase in rents due to ISTAT increases which led to the recalculation of the value of the assets; and (iii) new lease contracts and the acquisitions of the period.

9.5. Equity accounted investments

As of 30 June 2025, the item amounted to Euro 12.9 million and related to:

- the investment in Cristaltec S.p.A of Euro 5.3 million.. On 13 January 2025, Lottomatica Videolot Rete S.p.A. completed the acquisition of 60% of the share capital of Cristaltec S.p.A. Subsequently, on 31 March 2025, Lottomatica Videlot Rete S.p.A. converted part of its shares into non-voting shares, reducing its voting rights to 37.4% from the original 60%. Therefore, since control requirements pursuant to IFRS 10 are not met, the investment in Cristaltec S.p.A. is recognized using the equity method, as the Group exercises significant influence over the investee;
- the investments, totaling Euro 7.6 million, in Huge Easy Nerviano S.p.A., Huge Easy San Giuliano S.p.A. and Huge Easy Terni S.p.A., incorporated on 28 May 2025, of which Big Easy held the 49% of share capital in each company.

9.6. Current and non-current financial assets

The following table provides a breakdown of “Current and non-current financial assets”:

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
Cash held by operators	23,173	23,293
Escrow account	5,000	5,174
Merchant accounts and restricted cash	278	429
Interest rate swap assets	6	18
Other	4,496	3,519
Total	**32,953**	**32,433**

“Cash held by operators” relates to cash in machines (i.e., in the hoppers and change machines) owned by Group but managed by external operators, amounting to Euro 7.2 million, Euro 11.8 million and Euro 3.7 million, for Gamenet S.p.A., Lottomatica Videolot Rete S.p.A. and Big Easy S.r.l. as of 30 June 2025, respectively.

The following table provides a summary of key information relating to financial assets:

(In thousands of Euro)	**As of 30 June 2025**	*of which current*	**As of 31 December 2024**	*of which current*
Cash held by operators	23,173	23,173	23,293	23,293
Escrow account	5,000	5,000	5,174	5,174
Merchant accounts and restricted cash	278	-	429	201
Interest rate swap assets	6	6	18	18
Other	4,496	2,766	3,519	1,710
Total	**32,953**	**30,945**	**32,433**	**30,396**

9.7. Current and non-current trade receivables

The following table provides a breakdown of "Current and non-current trade receivables":

(In thousands of Euro)	As of 30 June 2025	As of 31 December 2024
Concessionaire's receivables from operators/TIR	83,577	73,954
Receivables from betting operators	36,084	20,648
Receivables from customers	5,859	7,253
Other receivables from distribution network	5,552	7,187
Receivables guaranteed by formal commitments	2,688	2,572
Receivables for penalties and interest on delayed payments	354	373
Allowance for doubtful receivables	(42,932)	(34,002)
Total	**91,182**	**77,985**

"Concessionaire's receivables from operators/TIR" mainly comprises receivables relating to bet activities (mainly PREU, concession fees and other amounts owing to the concessionaires). As of 30 June 2025, Euro 38.6 million relates to Gamenet S.p.A and Euro 45.0 million relates to Lottomatica Videolot Rete.

The following table shows details of movements in the allowance for doubtful receivables:

(In thousands of Euro)	
Balance as of 31 December 2024	**34,002**
Provisions net of releases	9,621
Utilization	(743)
Reclassification	52
Balance as of 30 June 2025	**42,932**

The movement for the period was due to the provision of Euro 9.5 million relating to trade receivables from the supply chain, recognized in connection with the 2015 Italian Stability Law following the ruling of the Italian Council of State. For further details, please refer to Note 11.2.5.

9.8. Other current and non-current assets

The following table provides a breakdown of "Other current and non-current assets":

(In thousands of Euro)	As of 30 June 2025	As of 31 December 2024
Gaming online accounts	54,126	56,458
Accrued income and prepayments	27,943	22,940
ADM guarantee deposits	25,158	52,087
Gaming halls receivables	13,086	16,351
Tax receivables	6,610	12,681
Guarantee deposits	4,572	13,811
Other receivables	5,721	3,566
Total	**137,216**	**177,894**

“ADM guarantee deposits” represents 0.5% of amounts waged using devices connected to the online network. Such deposits are reimbursed to the concessionaire when certain service levels are achieved in the first half of the following year.

"Accrued income and prepayments" mainly included the recognition of prepaid expenses on arrangement fees and underwriting fees for the Revolving Credit Facility and prepaid expenses for the costs related to the sureties paid against the concessions’ renewals. The increase of Euro 5.0 million was mainly due to the higher prepaid expenses on the above-mentioned sureties.

The following table provides a summary of key information relating to other assets:

(In thousands of Euro)	**As of 30 June 2025**	*of which current*	**As of 31 December 2024**	*of which current*
Gaming online accounts	54,126	54,126	56,458	56,458
Accrued income and prepayments	27,943	16,676	22,940	14,247
ADM guarantee deposits	25,158	25,158	52,087	52,087
Gaming halls receivables	13,086	13,086	16,351	16,351
Tax receivables	6,610	3,076	12,681	10,340
Guarantee deposits	4,572	379	13,811	9,443
Other receivables	5,721	5,495	3,566	3,153
Total	**137,216**	**117,996**	**177,894**	**162,079**

9.9. Cash and cash equivalents

The following table provides a breakdown of “Cash and cash equivalents”:

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
Bank deposits	234,253	130,299
Cash on hand	37,107	33,857
Total	**271,360**	**164,156**

Reference is made to the Consolidated Statement of Cash Flows for further details regarding movements during the period in Cash and cash equivalents.

9.10. Shareholders’ equity

A description of changes in Shareholders’ equity as of 30 June 2025 can be found in the Consolidated Statement of Changes in Equity.

9.10.1. Equity attributable to the owners of the parent

The Company's share capital amounted to Euro 10.0 million as of 30 June 2025 and was divided into 251,630,412 ordinary shares without nominal value.

The cash flow hedge reserve is negative, net of its related tax effect, amounting to Euro 5.2 million (negative for Euro 8.7 million as of 31 December 2024). The change was mainly due to the closing of the hedging derivatives on the 2025 Notes Repaid.

The equity attributable to the owners of the parent, excluding the net profit for the period, decreased mainly due to the treasury share buyback for Euro 9.7 million and the dividend distribution of Euro 75.5 million, resolved by the Company's shareholders' meeting on 30 April 2025.

Treasury shares

As of 30 June 2025, the Company held 420,031 treasury shares, representing to 0.167% of the outstanding ordinary shares). All issued shares are subscribed and paid up, and no preferred shares have been issued.

9.10.2. Equity attributable to non-controlling interests

The Equity attributable to non-controlling interests increased by Euro 3.6 million mainly due to the result of the period for Euro 3.4 million.

9.11. Current and non-current financial liabilities

The following table provides a breakdown of "Current and non-current financial liabilities":

(In thousands of Euro)	As of 30 June 2025	As of 31 December 2024
May 2025 Notes	1,087,087	-
May 2024 Notes	890,753	890,096
December 2023 Notes	-	487,737
June 2023 Notes	-	556,258
Accrued interest – May 2025 Notes	7,150	-
Accrued interest – May 2024 Notes	3,271	3,652
Accrued interest – December 2023 Notes	-	1,707
Accrued interest – June 2023 Notes	-	3,355
Payables for leasing	80,328	81,169
Put option liability	59,239	56,614
Payables for acquisitions	38,579	51,129
Bank borrowings	3,688	2,561
Interest Rate Swap liabilities	10,248	13,147
Other financial payables	11,610	1,402
Total	**2,191,953**	**2,148,827**

The main changes were due to:

- recognition at the amortized cost of the May 2025 Notes (as defined below) for Euro 1,087.1 million;
- early repayment of December 2023 Notes and June 2023 Notes (as defined below), plus accrued interest;

- decrease in "Payables for acquisition" mainly due to the payment of deferred consideration of Goldbet acquisition (now GBO Italy S.p.A.);
- decrease in "Interest rate swap liabilities" mainly due to the closing of derivative contracts entered into to hedge the December 2023 Notes;
- increase in "Other financial liabilities" mainly due to the liability for the treasury share buyback, paid in July.

The following table provides a summary of key information relating to financial liabilities:

(In thousands of Euro)	**As of 30 June 2025**	*of which current*	**As of 31 December 2024**	*of which current*
Notes	1,977,840	-	1,934,091	-
Accrued interest on notes	10,421	10,421	8,714	8,714
Payables for acquisitions	38,579	33,660	51,129	46,840
Payables for leasing	80,328	24,551	81,169	21,552
Put option liability	59,239	22,572	56,614	18,348
Interest Rate Swap liabilities	10,248	855	13,147	1,740
Bank borrowings	3,688	2,251	2,561	1,795
Other financial payables	11,610	11,568	1,402	1,402
Total	**2,191,953**	**105,878**	**2,148,827**	**100,391**

The following table provides changes in liabilities arising from financing activities as required by IAS7:

(In thousands of Euro)	**As of 31 December 2024**	Cash flow from financing activities	Non-cash changes	**As of 30 June 2025**
Notes	1,934,091	22,692	21,057	1,977,840
Accrued interest on notes	8,714	(49,040)	50,747	10,421
Payables for acquisitions	51,129	(55,180)	42,630	38,579
Payables for leasing	81,169	(13,838)	12,997	80,328
Put option liability	56,614	-	2,625	59,239
Interest Rate Swap liabilities	13,147	(10,094)	7,195	10,248
Bank borrowings	2,561	(1,543)	2,670	3,688
Other financial payables	1,402	(97,646)	107,854	11,610
Total	**2,148,827**	**(204,649)**	**247,775**	**2,191,953**

9.11.1. May 2025 Notes

On 13 May 2025, Lottomatica Group S.p.A. (the "**Issuer**") issued senior secured notes for a principal amount of Euro 1,100 million (the "**May 2025 Notes**"), bearing interest at a fixed annual rate of 4.875%, to be paid semiannually, commencing on 1 November 2025 and maturing in January 2031. The May 2025 Notes has been admitted to listing on the Euro MTF market, organized and managed by the Luxembourg Stock Exchange, and on the Euronext Access Milan Professional Segment (formerly known as ExtraMOT Pro) of Borsa Italiana S.p.A.

Collateral posted as security in relation to the May 2025 Notes included liens on the following: (i) material bank accounts of the Issuer, (ii) receivables in respect of certain intercompany loans owed to the Issuer,

(iii) the entire share capital of GGM S.p.A. held by the Issuer, and (v) the entire share capital of GBO S.p.A. held by the Issuer. Ratings as of the issue date of were as follows: BB (S&P) and Ba2 (Moody's).

Proceeds from the May 2025 Notes were used to finance (i) the early repayment of the notes issued on 14 December 2023 ("**December 2023 Notes**") and the notes issued on 1 June 2023 (the "**June 2023 Notes**" and together with the December 2023 Notes, the "**2025 Notes Repaid**"), in addition to accrued and unpaid interest; and (ii) the make-whole payment due to early repayment of the June 2023 Notes.

The May 2025 Notes (or a portion thereof) can be reimbursed in advance, in accordance with the contractual provisions.

9.11.2. Revolving Credit Facility

On 23 April 2025, the Group entered into an amendment and restatement agreement of the revolving credit facility, which provides for: (i) the extension of the maturity date to three months prior to the due date of any senior secured bonds issued by the Company, (ii) a reduction in the interest rate applied, and (iii) an increase in the available amount by an additional Euro 47.25 million, bringing the total amount of the revolving credit facility to Euro 447.25 million (the "**Revolving Credit Facility**").

The following table is a summary of the spread applied to the Revolving Credit Facility following the changes described above:

Consolidated Senior Secured Debt Ratio(*)	Annual Spread (%)
> 2.3:1	2.5
≤ 2.3:1 e > 1.8:1	2.25
≤ 1.8:1 e > 1.3:1	2.0
≤ 1.3:1 e > 0.8:1	1.75
≤ 0.8:1	1.5

*As defined contractually.

The spread may be reduced over time in line with variations in the ratio between senior secured indebtedness net of cash and cash equivalents and EBITDA (i.e., the Consolidated Senior Secured Debt Ratio defined in the Revolving Credit Facility agreement). The spread applicable at the current date in the event of utilizing the Revolving Credit Facility is 2.25%. As of 30 June 2025, the Revolving Credit Facility is not utilized.

For further details see Note 9.16.4 to the Annual Consolidated Financial Statements.

9.11.3. Total Net Financial Indebtedness

The following is a breakdown of the composition of the Group's Net Financial Indebtedness as of 30 June 2025 compared with the situation as of 31 December 2024 determined in accordance with CONSOB Communication DEM/6064293 of 28 July 2006, as amended by CONSOB Communication

No. 5/21 of 29 April 2021 and in accordance with ESMA Recommendations contained in "Guidelines 32-382-1138 of 4 March 2021 on disclosure requirements under the prospectus regulation".

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
A. Cash	271,360	164,156
B. Cash equivalent	-	-
C. Other current financial assets	30,945	30,396
D. Liquidity (A+B+C)	**302,305**	**194,552**
E. Current financial debt	12,423	3,155
F. Current portion of non-current financial debt	93,455	97,236
G. Current Financial Indebtedness (E+F)	**105,878**	**100,391**
H. Net Current Financial Indebtedness (G-D)	**(196,427)**	**(94,161)**
I. Non-current financial debt	108,235	114,345
J. Debt instruments	1,977,840	1,934,091
K. Non-current trade and other payables*	43,379	-
L. Non-Current Financial Indebtedness (I+J+K)	**2,129,454**	**2,048,436**
M. Net Financial Indebtedness - ESMA (H+L)	**1,933,027**	**1,954,275**

* The item "Non-current trade and other payables" includes the payables for the two-year extension of the concessions in the Gaming Franchise and Sports Franchise segments.

9.11.4. Derivative instruments and hedge accounting

The Company in order to hedge the risk to possible changes in interest rates on the floating rate portion of the May 2024 Notes, has two derivative contracts with UniCredit S.p.A. and Deutsche Bank AG, each for a notional amount of Euro 200 million. These derivative contracts (which are not listed on any official market) hedge the Group from the risk linked to a potential increase in interest rates by exchanging the three-month EURIBOR interest rate with a contractually determined fixed interest rate of (i) 2.754% with settled with first payment date on 2 June 2025 and termination date 1 June 2028 for the Unicredit S.p.A. derivative contract and (ii) 2.742% quarterly settled with first payment date on 1 June 2025 and termination date 1 June 2028 for the Deutsche Bank AG derivative contract.

The transaction qualifies as a cash flow hedge as it meets the hedge effectiveness requirements set out by IFRS 9.

9.12. Provisions for risks and charges

The following table provides a breakdown of "Provisions for risks and charges":

(In thousands of Euro)	**Total**
Balance as of 31 December 2024	**6,164**
Provisions/ (Releases)	406
Utilizations	(1,103)
Other movements	33,212
Balance as of 30 June 2025	**38,679**

"Provision for risks and charges" mainly included (i) the provisions made by Gamenet and Lottomatica Videolot Rete for non-compliance with the concession-holder network management service level obligations provided for in Annex 2 of the Concession Agreement (Euro 1.2 million as of 30 June 2025); (ii) the "Provision for technological renewals", which represents periodic provisions made by the Group's AWP and VLT concession-holders for technological and structural upgrading of the online network and other infrastructures used for gaming-related collection activities (Euro 0.9 million as of 30 June 2025); (iii) the provision related to the ruling of the Italian Council of State for the 2015 Italian Stability Law of Euro 32.4 million, and for the residual part (iv) the provision for legal disputes, to cover estimated costs relating to disputes, including labor-related disputes, with third parties (Euro 4.1 million as of 30 June 2025).

9.13. Other current and non-current liabilities

The following table provides a breakdown of "Other current and non-current liabilities":

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
Public gaming taxes	174,248	49,794
Other payables to tax authorities	65,156	80,475
Players' online accounts	54,126	56,458
Payables to tax authorities for PREU	48,175	96,807
Payables to employees	19,279	21,969
Payables to distribution network for guarantees	13,332	14,014
Concession fee payables	12,897	14,880
Payables to social security institutions	10,009	8,862
Provision for Jackpot and VLT tickets to be validated	9,556	11,810
Payables to other concessionaires for bets/wagers collection	9,083	9,248
Other payables	139,769	15,958
Total	**555,630**	**380,275**

"Public gaming taxes" as of 30 June 2025 included the gaming tax balance owing as of 30 June 2025, for which the payable for the period from January to April 2025 that will be paid on 31 August 2025 and for which the payable for the period from May to August 2025 will be paid on 30 November 2025. The amount due as of 31 December 2024, on the other hand, related to the gaming tax balance owing in respect of the single month of December, which was paid in January 2025.

The decrease of "Other payables to tax authorities" was mainly due to the payments due to Italian tax authorities following the application for facilitated adhesion to the pending dispute filed in 2023 on tax notices related to betting duties of PWO.

"Payables to tax authorities for PREU" as of 30 June 2025 included the balance relating to the third period of 2025 (May-June) to be paid in July 2025. It should be noted that the amount as of 31 December 2024, on the other hand, included the balance relating to the sixth period of 2024, which was paid in January 2025.

"Concession fee payables" mainly related to the concession-fee owing in respect of the third period of 2025, due to be paid in July 2025 relating to the concession-fee owing. It should be noted that the amount as of 31 December 2024, on the other hand, included the balance relating to the concession-fee owing in respect of the sixth period of 2024, which was paid in January 2025.

The item "Other payables" mainly included Euro 119.2 million as of 30 June 2025 related to payables for the extension of concessions, of which Euro 48.6 million for the Sports Franchise concessions of GBO Italy S.p.A. and PWO, and Euro 70.6 million for the Gaming Franchise concessions of Gamenet S.p.A. and Lottomatica Videolot Rete S.p.A.. This liability is recognized at amortized cost, calculated using an interest rate of 4.875% (equal to the interest rate applied to the May 2025 Notes).

Other payables also included payables relating to sports bets, amounting to Euro 4.2 million as of 30 June 2025 (Euro 4.1 million as of 31 December 2024). At the same date, the item also included payables related to casino games, poker and bingo related jackpots amounting to Euro 4.2 million (Euro 4.2 million as of 31 December 2024).

The following table provides a summary of key information relating to other liabilities:

(In thousands of Euro)	**As of 30 June 2025**	*of which current*	**As of 31 December 2024**	*of which current*
Public gaming taxes	174,248	174,248	49,794	49,794
Other payables to tax authorities	65,156	34,635	80,475	41,225
Players' online accounts	54,126	54,126	56,458	56,458
Payables to tax authorities for PREU	48,175	48,175	96,807	96,807
Payables to employees	19,279	19,279	21,969	21,969
Payables to distribution network for guarantees	13,332	204	14,014	261
Concession fee payables	12,897	12,897	14,880	14,880
Payables to social security institutions	10,009	10,009	8,862	8,862
Provision for Jackpot and VLT tickets to be validated	9,556	9,556	11,810	11,810
Payables to other concessionaires for bets/wagers collection	9,083	9,083	9,248	9,235
Other payables	139,769	96,320	15,958	15,774
Total	**555,630**	**468,532**	**380,275**	**327,075**

9.14. Current and non-current trade payables

The following table provides a breakdown of "Current and non-current trade payables":

(In thousands of Euro)	**As of 30 June 2025**	**As of 31 December 2024**
Invoices to be received	58,884	65,582
Payables to operators	36,622	28,972
Trade payables	21,126	33,876
Payables relating to remuneration in respect of collection activities - AWP	1,765	2,613
Payables relating to remuneration in respect of collection activities - VLT	1,533	2,659
Total	**119,930**	**133,702**

10. Related party transactions

Related parties transactions are mainly attributable to commercial, administrative and financial relationships. These operations are part of normal business management, within the typical activity of each interested party, and are regulated at market conditions.

The Group has or had relationships with the following related parties:

- IMA S.r.l. (only in 2024), Cristaltec S.p.A., Huge Easy Nerviano S.p.A., Huge Easy San Giuliano S.p.A. e Huge Easy Terni S.p.A. ("**Associates**");
- Key Management Personnel (for further details, please refer to the paragraph below).

The following table shows Group receivables and payables due from/to related parties:

	As of 30 June 2025				
(In thousands of Euro)	Associates	Key management personnel	**Total related parties**	**Total reported amount**	**Related party % of total**
Current financial liabilities	7,500	-	**7,500**	**105,878**	7.1%
Current trade payables	442	-	**442**	**119,930**	0.4%
Current trade receivables	7	-	**7**	**90,715**	0.0%
Other current liabilities	-	1,628	**1,628**	**468,532**	0.3%

	As of 31 December 2024			
(In thousands of Euro)	Key management personnel	**Total related parties**	**Total reported amount**	**Related party % of total**
Other current liabilities	2,441	**2,441**	**327,075**	0.7%

The following table shows Group revenues and expenses due from/to related parties:

	For the six months ended 30 June 2025				
(In thousands of Euro)	Associates	Key management personnel	**Total related parties**	**Total reported amount**	**% of total**
Revenues	11	-	**11**	**1,124,781**	0.0%
Cost of services	(753)	-	**(753)**	**(665,458)**	0.1%
Personnel expenses	-	(4,518)	**(4,518)**	**(78,776)**	5.7%
Other income	1	-	**1**	**6,032**	0.0%
Other operating costs	(10)	-	**(10)**	**(18,558)**	0.1%

	For the six months ended 30 June 2024				
(In thousands of Euro)	Associates	Key management personnel	**Total related parties**	**Total reported amount**	**% of total**
Personnel expenses	-	(4,043)	**(4,043)**	**(64,816)**	6.2%
Other income	7	-	**7**	**6,929**	0.1%
Other operating costs	(51)	-	**(51)**	**(18,138)**	0.3%

In 2024, transactions with Associates were related to the commercial relationships between IMA S.r.l. and Marim S.r.l.. It should be noted that in December 2024, the Group acquired control of the company through Marim S.r.l..

In 2025, transactions with Associates are related to the commercial relationships with the associate Cristaltec S.p.A..

With regard to the transactions with Apollo Capital Solutions Europe B.V., for the 2024, it should also be noted costs for underwriting fees of Euro 675 thousand included in the ancillary costs incurred for the issue of the May 2024 Notes.

Key management personnel

The following table provides a breakdown of the remuneration attributable to Group's key management personnel for the six months ended 30 June 2025 and 2024.

	For the six months ended 30 June	
(In thousands of Euro)	**2025**	**2024**
Remuneration	2,281	2,142
Bonus una tantum	1,777	1,482
Social security contributions	160	149
Severance indemnity	300	270
Total	**4,518**	**4,043**

11. Other information

11.1. Commitments and risks

11.1.1. Guarantees granted in favor of third parties

It is noted that as of 30 June 2025, the Group had granted concession related guarantees in favor of the ADM amounting to Euro 427.2 million. For details regarding guarantees relating to the notes, please refer to Annual Consolidated Financial Statements and Note 9.11.1 of the Condensed Consolidated Interim Financial Statements.

11.1.2. Contingent liabilities

Other than as reported at Note 11.2 below, management is not aware of any disputes or legal action that could reasonably have significant repercussions on the Group's operating results, financial position or cash flows compared to what already mentioned in the Annual Consolidated Financial Statements.

11.1.3. Significant non-recurring events and transactions

As required by Consob Communication DEM/6064293 dated 28 July 2006 and in accordance with the ESMA Guidelines/2015/1415, the effects of non-recurring events and transactions on profit or loss are detailed below:

(In millions of Euro)	For the six months ended 30 June 2025	Profit before tax	Financial Position
Refinancing 2025			
Underwriting fees and consultants / advisors	(13.2)		✓
Make-whole on 2025 Notes Repaid	(21.0)	✓	
Effect of acceleration of the unamortized costs and net charge IRS on 2025 Notes Repaid	(25.7)	✓	
Revolving Credit Facility (over five years)	(0.6)	✓	
Total (A)	**(60.5)**	**(47.3)**	**(13.2)**
Other non-recurring finance expenses			
Other non-recurring finance expenses	(1.5)	✓	
Total (B)	**(1.5)**	**(1.5)**	**-**
Costs not included in Adjusted EBITDA			
Cost related to M&A and international activities	(3.3)	✓	
Integration costs	(24.4)	✓	
Other non-recurring expense	(34.7)	✓	
Total (C)	**(62.4)**	**(62.4)**	**-**
Total (A+B+C)	**(124.4)**	**(111.2)**	**(13.2)**

(In millions of Euro)	For the six months ended 30 June 2024	Profit before tax	Financial Position
SKS365 Acquisition			
Transaction costs related to SKS365 Acquisition	(1.7)	✓	
Negative carry (including net income from IRS)	(4.2)	✓	
Total (A)	**(5.9)**	**(5.9)**	
Refinancing 2024			
Underwriting fees and consultants / advisors	(11.1)		✓
Make-whole on 2024 Notes Repaid	(26.4)	✓	
Effect of acceleration of the unamortized costs and net charge IRS on 2024 Notes Repaid	(21.7)	✓	
Total (B)	**(59.2)**	**(48.1)**	**(11.1)**
Costs not included in Adjusted EBITDA			
Cost related to M&A and international activities	(4.7)	✓	
Integration costs	(6.0)	✓	
Other non-recurring expense	(8.9)	✓	
Total (C)	**(19.6)**	**(19.6)**	
Total (A+B+C)	**(84.7)**	**(73.6)**	**(11.1)**

11.1.4. Atypical/unusual transaction

In accordance with the disclosures required by Consob Communication DEM/6064293 dated 28 July 2006, it should be noted that during the first six months of 2025 the Group did not carry out any atypical and/or unusual transactions.

11.1.5. Compensation to the board of directors and the board of auditors

Compensation due to the members of the Company's Board of Directors and statutory auditors amounted to Euro 1.5 million and Euro 0.3 million for the six months ended 30 June 2025, respectively.

11.2. Significant events for the period

11.2.1. FIGC court order

For details regarding this claim, see the Annual Consolidated Financial Statements. Subsequent developments are described below.

The Court of Appeal initially postponed the hearing to 16 January 2025, and subsequently to 10 September 2026, for the same procedural activities (final clarification of conclusions).

In light of the above and based on the risk assessment provided by legal counsel, which classified the risk as possible, no further provisions are deemed necessary.

11.2.2. Vat reimbursement

For further details on the dispute in question, please refer to the Annual Consolidated Financial Statements. Subsequent developments are described below.

The hearing for the reinstatement has been scheduled on 29 October 2025, in front of the Regional Tax Commission of second instance.

11.2.3. PWO litigation

For details regarding this litigation, please refer to the Annual Consolidated Financial Statements. Subsequent developments are described below.

On 27 February 2025, an amount of Euro 6,019,636, including interest and penalties, were paid. On 6 March 2025, an appeal was filed against the decision of the Austrian Federal Tax Court.

11.2.4. Additional 0.5% of bets – “Relaunch” Decree

For details regarding this litigation, please refer to the Annual Consolidated Financial Statements. Subsequent developments are described below.

Following the recalculation, GBO Italy S.p.A. paid the amount due, while Betflag S.p.A. and PWO received a refund for the excess amounts already paid. Therefore, the dispute can be considered closed.

11.2.5. Other Claims

For details over other claims of the Group deemed significant and the risk where losing the case is considered possible, see the Annual Consolidated Financial Statements. Subsequent developments are described below.

Gaming franchise

Morosini Litigation

There are no developments subsequent to the disclosures in the Annual Consolidated Financial Statements.

Cirsa Litigation

On 30 January 2025, Gamenet S.p.A. was served with a writ of summons by Cirsa Italia S.p.A., which claims an alleged breach of competition laws and, consequently, the extracontractual liability of Gamenet S.p.A. for failing to vacate two VLT halls following the expiration of the relevant contracts, is seeking compensation of approximately Euro 3,500,000.

On 10 April 2025, Gamenet S.p.A. filed its defense in court to oppose this claim, highlighting, among other things, that the two halls are currently operational and that an appeal is pending against the current operator of the two halls (a company belonging to the Cirsa group) regarding the continued validity of the related contracts. The first hearing, previously scheduled for 20 June 2025, has been postponed to 17 September 2026, with deadlines pursuant to Article 171-ter of the Italian Code of Civil Procedure.

2015 Italian Stability Law

The 2015 Italian Stability Law imposed a tax of Euro 500 million (the "**Stability Tax**") on concessionaires and operators in the AWP and VLT supply chain. The 2016 Stability Law repealed the Stability Tax for 2016 and subsequent years but did not amend the obligation to pay the Stability Tax for the year 2015. Several concessionaires, including the current ADI gaming concessionaires of the Group, interpreted this measure as a correction aimed at repealing the provisions of the 2015 Italian Stability Law, which placed the responsibility on each individual concessionaire to collect the contribution from all operators in the supply chain. As a result, the Group's concessionaires paid the amounts directly owed by them and the amounts collected from the operators in their respective supply chains, while the remaining amounts due from these operators, which were not paid, remained outstanding.

Meanwhile, Gamenet S.p.A., Lottomatica Videolot Rete S.p.A., and other operators challenged the Stability Tax and its mechanism before the competent Regional Administrative Court of Lazio (Tribunale

Amministrativo Regionale del Lazio), arguing, among other points, its unconstitutionality. In June 2019, the Regional Administrative Court of Lazio rejected all appeals. Gamenet S.p.A. (with Lottomatica Videolot Rete S.p.A. intervening in an appeal by another concessionaire) and other concessionaires have appealed the decisions in question to the Italian Council of State.

In its ruling of 18 April 2025, the Italian Council of State rejected the appeal of Gamenet S.p.A. and those filed by other concessionaires against the 2019 Regional Administrative Court of Lazio judgments concerning the levy imposed by the Stability Law for the year 2015. The ruling confirmed the obligation for concessionaires to pay the amounts owed by the operators in the supply chain and also upheld their full right to recover from the operators the portion of the levy corresponding to them.

The ruling of the Italian Council of State has increased the risk of an unfavorable outcome, although several appeal options remain available. The Group is currently assessing which course of action to pursue. The Group is exposed to approximately Euro 32 million.

As of the reporting date, ADM has not yet initiated any enforcement activities regarding the judgment, legal assessments are currently on hold, pending ADM's official position on the matter.

The deadline for the possible filing of an appeal to the Supreme Court is still ongoing, and the concessionaire is thoroughly examining all available initiatives for contesting the decision, both at the national and supranational levels.

The best estimate of the impact has been reflected in the consolidated financial statements based on the information available at the reporting date.

Gari – Giomatic

By decision no. 3804/2025 of the Rome Court of Appeal, published on 17 June 2025, the appeal proceedings initiated by Gamenet ended unfavorably for the company. The case concerned the claims brought by Gari S.r.l. and Giomatic di Giannetto Carmine for the alleged non-payment by Gamenet S.p.A. of certain amounts. Specifically, Gari S.r.l. claimed compensation for the maintenance of VLT machines for the years 2012 and 2013, while Giomatic claimed payment for the rental of AWP machines to Gamenet S.p.A. The Court also rejected Gamenet's counterclaim related to a lump-sum PREU credit.

Following the publication of the aforementioned decision no. 3804/2025, on 20 June 2025 the counterparties formally requested Gamenet S.p.A. to voluntarily comply with the ruling, quantifying the total amount claimed at Euro 1,069,509. This includes (i) Euro 318,050 as principal and Euro 565,429 as default interest for Gari S.r.l., and (ii) Euro 62,660 as principal and Euro 63,917 as default interest for Giomatic di Giannetto Carmine. Legal costs for both levels of proceedings amounted to Euro 59,453, including mandatory charges.

The deadline for any appeal to the Supreme Court (Corte di Cassazione) is 25 September 2025. The concessionaire is currently assessing all possible avenues for appeal and/or opposition, also taking into consideration any potential legal, economic, and operational implications related to the dispute.

Sports franchise and Online

Draghi - JDL Litigation

There are no developments subsequent to the disclosures in the Annual Consolidated Financial Statements.

11.2.6. Legislative and regulatory provisions introduced in 2025

Reference is made to the Annual Consolidated Financial Statements for details regarding regulatory provisions introduced by the government and the ADM in 2024. Subsequent developments and provisions introduced during 2025 are as follows.

Onerous extension of betting and GAD concessions

With reference to the Online concessions of the Group, on 26 May 2025, four applications were submitted by the companies GBO Italy S.p.A., Betflag S.p.A., PWO, and Totosì S.r.l., for a total of five concessions (GBO Italy S.p.A. no. 2, Betflag S.p.A. no. 1, PWO no. 1, Totosì S.r.l. no. 1).

Pursuant to Directorial Decree No. 503852/RU dated 24 July 2025, the Italian Customs and Monopolies Agency (ADM) further extended the deadline for the tender procedure to 12 November 2025 and consequently with Directorial Decree No. 0504068 dated 24 July 2025, has also extended the existing concessions for the remote gaming.

For the purposes of the extension, Article 3 of the aforementioned Directorial Decree establishes that the adhering concessionaires must pay by 3 October 2025, a fee calculated as follow:

- for concession holders under Article 1 of Law No. 208 of 28 December 2015, an amount equal to 56/2555 of the one-off fee of Euro 200,000, corresponding to the number of days between 17 September 2025 and 12 November 2025;

- for concession holders under Article 24 of Law No. 88 of 7 July 2009, an amount equal to 56/3285 of the one-off fee, calculated over the same period indicated above.

Bingo

The concessionaire Big Easy Bingo S.r.l. has filed an appeal with the Regional Administrative Court against the ADM note No. 43702 of 10 January 2025 to contest the new additional amounts requested by ADM. For this reason, pending the aforementioned proceedings, the six-monthly payment of Euro 2,800/month for each concession is being made.

With reference to the gaming hall located in Cesenatico (FC), via Litorale Marina no. 40, no further payments will be required during 2025, based on the ADM authorization, as per note no. 0382152 dated 26 June 2025, allowing the compensation of the total amount of Euro 29,000.00 with the

amounts already paid in relation to concession agreement no. 003/TL/17/R, as consideration for the concession fee relating to the months from November 2020 to May 2021.

11.2.7. ESG rating

On 10 January 2025, Lottomatica Group S.p.A. received an ESG Rating of 13.7 out of 100 from Morningstar Sustainalytics, which corresponds to a low risk of experiencing significant financial impacts related to ESG factors. This rating places Lottomatica Group S.p.A. among the companies with the lowest risk overall, ranking among the top worldwide in the 'Casinos and Gaming' sector, with over 70 companies evaluated, and among the top in the 'Consumer Services' sector, with over 450 companies evaluated.

In February 2025, the Group renewed its certification and received the “Top Employer” Italy 2025 award, obtaining this recognition for the second consecutive year. Furthermore, the Group joined the CDP (Carbon Disclosure Project), an international non-profit organization that serves as a reference for evaluating the environmental strategies of listed companies, providing detailed disclosure on its sustainability initiatives and receiving a B rating. In March, the Group obtained the renewal of its ISO 27701 certification for its privacy and data security management system.

Regarding its ESG objectives for 2025, the Group identified 123 initiatives, of which (i) 17% have been completed, (ii) 57% have been initiated, and (iii) 26% have not yet been started.

11.2.8. Rating bond

On 21 March 2025, Standard & Poor's upgraded the Company's corporate rating from BB- to BB and on 23 April 2025, Moody's upgraded the Company's corporate rating from Ba3 to Ba2.

11.2.9. Acquisition of Cristaltec S.p.A

On 13 January 2025, Lottomatica Videolot Rete S.p.A. finalized the acquisition of 60% of the share capital of Cristaltec S.p.A., a company involved in the development and distribution of online games, AWP and VLT games. The agreed consideration amounted to Euro 5.2 million.

On 31 March 2025, Lottomatica Videlot Rete S.p.A. converted part of its shares into non-voting shares, reducing its voting rights to 37.40% from the original 60%.

11.2.10. Merger by incorporation of SKS365 Malta Holding Limited into GBO S.p.A.

On 4 February 2025, the deed of merger by incorporation of SKS365 Malta Holding Limited (the “**Merged Company**”) into GBO S.p.A. (the “**Merging Company**”) was signed. For legal purposes, the merger will take effect from the first day of the month following the date of registration of the deed of merger in the Register of Companies of the place where the Merging Company has its registered office

pursuant to art. 35 of Legislative Decree 19/2023. Pursuant to article 2504-bis of the Italian Civil Code and applicable Italian tax legislation and article 6(1)(f) of Maltese Law 28/2023, the activities of the Merged Company were considered as carried out on behalf of the Merging Company as of 1 January 2025 for accounting and tax purposes in Italy.

11.2.11. Cross-border transformation of PWO Limited into PWO S.p.A.

On 4 February 2025, the preliminary steps for the transformation of PWO Limited (formerly SKS Malta Limited) into a joint stock company under Italian law were completed. The transformation came into effect from 1 March 2025.

11.2.12. Acquisition of Distante S.r.l.

On 1 April 2025, the acquisition by Lottomatica Videolot Rete S.p.A. of 65% of the share capital of Distante S.r.l. became effective. Distante S.r.l. is a company engaged in the rental, management, and maintenance of AWP gaming machines. The acquisition price amounted to Euro 14.5 million.

11.2.13. Refinancing 2025 and amendment to the terms of the existing revolving credit facility

As described in Note 9.11.1, on 13 May 2025, Lottomatica Group S.p.A. issued the May 2025 Notes for a principal amount of Euro 1,100 million.

Proceeds from the May 2025 Notes were used to finance the early repayment of the fixed rate senior secured notes maturing in 2028 and the floating rate senior secured notes maturing in 2030, issued by Lottomatica S.p.A. (now merged into the Company) on 1 June 2023 and 14 December 2023 respectively, in addition to accrued and unpaid interest and the make-whole payment due to early repayment.

Furthermore, on 23 April 2025, the Company entered into an amendment and restatement agreement with all relevant lenders to modify the existing revolving credit facility, which includes (i) an extension of the maturity date of the credit line, (ii) a reduction in the interest rate, and (iii) an upsizes of the commitments available thereunder.

11.2.14. Launch of share buyback program

As per the authorization granted by the Shareholders' Meeting of the Company held on 30 April 2025 and the resolution adopted by the Board of Directors on 6 May 2025, the Company announced the launch, effective from 18 June 2025, of its share buyback program (the "**Programme**"). In particular, the Programme is aimed at acquiring shares in order to remunerate the shareholders through the cancellation of treasury shares and meet the commitments deriving from the share incentive plans in place from time to time, it being understood that, should opportunities arise to realize potential

acquisitions or other projects that can guarantee attractive returns for the Company that require the use of the Company's cash, the buy-back programme may be interrupted or reduced.

The maximum number of treasury shares to be purchased, in one or more tranches, in any case will not exceed 25 million ordinary shares of the Company, with no par value, in total equal to approximately 10% of the share capital. The maximum potential outflow for the purchase of treasury shares under the Programme is Euro 500 million.

The purchase transactions will be carried out in compliance with the principle of equal treatment of shareholders provided for in Article 132 of the Italian Legislative Decree no. 58 of February 24, 1998, as amended (the "TUF"), in the manner set forth in Article 144-bis, paragraph 1, letters b), c), d), d-ter), and paragraph 1-bis, of the Issuers' Regulation, and in accordance with Article 5 of the MAR Regulation. In accordance with Article 2357, paragraph 1, of the Italian Civil Code, the purchase of treasury shares must in any case be carried out within the limits of distributable profits and available reserves resulting from the latest approved financial statements at the time each transaction is carried out.

The treasury shares shall be purchased under the price conditions specified in Art. 3, paragraph 2, of Delegated Regulation 2016/1052/EU. In any case, purchases shall be made at a price that does not diverge downwards or upwards by more than 20% from the official price registered by the Company's shares in the trading session of Euronext Milan on the day prior to the execution of each individual purchase transaction, and in any case at a price that is not higher than the higher price between the price of the latest independent transaction and the price of the highest current independent offer on the trading venue where the purchase is made. The number of shares purchased each day shall not exceed the 25% of the average daily volume of the Company's shares traded in the trading venue where the purchase is made, calculated based on the average daily trading volume in the 20 trading days prior to the purchase date. The duration of the Programme has been established in a period of maximum 18 months.

11.2.15. Disposal of shares by Gamma Intermediate S.à.r.l.

On 19 June 2025, Gamma Intermediate S.à r.l. completed the disposal of its entire stake in Lottomatica Group S.p.A., equal to 21.3% of the share capital, through a private placement.

11.2.16. Inclusion in the STOXX Europe 600 Stock Index

On 23 June 2025, the Company became part of the STOXX Europe 600 index (SXXP). The STOXX Europe 600 is a stock index comprising 600 top European companies, representing an extensive and diversified coverage of different industries within Europe's developed economies, and is published by STOXX Limited.

11.3. Significant events occurring after the reporting period

No significant events have occurred after 30 June 2025.

Rome, 30 July 2025

Chief Executive Officer

Guglielmo Angelozzi

Certification pursuant to Article 154-bis Paragraph 2, of Legislative Decree 58/98

1. The undersigned Guglielmo Angelozzi, Chief Executive Officer of Lottomatica Group S.p.A., and Laurence Van Lancker, as executive officer responsible for the preparation of Lottomatica Group's financial statements, hereby certify, also taking into account the provisions of art. 154-bis, paragraphs 3 and 4, of Legislative Decree no. 58 of 24 February 1998:

- the adequacy in relation to the company's structure (also taking into account any changes that may have occurred during the first half of 2025); and
- the effective application of the administrative and accounting procedures for the preparation of the condensed consolidated interim financial statements as of and for the six months ended 30 June 2025.

2. No significant aspects arose from applying the administrative and accounting procedures for the preparation of the condensed consolidated interim financial statements as of and for the six months ended 30 June 2025.

3. We also certified that:

- the condensed consolidated interim financial statements as of and for the six months ended 30 June 2025:
  - have been prepared in accordance with the applicable International Accounting Standards as endorsed by the European Union pursuant to Regulation (EC) no. 1606/2002 of the European Parliament and Council, dated 19 July 2002, and in particular IAS 34 – Interim Financial Reporting;
  - are consistent with the information contained in the accounting ledgers and records;
  - are suitable for providing a true and fair representation of the equity, financial and economic position of the issuer and the whole of companies included in the scope of consolidation.

- The interim management report includes a reliable analysis of the significant events occurred during the first six months of the year and of their impact on the condensed consolidated interim financial statements as of and for the six months ended 30 June 2025, together with a description of the main risks and uncertainties for the remaining six months of the year. The interim management report also includes a reliable analysis of the information on significant transactions with related parties.

Rome, 30 July 2025

Chief Executive Officer	Executive Officer responsible for the preparation of corporate accounting information
Guglielmo Angelozzi	Laurence Van Lancker

Annex A

The following table provides details of the companies included in the scope of consolidation for the relevant periods.

	Registered office	Share capital	% direct ownership	Owned by	% ownership at Group level	Consolidation method	As of 30 June 2025	As of 31 December 2024
PARENT COMPANY:								
Lottomatica Group S.p.A.	Rome	€10,000,000	-	-	-	-	X	X
SUBSIDIARIES:								
Gamenet S.p.A.	Rome	€8,500,000	100.0%	GGM S.p.A.	96.5%	Line-by-line	X	X
Billions Italia S.r.l.	Rome	€200,000	100.0%	Gamenet S.p.A.	96.5%	Line-by-line	X	X
Gnetwork S.r.l.	Rome	€66,667	75.0%	Gamenet S.p.A.	72.4%	Line-by-line	X	X
GBO Italy S.p.A.	Rome	€860,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	X
Jolly Group S.r.l.	Rome	€19,683	64.7%	Gamenet S.p.A.	62.4%	Line-by-line	X	X
Agesoft S.r.l.	Rome	€100,000	60.0%	Gamenet S.p.A.	57.9%	Line-by-line	X	X
Lottomatica Videolot Rete S.p.A.	Rome	€3,413,984	100.0%	GGM S.p.A.	96.5%	Line-by-line	X	X
Big Easy S.r.l.	Rome	€2,474,219	100.0%	Lottomatica Videolot Rete S.p.A.	96.5%	Line-by-line	X	X
GGM S.p.A.	Rome	€27,238,695	96.5%	Lottomatica Group S.p.A.	96.5%	Line-by-line	X	X
GBO S.p.A.	Rome	€300,000	100.0%	Lottomatica Group S.p.A.	100.0%	Line-by-line	X	X
Gamenet PRO S.r.l. (11)	Rome	€10,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	-	X
GNet Inc. (1)	Delaware (USA)	USD 264,854	100.0%	GBO S.p.A.	100.0%	Line-by-line	-	X
Lottomatica UK Ltd. (2)	London (UK)	£ 1,000	100.0%	Lottomatica Group S.p.A.	100.0%	Line-by-line	-	X
Giocaonline S.r.l.	Milan	€10,000	60.0%	GBO Italy S.p.A.	60.0%	Line-by-line	X	X
Ares S.r.l.	Rome	€10,000	80.0%	Gamenet S.p.A.	77.2%	Line-by-line	X	X
Marim S.r.l.	Rome	€583,640	85.7%	GGM S.p.A.	82.7%	Line-by-line	X	X
Tecno-Mar S.r.l	Moncalieri (TO)	€1,000	70.0%	Marim S.r.l.	57.9%	Line-by-line	X	X
Lottomatica Digital Solutions S.r.l. (10)	Rome	€10,000	100.0%	GBO Italy S.p.A.	100.0%	Line-by-line	-	X
Big Easy Bingo S.r.l. (formerly Battistini Andrea S.r.l.)	Rome	€10,400	100.0%	Big Easy S.r.l.	96.5%	Line-by-line	X	X
Betflag S.p.A	Rome	€1,500,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	X
Ricreativo B S.p.A.	Rome	€10,000,000	100.0%	GGM S.p.A.	96.5%	Line-by-line	X	X
SKS365 Malta Holding Limited (4)	St. Julian's (MT)	€10,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	X
PWO S.p.A. (formerly PWO Limited) (5)	Rome	€10,000,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	X
SKS Services doo (6)	Belgrade (SRB)	RSD 1,185,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	-	X
SKS365 SRB doo (6)	Belgrade (SRB)	RSD 0	100.0%	PWO S.p.A.	100.0%	Line-by-line	-	X
Planet Entertainment S.r.l.	Rome	€10,000	100.0%	PWO S.p.A.	100.0%	Line-by-line	X	X
Totosì Servizi S.r.l.	Rome	€100,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	X
Totosì S.r.l.	Rome	€10,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	X
Dea Bendata S.r.l. (9)	Rome	€10,000	100.0%	Big Easy S.r.l.	96.5%	Line-by-line	-	X
Rete Gioco Italia S.r.l.	Rome	€3,759,060	60.0%	Lottomatica Videolot Rete S.p.A.	57.9%	Line-by-line	X	X
Bakoo S.p.A.	Rome	€120,000	100.0%	Marim S.r.l.	82.7%	Line-by-line	X	X
Sea S.r.l. (7)	Rome	€50,000	100.0%	Big Easy S.r.l.	96.5%	Line-by-line	-	X
IMA S.r.l.	Rome	€101,000	100.0%	Marim S.r.l.	82.7%	Line-by-line	X	X
Distante S.r.l. (8)	Francavilla Fontana (BR)	€52,000	65.0%	Lottomatica Videolot Rete S.p.A.	62.7%	Line-by-line	X	-
Lottomatica Payments S.r.l. (13)	Rome	€10,000	100.0%	GBO S.p.A.	100.0%	Line-by-line	X	-
ASSOCIATES:								
Cristaltec S.p.A. (3)	Rome	€1,687,500	60.0%	Lottomatica Videolot Rete S.p.A.	57.9%	Equity	X	-
Luduscristaltec L.d.A. (3)	Porto (PT)	€20,000	51.0%	Cristaltec S.p.A.	29.5%	Equity	X	-
Huge Easy Nerviano S.p.A. (12)	Salò (BS)	€50,000	49.0%	Big Easy S.r.l.	47.3%	Equity	X	-
Huge Easy San Giuliano S.p.A. (12)	Salò (BS)	€50,000	49.0%	Big Easy S.r.l.	47.3%	Equity	X	-
Huge Easy Terni S.p.A. (12)	Salò (BS)	€50,000	49.0%	Big Easy S.r.l.	47.3%	Equity	X	-

1) The company entered into liquidation in November 2024.
2) The company entered into liquidation on 26 November 2024. It became effective on 11 February 2025.
3) On 13 January 2025, Lottomatica Videolot Rete S.p.A. finalized the agreements for the acquisition of 60% of the share capital of Cristaltec S.p.A., a company involved in the development and distribution of online games, AWP and VLT games, which controls 51% of the company Luduscristaltec L.d.A..
4) On 4 February 2025, the company was merged into GBO S.p.A..
5) On 4 February 2025, the preparatory steps for the transformation of the company PWO Limited (formerly SKS Malta Limited) into a joint stock company under Italian law were completed, effective from 1 March 2025.
6) Liquidated company.

7) On 10 March 2025, the company was merged into Big Easy Bingo S.r.l.
8) On 25 March 2025, Lottomatica Videolot Rete S.p.A. finalized the agreement for the acquisition of 65% of the share capital of Distante S.r.l.
9) On 17 April 2025, the company was merged into Big Easy S.r.l.
10) On 20 May 2025, the company was merged into GBO Italy S.p.A.
11) The company entered into liquidation on 9 May 2025. The final liquidation balance sheet dated 17 June 2025, was approved on the same date. On 24 June, the shareholders' meeting for the approval of the final liquidation balance sheet was held.
12) On 28 May 2025, the company was incorporated.
13) On 30 May 2025, the company was incorporated.

REVIEW REPORT ON CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

To the shareholders of
Lottomatica Group SpA

Foreword

We have reviewed the accompanying condensed consolidated interim financial statements of Lottomatica Group SpA and its subsidiaries (the Lottomatica Group) as of 30 June 2025, comprising the consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes. The directors of the Lottomatica Group are responsible for the preparation of the condensed consolidated interim financial statements in accordance with the international accounting standard applicable to interim financial reporting (IAS 34) as issued by the International Accounting Standards Board and adopted by the European Union. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

Scope of Review

We conducted our work in accordance with the criteria for a review recommended by Consob in Resolution No. 10867 of 31 July 1997. A review of condensed consolidated interim financial statements consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than a full-scope audit conducted in accordance with International Standards on Auditing (ISA Italia) and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the condensed consolidated interim financial statements.

PricewaterhouseCoopers SpA

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Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial statements of the Lottomatica Group as of 30 June 2025 are not prepared, in all material respects, in accordance with the international accounting standard applicable to interim financial reporting (IAS 34) as issued by the International Accounting Standards Board and adopted by the European Union.

Rome, 1 August 2025

PricewaterhouseCoopers SpA

Signed by

Pierpaolo Mosca
(Partner)

This review report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.