

**LOTTOMATICA S.P.A.**  
**CODE OF CONDUCT**

**LEADING WITH INTEGRITY**

## Introduction

This Code of Conduct (hereinafter referred to as "Code") provides information about the standards of behavior and the level of integrity expected of all employees, directors, statutory auditors, officers, consultants, contractors, business partners, agents, suppliers (hereinafter referred to as "Consignees") and other representatives of Lottomatica S.p.A. and its subsidiaries and controlled affiliates (hereinafter referred to as the "Company" or "Lottomatica"). This document does not intend to identify all the possible circumstances or to indicate a complete framework of the rules of conduct and does not relieve Consignees of the Code to exercise a responsible evaluation of a situation.

This Code is not a contract of employment and does not create any contractual rights of any kind between the Company and its employees. Complying with this Code is an obligation of every employee. Employees who do not comply with this Code or other Company policies may be subject to the disciplinary measures to the extent permitted by applicable law and labor contracts.

Other Consignees that, as required, do not abide by the Code will be subject to the appropriate sanctions, as provided by the contracts entered into by them with the Company or in their deeds of appointment to the office.

This Code is intended to be applied globally to all of the Company's business activities and corporate operations. It is valid both in Italy and abroad, in accordance with the cultural, social and economic differences in the various countries where the Company operates. Where local laws and regulations contain mandatory requirements that differ from the provisions of this Code, such requirements will prevail.

In some instances, local laws and regulations may be ambiguous or difficult to interpret. In those circumstances, you should contact a member of the Compliance Department or Legal Department to clarify any ambiguity or to help you comply with this Code and other legal requirements.

## GUIDE TO THE USE OF THE CODE

### **What is the code?**

The Code is an official document approved by the Board of Directors of Lottomatica that sets out the Group's business conduct principles together with Consignees' commitments and responsibilities.

The Code is issued by the Company and constitutes the Company's program for assuring effective prevention and detection of violations of law and regulatory directives applicable to its activities.

### **Who is the Code addressed to?**

The Code applies to all Consignees to the extent that they act or appear to act in the name and/or on behalf of the Company and to all other individuals or companies that act in the name and/or on behalf of the Company.

The Company shall endeavor to ensure that the companies in which it holds a minority interest also adopt Codes of Conduct whose principles are inspired by and, in any case, do not contrast in any way with this Code.

The Company shall endeavor to ensure that the Code is regarded as the best practices standard of business conduct on the part of those third parties with whom it entertains business relationships of a lasting nature such as agents, distributors, consultants, suppliers, business partners, and/or contractors.

### **Where is the Code applied?**

The Code is applied in Italy and in all jurisdictions in which the Company operates.

### **Where can I get a copy of the Code?**

The Code is available and may be freely downloaded from either Lottomatica website ([www.gruppolottomatica.it](http://www.gruppolottomatica.it)) or from GTECH website ([www.gtech.com](http://www.gtech.com)). Alternatively, a copy of the Code may be obtained through the Compliance Department.

A copy of the Code shall be delivered to all new employees and to whomever acts in the name of and/or on behalf of the Company.

## CORE PRINCIPLES

The conduct of our Company is constantly committed to compliance with the principles of integrity, trust, respect, and excellence in all relationships with customers, employees, shareholders, directors, statutory auditors, officers, consultants, contractors, business partners, regulators, suppliers, agents, and the communities in which it does business.

*The Company* complies with all applicable laws and regulations governing the business worldwide and expects all of its contractors, consultants and other third parties with whom it does business to do the same.

*The Company* manages its activities in compliance with the principles of integrity and loyalty in all business operations and transactions, all of which should be correctly registered, permitted, fair and documented.

*The Company* acts with integrity and coherence in all relationships and in all workplaces, avoiding all conflicts of interest between work and personal activities of its employees.

*The Company* is committed to the protection of the Company's total assets in its financial, physical, intellectual property, and reputational aspects and to guarantee the accuracy and transparency of all given information of financial and corporate-nature in general terms.

*The Company* fosters a company culture that aims to include:

- a safe, secure and orderly work environment;
- equal opportunity, dignity and fairness for all individuals;
- respect for diversity in all its manifestations ;
- ways of communications inspired by values of honesty and transparency that encourage creativity and innovation as well as suggestions and complaints;
- recognition of its commitment to corporate social responsibility, and in particular enabling its customers to provide educational, cultural, charitable and philanthropic causes to their citizens.

## MAIN LEGISLATIVE REFERENCES

**Italian Legislative Decree 58/1998 or TUF:** the Consolidated Law on Financial Intermediation is the main reference for the discipline and regulation of listed companies under the Italian law.

**Italian Legislative Decree no. 231/2001 or "Decree 231":** it introduced into the Italian legal system a regime of administrative responsibility (in practice, criminal liability) for companies and other entities for certain crimes committed, either in their interest or to their advantage, by their managers, directors or subjects subordinated to their direction or vigilance (e.g. employees, agents, suppliers, etc.). This responsibility is in addition to that of the individual who has committed the crime. The most serious administrative sanctions provide the interdiction from the activity, the suspension or revocation of licenses and concessions, the prohibition to stipulate contracts with Public Administration or its issues, the exclusion or the revocation of funding and grants, the prohibition of advertising goods and services and heavy fines.

**Italian Legislative Decree no. 196/2003 (the so called Italian Privacy Code):** the Consolidated Law on privacy legislation with the definition of the main tasks of Italian Guarantor of Privacy (Italian Authority instituted by the law n. 675 of December 31, 1996 , for the control on the respect of the privacy legislation): a) to ensure that personal data processing is done in compliance with all applicable privacy laws and regulations; b) to publish the rules that regulate privacy issues and data security measures; and c) to avoid personal data processing when there is a risk of damaging the right to privacy.

**Italian Legislative Decree no. 30/2005 or "Intellectual Property Code":** the Legislative Decree no. 30 of February 10, 2005 and further amendments, that sets out a re-organization and rationalization of the laws regarding intellectual property in the Italian legal system and coordinates the Italian domestic laws with the EU and International laws on intellectual property.

**Italian Legislative Decree n. 123/2007:** implementation of directive 2005/60/CE on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing and directive 2006/70/CE on its implementing measures.

**FCPA: The U.S. Foreign Corrupt Practices Act:** applicable to the Company's worldwide operations, prohibits the Company, its members, consultants, and affiliates from giving, paying, promising, offering, or authorizing the payment, directly or indirectly, of anything of value to a government official, political party or candidate for the purpose of obtaining or retaining business or for the purpose of influencing them to make decision that favors the Company's interests or to secure some other improper advantage. The FCPA also has accounting provisions which require U.S. companies and their majority-owned affiliates to keep accurate and complete records of transactions in which they engage. The consequences of violating the FCPA are severe for both the Company and the individuals involved. The Company treats the FCPA as applicable to all majority-owned subsidiaries, including U.S. and non-U.S. entities. Operations proposing to enter into joint ventures or similar arrangements which contemplate transactions outside the U.S. should consult with a representative of the Legal Department to determine whether representations regarding FCPA should be included in the contractual documentation.

**Law 197/1991:** Italian law no. 197 of the July 5, 1991, and further amendments, regarding money laundering prevention; provides a system of provisions to prevent money laundering from illegal sources and to protect the entire financial system.

**Antitrust and Competition Law:** a set of rules in each legal system which protect the competition of economics markets, preventing that companies, separately or jointly, compromise the regular economic competition with actions which establish strict agreements of competition, abuse of a dominant position and concentrations which are used to create a dominant position.

**OECD:** the **Anti-Bribery Convention** (officially *OECD Convention on Combating Bribery of Foreign Public Official in International Business Transactions*) is an international agreement whose aim is to reduce the corruption in developing countries by encouraging sanctions against bribery in international business transactions carried out by companies based in the Convention member countries.