

INTERNATIONAL GAME TECHNOLOGY

Form 425

March 09, 2015

Filed by GTECH S.p.A.

pursuant to Rule 425 under the Securities Act of 1933

and deemed to be filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: GTECH S.p.A.; International Game Technology

Filer's SEC File No.: 333-146050

Date: March 9, 2015

**NEWS RELEASE**

**GTECH ANNOUNCES 2014 FOURTH QUARTER**

**AND FULL YEAR RESULTS**

- **Solid Q4 driven by strong product sales in the Americas and International; stable service revenues overall**
- **Sharp growth in Q4 Operating Income excluding one-off items related to IGT transaction**
- **Full-year results (EBITDA, CapEx, Operating Income, NFP) at or ahead of guidance excluding one-offs**
- **IGT acquisition currently expected to close on April 7, 2015**

**GTECH 2014 Fourth Quarter and Full Year Results Comparison**

| <b>Consolidated Income Statement ( /M)</b> | <b>Q4 2014</b> | <b>Q4 2013</b> | <b>% chg</b> | <b>Full Year 2014</b> | <b>Full Year 2013</b> | <b>% chg</b> |
|--------------------------------------------|----------------|----------------|--------------|-----------------------|-----------------------|--------------|
| Revenues                                   | 809.5          | 773.1          | 4.7          | 3,069.7               | 3,062.8               | 0.2          |
| EBITDA                                     | 261.1          | 244.6          | 6.7          | 1,078.4               | 1,036.7               | 4.0          |
| Operating Income                           | 97.0           | 103.8          | (6.6)        | 567.0                 | 559.1                 | 1.4          |
| Net Income (Loss) Attributable to Owners   | (92.8)         | 1.3            |              | 83.3                  | 175.4                 | (52.5)       |
| Diluted Earnings (Loss) Per Share          | (0.54)         | 0.01           |              | 0.48                  | 1.01                  | (52.5)       |

EBITDA is principally comprised of operating income plus depreciation, amortization, and impairment. EBITDA is considered an alternative performance measure that is not a defined measure under International Financial Reporting Standards ( IFRS ) and may not take into account the recognition, measurement and presentation requirements associated with IFRS. We believe that EBITDA assists in explaining trends in our operating performance, provides useful information about our ability to incur and service indebtedness and is a commonly used measure of performance by securities analysts and investors in the gaming industry. EBITDA should not be considered as an alternative to operating income as an indicator of our performance or to cash flows as a measure of our liquidity. As we define it, EBITDA may not be comparable to other similarly titled measures used by other companies.

ROME (ITALY) and PROVIDENCE, RHODE ISLAND (US) March 9, 2015 GTECH S.p.A. s Board of Directors, chaired by Mr. Lorenzo Pellicoli, today reviewed both the fourth quarter and full year consolidated results, and approved the financial statements for the year ended December 31, 2014.

*We ended 2014 on another robust quarter, with strong product sales in the Americas and International and steady service revenues overall, said **Marco Sala, CEO of GTECH S.p.A.** We are finalizing the acquisition of IGT, ready to initiate the integration of our two companies, and to consolidate our leadership of the global gaming industry.*

*Our underlying operating performance was very solid in the fourth quarter,* said **Alberto Fornaro, CFO of GTECH S.p.A.** *Excluding one-off items primarily related to the IGT acquisition, we achieved or exceeded guidance in all our key full-year metrics: EBITDA, CapEx, Operating Income, and Net Financial Position.*

**Consolidated Revenues** were 809 million, up approximately 5% from 773 million in the fourth quarter of 2013. This increase was principally driven by product sales which rose to 86 million in the quarter from 51 million in the fourth quarter of 2013, chiefly reflecting higher product deliveries in the International and Americas segments. Service revenues were up slightly to 723 million versus the same period last year.

**EBITDA** was up 7% to 261 million compared to 245 million in the fourth quarter of last year.

**Operating Income** was 97 million compared to 104 million last year. Operating Income was up 22% to 127 million excluding one-off items which consist of transaction costs of 22 million associated with the pending IGT acquisition and an 8 million adjustment to goodwill related to the sale of the ticketing business in Italy.

**Interest Expense** was 65 million compared to 42 million last year, the increase being principally due to the bridge facility which was entered into in anticipation of the closing of the IGT acquisition.

**Net loss attributable to the owners** was 93 million, compared to net income of 1 million in the 2013 fourth quarter, primarily attributable to the make-whole on the early redemption of the 2016 Notes, higher interest expense related to the bridge facility, a higher effective income tax rate primarily related to additional taxation related to the Italian reorganization, as well as the tax settlement and non-deductible costs associated with the IGT acquisition. **Diluted loss-per-share** was 0.54 compared to income of 0.01 in the fourth quarter of last year. Excluding the one-off items primarily related to the IGT acquisition, net income attributable to the owners was 53 million up from 29 million and Diluted EPS was 0.31 up from 0.17 last year.

**Capital Expenditures** in the quarter were 66 million.

#### **Fourth Quarter Results by Segment**

##### **Americas**

Revenues in the Americas segment were up 10% to 262 million in the quarter, compared to 238 million in the fourth quarter of 2013. Product sales in the quarter were 43 million, up 14 million compared to the same period last year, mainly attributable to VLT sales in Oregon. Strong instant ticket sales revenue offset the drop in multistate jackpot activity.

## Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

The increase in Operating Income from the Americas segment to \$25 million, from \$20 million in the fourth quarter of last year, was due to product deliveries in Oregon and Latin America casinos, as well as the contribution from a larger installed base of gaming machines. Operating income was impacted by the settlement related to the termination of Northstar's private management agreement in Illinois.

During the quarter, Pronosticos Para La Asistencia Publica in Mexico awarded GTECH a new long-term facilities management contract. After the close of the quarter, the Company was also awarded a new contract from the Minnesota Lottery. Additionally, GTECH provided interactive technology and content for the Georgia Lottery's interactive games, and signed an agreement with MGM Resorts International for GTECH's first planned Nevada land-based Sports Betting and GTECH OnPremise mobile gaming deployment in the U.S.

**International**

Revenues in the International segment were 113 million versus 85 million last year, up 34%, driven by product sales in Belgium, higher machine sales to casino customers in EMEA, and higher systems sales in Europe.

International Lottery same store revenues were up approximately 5% compared to the same period in 2013, driven by jackpot game performance across the region and by growth in instant ticket sales in the United Kingdom with the rollout of GTECH's compact terminals to new retailers. SAZKA in the Czech Republic launched the multijurisdictional game EuroJackpot and also experienced strong instant ticket sales growth.

Operating Income in the International segment was 35 million versus 10 million in the fourth quarter of last year, principally due to higher product sales, the prior year restructuring of a contract in Spain, and cost synergies.

During the quarter, the Company was awarded up to 5,550 of the initial 16,500 VLTs by OPAP in Greece.

**Italy**

Revenues in Italy were 434 million compared to 450 million in the fourth quarter of 2013, principally due to a higher sports betting payout.

Total Lotto wagers for the quarter were up 4% to 1.75 billion, compared to 1.68 billion last year, driven by 10eLotto, which more than compensated for a weaker late-number pattern. Instant-ticket wagers were up over 1% to 2.44 billion versus 2.41 billion last year, due to the successful launch of a new family of tickets under the brand Super Settimana, a new concept of Annuity tickets with a weekly prize over a 20-year period.

Machine gaming revenues were 148 million versus 151 million last year.

Revenues from sports betting were 36 million versus 44 million last year, a decrease entirely driven by a higher payout versus the same period last year, while wagers were up 7% mostly driven by virtual betting.

Operating Income of 93 million compared to 115 million last year was impacted by the decrease in gaming machine wagers combined with higher remuneration of the retail chain in order to protect the long term relationships with key partners, and by relevant marketing costs associated with the launch of the new annuity tickets.

**Full Year Consolidated Results**

For the full year 2014, **Revenues** were up slightly to 3.07 billion, compared to 3.06 billion in 2013. Service revenues increased by 32 million or over 1% compared to 2013, driven by good performance in the Americas segment. Americas service revenues grew over 3% to 828 million.

Despite unfavorable jackpot activity, Americas Lottery same store revenues were up slightly to 516 million, benefiting from instant ticket performance in multiple jurisdictions including California, North Carolina, Indiana and Michigan.

International Lottery same store revenues grew 2% driven by continued strong performance in the United Kingdom, Czech Republic and Poland. Product sale revenues were up 9% to 91 million primarily due to a delivery in Belgium.

Lotto wagers in Italy were up 5% to 6.6 billion compared to 6.3 billion last year. 10eLotto wagers grew 22% to 3.6 billion, compared to 3.0 billion last year. Instant-ticket wagers were 9.4 billion, compared to 9.6 billion last year. Total betting wagers were up 15% to 893 million versus the same period last year, driven by the take-up of virtual betting.

**EBITDA** was up 4% to 1.08 billion versus 1.04 billion last year and **Operating Income** grew 1.4% to 567 million versus 559 million in the prior year. When excluding the one-time machine gaming settlement and the provision reversal for litigation resolved in the Company's favor in Italy last year, EBITDA was up 2%. When excluding the aforementioned items, costs relating to the IGT acquisition, and the sale of the ticketing business in Italy, Operating Income was up approximately 3%.

The effective **income tax rate** was 66.1% compared to 46.8% in the prior year. Excluding one-off items in 2014 and 2013, the effective income tax rate would have been 38% and 39%, respectively.

**Net income attributable to the owners** was 83 million, compared to 175 million in the same period last year. **Diluted Earnings-Per-Share (EPS)** was 0.48 versus 1.01 last year. Net income attributable to the owners, when excluding one-off items, was 250 million versus 216 million last year, while Diluted EPS was 1.44 versus 1.25 in 2013.

Net of working capital timing benefits in Italy, **Cash from Operations** was 821 million, compared to 696 million in the prior year.

**Capital Expenditures** for the full year were 254 million which includes the previously reported investment in Probability Plc, as well as investments in Americas' Lotteries and Italy's Gaming and Lotteries product lines.

At December 31, 2014, Consolidated Shareholders' Equity totaled 2.62 billion. GTECH had a **Net Financial Position** (NFP) of 2.59 billion versus 2.51 billion as of December 31, 2013. Excluding one-off items primarily related to the IGT acquisition, NFP would have outperformed guidance at 2.42 billion.

#### **Full Year Stand-Alone Results**

GTECH's stand-alone Net Income in 2014 was 143 million compared to 34 million in 2013. Total Equity and Liabilities in 2014 were 6.17 billion versus 5.53 billion in 2013. Cash and Cash Equivalents at the end of 2014 were 10 million compared to 159 million in 2013.

#### **Other Information**

Following payment on January 21, 2015 of the interim dividend as of November 30, 2014, no additional dividend payment shall be proposed to the Annual General Meeting, whose call remains subject to the failure to consummate, within the first half-year period, the cross-border merger

## Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

of the Company into International Game Technology PLC (formerly Georgia Worldwide PLC), in connection with the acquisition of IGT.

To this aim, the Company and International Game Technology PLC intend to file an application with the High Court of England & Wales for the cross-border merger to take effect on April 7, 2015.

GTECH also announced that those shares for which cash exit rights were exercised and not purchased through the pre-emptive offer ended on January 9, 2015, will not be offered on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. and will therefore be purchased by GTECH.

GTECH management currently expects the closing of the IGT acquisition on April 7, 2015, subject to the receipt of certain customary regulatory and other approvals, including U.K. Court clearance and NYSE listing authorization, among others.

Related news releases: January 13, 2015; December 17, 2014

### ***Declaration***

*The manager responsible for preparing GTECH's financial reports, Alberto Fornaro, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this news release corresponds to the document results, books, and accounting records.*

### **Cautionary Statement Regarding Forward-Looking Statements**

This communication contains forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning GTECH, IGT, and International Game Technology PLC ( "NewCo" ) the proposed transactions and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of GTECH, NewCo and IGT as well as assumptions made by, and information currently available to, such management. Forward-looking statements may be accompanied by words such as aim, anticipate, believe, plan, could, would, should, may, shall, continue, estimate, expect, forecast, future, guidance, intend, may, will, possible, potential, predict, variations of them. Should one or more of these risks or uncertainties materialize, or should any of the underlying assumptions prove incorrect, actual results may differ materially from those predicted in the forward-looking statements and from past results, performance or achievements. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the parties' control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include (but are not limited to) failure to obtain applicable regulatory or shareholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; reductions in customer spending, a slowdown in customer payments and changes in customer demand for products and services; unanticipated changes relating to competitive factors in the industries in which the companies operate; ability to hire and retain key personnel; the potential impact of announcement or consummation of the proposed transactions on relationships with third parties, including customers, employees and competitors; ability to attract new customers and retain existing customers in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their customers; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings; and the parties' international operations, which are subject to the risks of currency fluctuations and foreign exchange controls. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in NewCo's registration statement on Form F-4 and other documents filed from time to time with the Securities and Exchange Commission (the "SEC" ) and those described in GTECH's annual reports, registration documents and other documents filed from time to time with the Italian financial market regulator (CONSOB), as well as those included in IGT's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Except as required under applicable law, the parties do not assume any obligation to update these forward looking statements. Nothing in this announcement is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per GTECH share or IGT share for the current or any future financial years or those of the combined group, will necessarily match or exceed the historical published

earnings per GTECH share or IGT share, as applicable. All forward-looking statements contained in this communication are qualified in their entirety by this cautionary statement. All subsequent written or oral forward-looking statements attributable to GTECH or NewCo, or persons acting on their behalf, are expressly qualified in its entirety by the cautionary statements contained throughout this communication. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements.

### **Important Information for Investors and Shareholders**

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction. NewCo has filed with the SEC a registration statement on Form F-4, which was declared effective on 2 January 2015 (file number 333-199096), which includes the proxy statement of IGT that also constitutes a prospectus of NewCo (the **proxy statement/prospectus**). The registration statement on Form F-4 is available at [www.sec.gov](http://www.sec.gov) under the name International Game Technology PLC. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT IGT, GTECH, NEWCO, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and shareholders are able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders are able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties by contacting Investor Relations, IGT (for documents filed with the SEC by IGT) or Investor Relations, GTECH (for documents filed with the SEC by NewCo).

### **Italian CONSOB Regulation No. 17221**

Pursuant to Article 6 of the CONSOB Regulation no. 17221 of March 12, 2010 (as amended, the **CONSOB Regulation**), NewCo is a related party of GTECH, being a subsidiary of GTECH. The merger agreement providing for the GTECH-NewCo merger which exceeds the thresholds for significant transactions pursuant to the Regulation was approved unanimously by the GTECH board of directors.

The merger agreement and the GTECH-NewCo merger are subject to the exemption set forth in Article 14 of the CONSOB Regulation and Article 3.2 of the *Disposizioni in materia di operazioni con parti correlate* (Procedures for transactions with related parties) adopted by GTECH on July 31, 2014 and published on its website ([www.gtech.com](http://www.gtech.com)). Pursuant to this exemption, GTECH will not publish an information document (*documento informativo*) for related party transactions as provided by Article 5 of the CONSOB Regulation. In connection with the meeting of GTECH shareholders on November 4, 2014 to approve the GTECH-NewCo merger, GTECH has published an information document pursuant to Article 70, paragraph 6, of the CONSOB Regulation on Issuers (CONSOB Regulation no. 11971 of May 24, 1999, as amended), in accordance with applicable terms.

### **Participants in the Distribution**

## Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

IGT, GTECH and NewCo and their respective directors, executive officers and certain other member of management and employees may be deemed to be participants in the solicitation of proxies from the shareholders of IGT in respect of the proposed transactions contemplated by the proxy

statement/prospectus. Information regarding the persons who may, under the rules of the SEC, be participants in the solicitation of the shareholders of IGT in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, are set forth in the proxy statement/prospectus filed with the SEC. Information regarding IGT's directors and executive officers is contained in IGT's Annual Report on Form 10-K for the year ended 27 September 2014 and its Proxy Statement on Schedule 14A, dated 24 January 2014, which are filed with the SEC.

*GTECH S.p.A. is a leading commercial operator and provider of technology in the regulated worldwide gaming markets, delivering best-in-class products and services, with a commitment to the highest levels of integrity, responsibility, and shareholder value creation. The Company is listed on the FTSE MIB at the Italian Stock Exchange under the trading symbol GTK and is majority owned by De Agostini S.p.A. In 2014, GTECH had approximately 3.1 billion in revenues and 8,800 employees with operations in approximately 100 countries on six continents. For more information, please visit [www.gtech.com](http://www.gtech.com).*

*For further information:*

**Robert K. Vincent**  
GTECH S.p.A.  
Corporate Communications  
T. (+1) 401 392 7452

**Simone Cantagallo**  
GTECH S.p.A.  
Media Communications  
T. (+39) 06 51899030

*This news release and those archived are available at [www.gtech.com](http://www.gtech.com)*

***Financial Statements for the fourth quarter and full year of 2014 follow:***

## GTECH S.P.A. AND SUBSIDIARIES

## CONSOLIDATED INCOME STATEMENTS

| ( thousands)                                                       | For the three months ended<br>December 31, |                |
|--------------------------------------------------------------------|--------------------------------------------|----------------|
|                                                                    | 2014                                       | 2013           |
| Service revenue                                                    | 723,504                                    | 722,445        |
| Product sales                                                      | 85,982                                     | 50,675         |
| <b>Total revenue</b>                                               | <b>809,486</b>                             | <b>773,120</b> |
| Raw materials, services and other costs                            | 433,317                                    | 425,245        |
| Personnel                                                          | 159,894                                    | 150,243        |
| Depreciation                                                       | 66,388                                     | 66,463         |
| Amortization                                                       | 54,825                                     | 48,196         |
| Impairment loss (recovery), net                                    | (1,091)                                    | 8,083          |
| Capitalization of internal construction costs - labor and overhead | (31,124)                                   | (28,895)       |
| Unusual expense, net                                               | 30,306                                     |                |
|                                                                    | 712,515                                    | 669,335        |
| <b>Operating income</b>                                            | <b>96,971</b>                              | <b>103,785</b> |
| Interest income                                                    | 1,361                                      | 939            |
| Equity income (loss), net                                          | 247                                        | (772)          |
| Other income                                                       | 856                                        | 141            |
| Other expense                                                      | (73,288)                                   | (4,951)        |
| Foreign exchange gain (loss), net                                  | 2,739                                      | (104)          |
| Interest expense                                                   | (65,005)                                   | (41,926)       |
|                                                                    | (133,090)                                  | (46,673)       |
| <b>Income (loss) before income tax expense</b>                     | <b>(36,119)</b>                            | <b>57,112</b>  |
| Income tax expense                                                 | 57,258                                     | 49,912         |
| <b>Net income (loss)</b>                                           | <b>(93,377)</b>                            | <b>7,200</b>   |
| Attributable to:                                                   |                                            |                |
| Owners of the parent                                               | (92,810)                                   | 1,277          |
| Non-controlling interests                                          | (567)                                      | 5,923          |
|                                                                    | (93,377)                                   | 7,200          |
| <b>Earnings (loss) per share/ADRs</b>                              |                                            |                |
| Basic - net income (loss) attributable to owners of the parent     | (0.54)                                     | 0.01           |
| Diluted - net income (loss) attributable to owners of the parent   | (0.54)                                     | 0.01           |

| ( thousands)                                                       | For the year ended<br>December 31, |                  |
|--------------------------------------------------------------------|------------------------------------|------------------|
|                                                                    | 2014                               | 2013             |
| Service revenue                                                    | 2,815,410                          | 2,783,727        |
| Product sales                                                      | 254,243                            | 279,107          |
| <b>Total revenue</b>                                               | <b>3,069,653</b>                   | <b>3,062,834</b> |
| Raw materials, services and other costs                            | 1,548,934                          | 1,585,303        |
| Personnel                                                          | 571,618                            | 568,266          |
| Depreciation                                                       | 249,477                            | 254,599          |
| Amortization                                                       | 206,336                            | 189,684          |
| Impairment loss (recovery), net                                    | (2,195)                            | 6,058            |
| Capitalization of internal construction costs - labor and overhead | (100,788)                          | (100,208)        |
| Unusual expense, net                                               | 29,242                             |                  |
|                                                                    | 2,502,624                          | 2,503,702        |
| <b>Operating income</b>                                            | <b>567,029</b>                     | <b>559,132</b>   |
| Interest income                                                    | 3,658                              | 3,334            |
| Equity loss, net                                                   | (1,514)                            | (965)            |
| Other income                                                       | 4,007                              | 1,131            |
| Other expense                                                      | (79,977)                           | (11,177)         |
| Foreign exchange loss, net                                         | (1,413)                            | (2,309)          |
| Interest expense                                                   | (204,211)                          | (163,074)        |
|                                                                    | (279,450)                          | (173,060)        |
| <b>Income before income tax expense</b>                            | <b>287,579</b>                     | <b>386,072</b>   |
| Income tax expense                                                 | 189,970                            | 180,837          |
| <b>Net income</b>                                                  | <b>97,609</b>                      | <b>205,235</b>   |
| Attributable to:                                                   |                                    |                  |
| Owners of the parent                                               | 83,309                             | 175,434          |
| Non-controlling interests                                          | 14,300                             | 29,801           |
|                                                                    | 97,609                             | 205,235          |
| <b>Earnings per share/ADRs</b>                                     |                                    |                  |
| Basic - net income attributable to owners of the parent            | 0.48                               | 1.01             |
| Diluted - net income attributable to owners of the parent          | 0.48                               | 1.01             |

## GTECH S.P.A. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

|                                                               | December 31, |           |
|---------------------------------------------------------------|--------------|-----------|
| ASSETS                                                        |              |           |
| Non-current assets                                            |              |           |
| Systems, equipment and other assets related to contracts, net | 910,095      | 899,536   |
| Property, plant and equipment, net                            | 77,394       | 76,382    |
| Goodwill                                                      | 3,402,201    | 3,095,466 |
| Intangible assets, net                                        | 1,151,472    | 1,257,297 |
| Investments in associates and joint ventures                  | 24,474       | 26,894    |
| Other non-current assets                                      | 75,495       | 48,777    |
| Non-current financial assets                                  | 21,557       | 28,886    |
| Deferred income taxes                                         | 22,026       | 14,000    |
| Total non-current assets                                      | 5,684,714    | 5,447,238 |
| Current assets                                                |              |           |
| Inventories                                                   | 152,042      | 146,406   |
| Trade and other receivables, net                              | 757,444      | 904,248   |
| Other current assets                                          | 255,288      | 190,517   |
| Current financial assets                                      | 10,386       | 12,273    |
| Income taxes receivable                                       | 5,459        | 3,574     |
| Cash and cash equivalents                                     | 261,184      | 419,118   |
| Total current assets                                          | 1,441,803    | 1,676,136 |
| TOTAL ASSETS                                                  | 7,126,517    | 7,123,374 |
| EQUITY AND LIABILITIES                                        |              |           |
| Equity attributable to owners of the parent                   |              |           |
| Issued capital                                                | 174,976      | 173,992   |
| Share premium                                                 | 1,651,498    | 1,717,261 |
| Treasury shares                                               | (40,211)     |           |
| Retained earnings                                             | 171,065      | 292,847   |
| Other reserves                                                | 378,947      | 15,812    |
|                                                               | 2,336,275    | 2,199,912 |
| Non-controlling interests                                     | 281,814      | 403,620   |
| Total equity                                                  | 2,618,089    | 2,603,532 |
| Non-current liabilities                                       |              |           |
| Long-term debt, less current portion                          | 1,725,738    | 2,641,260 |
| Deferred income taxes                                         | 177,296      | 134,278   |
| Long-term provisions                                          | 13,038       | 17,499    |
| Other non-current liabilities                                 | 57,728       | 62,098    |
| Non-current financial liabilities                             | 60,518       | 60,600    |
| Total non-current liabilities                                 | 2,034,318    | 2,915,735 |
| Current liabilities                                           |              |           |
| Accounts payable                                              | 1,022,194    | 978,598   |
| Short-term borrowings                                         | 8,895        | 851       |
| Other current liabilities                                     | 356,414      | 361,740   |
| Current financial liabilities                                 | 275,019      | 21,503    |
| Current portion of long-term debt                             | 786,878      | 214,496   |
| Short-term provisions                                         | 991          | 1,185     |
| Income taxes payable                                          | 23,719       | 25,734    |

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

|                                     |           |           |
|-------------------------------------|-----------|-----------|
| <b>Total current liabilities</b>    | 2,474,110 | 1,604,107 |
| <b>TOTAL EQUITY AND LIABILITIES</b> | 7,126,517 | 7,123,374 |

## GTECH S.P.A. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|                                                                       | For the year ended<br>December 31, |           |
|-----------------------------------------------------------------------|------------------------------------|-----------|
|                                                                       |                                    |           |
| Cash flows from operating activities                                  |                                    |           |
| Income before income tax expense                                      | 287,579                            | 386,072   |
| Adjustments for:                                                      |                                    |           |
| Depreciation                                                          | 249,477                            | 254,599   |
| Intangibles amortization                                              | 206,427                            | 189,774   |
| Interest expense                                                      | 204,211                            | 163,074   |
| Make-whole paid in connection with the early extinguishment of debt   | 72,999                             |           |
| Share-based payment expense                                           | 7,768                              | 8,611     |
| Disposal of goodwill                                                  | 7,752                              |           |
| Provisions                                                            | (655)                              | (5,304)   |
| Impairment loss (recovery), net                                       | (2,195)                            | 6,058     |
| Non-cash foreign exchange (gain) loss, net                            | (3,081)                            | 938       |
| Interest income                                                       | (3,658)                            | (3,334)   |
| Other non-cash items                                                  | 14,288                             | 12,197    |
| Cash foreign exchange loss, net                                       | 4,494                              | 1,372     |
| Income tax paid                                                       | (161,508)                          | (170,943) |
| Cash flows before changes in operating assets and liabilities         | 883,898                            | 843,114   |
| Changes in operating assets and liabilities:                          |                                    |           |
| Inventories                                                           | 3,312                              | 14,423    |
| Trade and other receivables                                           | 127,234                            | (108,594) |
| Accounts payable                                                      | (396)                              | (45,220)  |
| Other assets and liabilities                                          | (33,437)                           | (7,474)   |
| Net cash flows from operating activities                              | 980,611                            | 696,249   |
|                                                                       |                                    |           |
| Cash flows from investing activities                                  |                                    |           |
| Purchases of systems, equipment and other assets related to contracts | (191,895)                          | (183,878) |
| Acquisitions, net of cash acquired                                    | (26,230)                           | (7,345)   |
| Purchases of intangible assets                                        | (24,689)                           | (134,919) |
| Purchases of property, plant and equipment                            | (7,892)                            | (10,370)  |
| Interest received                                                     | 3,791                              | 7,307     |
| Investment in associate                                               |                                    | (19,800)  |
| Other                                                                 | 8,609                              | 7,434     |
| Net cash flows used in investing activities                           | (238,306)                          | (341,571) |
|                                                                       |                                    |           |
| Cash flows from financing activities                                  |                                    |           |
| Principal payments on long-term debt                                  | (1,058,420)                        | (102,810) |
| Interest paid                                                         | (158,577)                          | (143,390) |
| Dividends paid                                                        | (130,525)                          | (125,920) |
| Make-whole paid in connection with the early extinguishment of debt   | (72,999)                           |           |
| Acquisition of non-controlling interest                               | (72,328)                           |           |
| Return of capital - non-controlling interest                          | (55,163)                           | (40,087)  |
| Payments on bridge facility                                           | (52,713)                           |           |
| Treasury shares purchased                                             | (40,211)                           |           |
| Dividends paid - non-controlling interest                             | (33,079)                           | (34,062)  |
| Capital increase - non-controlling interest                           | 6,188                              | 71,973    |
| Net proceeds from (repayments of) short-term borrowings               | 8,079                              | (170)     |
| Proceeds from financial liabilities                                   | 47,823                             |           |
| Proceeds from issuance of long-term debt                              | 737,788                            |           |
| Other                                                                 | (26,034)                           | (3,987)   |

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

|                                                         |                |                |
|---------------------------------------------------------|----------------|----------------|
| <b>Net cash flows used in financing activities</b>      | (900,171)      | (378,453)      |
| Net decrease in cash and cash equivalents               | (157,866)      | (23,775)       |
| Effect of exchange rate changes on cash                 | (68)           | (12,869)       |
| Cash and cash equivalents at the beginning of the year  | 419,118        | 455,762        |
| <b>Cash and cash equivalents at the end of the year</b> | <b>261,184</b> | <b>419,118</b> |

**GTECH S.P.A. AND SUBSIDIARIES**
**KEY FINANCIAL INDICATOR COMPARISONS**

|                                                        | 2014     | December 31,<br>2013 | For the three months ended<br>2013 | Change   | %       |
|--------------------------------------------------------|----------|----------------------|------------------------------------|----------|---------|
| Revenue                                                | 809,486  |                      | 773,120                            | 36,366   | 4.7     |
| EBITDA                                                 | 261,061  |                      | 244,612                            | 16,449   | 6.7     |
| Operating income                                       | 96,971   |                      | 103,785                            | (6,814)  | (6.6)   |
| Net income (loss) attributable to owners of the parent | (92,810) |                      | 1,277                              | (94,087) | >200.0  |
| Diluted earnings (loss) per share                      | (0.54)   |                      | 0.01                               | (0.55)   | >200.0  |
| <b>EBITDA</b>                                          |          |                      |                                    |          |         |
| Operating income                                       | 96,971   |                      | 103,785                            | (6,814)  | (6.6)   |
| Depreciation                                           | 66,388   |                      | 66,463                             | (75)     | (0.1)   |
| Amortization                                           | 54,825   |                      | 48,196                             | 6,629    | 13.8    |
| Impairment loss (recovery), net                        | (1,091)  |                      | 8,083                              | (9,174)  | (113.5) |
| Restructuring costs                                    | 8,299    |                      | 15,104                             | (6,805)  | (45.1)  |
| Unusual expense, net                                   | 30,306   |                      |                                    | 30,306   |         |
| Other                                                  | 5,363    |                      | 2,981                              | 2,382    | 79.9    |
|                                                        | 261,061  |                      | 244,612                            | 16,449   | 6.7     |

|                                                 | 2014      | December 31,<br>2013 | For the year ended<br>Change | %       |
|-------------------------------------------------|-----------|----------------------|------------------------------|---------|
| Revenue                                         | 3,069,653 | 3,062,834            | 6,819                        | 0.2     |
| EBITDA                                          | 1,078,433 | 1,036,709            | 41,724                       | 4.0     |
| Operating income                                | 567,029   | 559,132              | 7,897                        | 1.4     |
| Net income attributable to owners of the parent | 83,309    | 175,434              | (92,125)                     | (52.5)  |
| Diluted earnings per share                      | 0.48      | 1.01                 | (0.53)                       | (52.5)  |
| <b>EBITDA</b>                                   |           |                      |                              |         |
| Operating income                                | 567,029   | 559,132              | 7,897                        | 1.4     |
| Depreciation                                    | 249,477   | 254,599              | (5,122)                      | (2.0)   |
| Amortization                                    | 206,336   | 189,684              | 16,652                       | 8.8     |
| Unusual expense, net                            | 29,242    |                      | 29,242                       |         |
| Restructuring costs                             | 18,398    | 20,544               | (2,146)                      | (10.4)  |
| Impairment loss (recovery), net                 | (2,195)   | 6,058                | (8,253)                      | (136.2) |
| Other                                           | 10,146    | 6,692                | 3,454                        | 51.6    |
|                                                 | 1,078,433 | 1,036,709            | 41,724                       | 4.0     |

|                        | 2014      | December 31,<br>2013 | Change | %   |
|------------------------|-----------|----------------------|--------|-----|
| Net financial position | 2,585,478 | 2,507,319            | 78,159 | 3.1 |

## GTECH S.P.A. AND SUBSIDIARIES

## OPERATING SEGMENT RESULTS

| ( thousands)                    | December 31, 2014 |          |               |          | For the three months ended<br>December 31, 2013 |          |               |          | Change   |          |               |          |
|---------------------------------|-------------------|----------|---------------|----------|-------------------------------------------------|----------|---------------|----------|----------|----------|---------------|----------|
|                                 | Italy             | Americas | International | Total    | Italy                                           | Americas | International | Total    | Italy    | Americas | International | Total    |
| <b>Service revenue</b>          |                   |          |               |          |                                                 |          |               |          |          |          |               |          |
| Lottery                         | 201,997           | 163,661  | 51,023        | 416,681  | 199,645                                         | 149,265  | 45,308        | 394,218  | 2,352    | 14,396   | 5,715         | 22,463   |
| Lottery Management Services     |                   | 18,715   |               | 18,715   |                                                 | 30,521   |               | 30,521   |          | (11,806) |               | (11,806) |
| Total Lottery                   | 201,997           | 182,376  | 51,023        | 435,396  | 199,645                                         | 179,786  | 45,308        | 424,739  | 2,352    | 2,590    | 5,715         | 10,657   |
| <b>Machine Gaming</b>           | 147,428           | 22,766   | 6,382         | 176,576  | 150,613                                         | 17,826   | 7,059         | 175,498  | (3,185)  | 4,940    | (677)         | 1,078    |
| Sports Betting                  | 35,715            | 1,892    | 2,146         | 39,753   | 44,440                                          | 574      | 1,405         | 46,419   | (8,725)  | 1,318    | 741           | (6,666)  |
| Commercial Services             | 30,198            | 9,081    | 4,368         | 43,647   | 34,960                                          | 9,607    | 4,941         | 49,508   | (4,762)  | (526)    | (573)         | (5,861)  |
| Interactive Gaming              | 18,457            | 2,594    | 6,934         | 27,985   | 19,917                                          | 1,520    | 4,712         | 26,149   | (1,460)  | 1,074    | 2,222         | 1,836    |
| <b>Total service revenue</b>    | 433,795           | 218,709  | 70,853        | 723,357  | 449,575                                         | 209,313  | 63,425        | 722,313  | (15,780) | 9,396    | 7,428         | 1,044    |
| <b>Product sales</b>            |                   |          |               |          |                                                 |          |               |          |          |          |               |          |
| Lottery                         |                   | 8,251    | 19,213        | 27,464   |                                                 | 10,985   | 6,547         | 17,532   |          | (2,734)  | 12,666        | 9,932    |
| Machine Gaming                  | 695               | 34,514   | 19,596        | 54,805   | 529                                             | 18,094   | 11,939        | 30,562   | 166      | 16,420   | 7,657         | 24,243   |
| Sports Betting                  |                   |          | 2,008         | 2,008    |                                                 |          | 1,931         | 1,931    |          |          | 77            | 77       |
| Interactive Gaming              |                   |          | 1,705         | 1,705    |                                                 |          | 650           | 650      |          |          | 1,055         | 1,055    |
| <b>Total product sales</b>      | 695               | 42,765   | 42,522        | 85,982   | 529                                             | 29,079   | 21,067        | 50,675   | 166      | 13,686   | 21,455        | 35,307   |
| <b>Total segment revenue</b>    | 434,490           | 261,474  | 113,375       | 809,339  | 450,104                                         | 238,392  | 84,492        | 772,988  | (15,614) | 23,082   | 28,883        | 36,351   |
| Purchase accounting             |                   |          |               | 147      |                                                 |          |               | 132      |          |          |               | 15       |
| <b>Total revenue</b>            |                   |          |               | 809,486  |                                                 |          |               | 773,120  |          |          |               | 36,366   |
| <b>Segment operating income</b> | 92,515            | 25,191   | 34,717        | 152,423  | 114,568                                         | 20,484   | 10,242        | 145,294  | (22,053) | 4,707    | 24,475        | 7,129    |
| Corporate support (1)           |                   |          |               | (39,710) |                                                 |          |               | (27,383) |          |          |               | (12,327) |
| Purchase accounting             |                   |          |               | (15,742) |                                                 |          |               | (14,126) |          |          |               | (1,616)  |
|                                 |                   |          |               | 96,971   |                                                 |          |               | 103,785  |          |          |               | (6,814)  |

**Operating  
income**

**Segment  
operating  
margin**

21.3%      9.6%      30.6%      18.8%      25.5%      8.6%      12.1%      18.8%

**Operating  
income  
margin**

12.0%      13.4%

---

(1) Corporate support expenses are principally comprised of general and administrative expenses and other expenses that are managed at the corporate level, including Restructuring, Corporate Headquarters and Board of Directors expenses.

Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

| ( thousands)                    | December 31, 2014 |          |               |           | For the year ended December 31, 2013 |          |               |           | Change   |          |               |
|---------------------------------|-------------------|----------|---------------|-----------|--------------------------------------|----------|---------------|-----------|----------|----------|---------------|
|                                 | Italy             | Americas | International | Total     | Italy                                | Americas | International | Total     | Italy    | Americas | International |
| <b>Service revenue</b>          |                   |          |               |           |                                      |          |               |           |          |          |               |
| Lottery                         | 795,097           | 606,521  | 170,568       | 1,572,186 | 785,046                              | 588,406  | 175,730       | 1,549,182 | 10,051   | 18,115   | (5,162)       |
| Lottery Management Services     |                   | 95,467   |               | 95,467    |                                      | 91,402   |               | 91,402    |          | 4,065    |               |
| Total Lottery                   | 795,097           | 701,988  | 170,568       | 1,667,653 | 785,046                              | 679,808  | 175,730       | 1,640,584 | 10,051   | 22,180   | (5,162)       |
| <b>Machine Gaming</b>           | 569,918           | 79,811   | 24,910        | 674,639   | 580,874                              | 74,899   | 27,098        | 682,871   | (10,956) | 4,912    | (2,188)       |
| Sports Betting                  | 178,533           | 2,944    | 7,864         | 189,341   | 158,739                              | 2,463    | 5,937         | 167,139   | 19,794   | 481      | 1,927         |
| Commercial Services             | 127,677           | 36,209   | 18,161        | 182,047   | 132,111                              | 37,907   | 19,234        | 189,252   | (4,434)  | (1,698)  | (1,073)       |
| Interactive Gaming              | 71,407            | 6,612    | 23,163        | 101,182   | 77,476                               | 5,882    | 19,981        | 103,339   | (6,069)  | 730      | 3,182         |
| <b>Total service revenue</b>    | 1,742,632         | 827,564  | 244,666       | 2,814,862 | 1,734,246                            | 800,959  | 247,980       | 2,783,185 | 8,386    | 26,605   | (3,314)       |
| <b>Product sales</b>            |                   |          |               |           |                                      |          |               |           |          |          |               |
| Lottery                         |                   | 56,154   | 27,290        | 83,444    |                                      | 35,480   | 20,219        | 55,699    |          | 20,674   | 7,071         |
| Machine Gaming                  | 2,548             | 104,985  | 54,879        | 162,412   | 2,844                                | 157,646  | 58,862        | 219,352   | (296)    | (52,661) | (3,983)       |
| Sports Betting                  |                   |          | 6,147         | 6,147     |                                      |          | 3,390         | 3,390     |          |          | 2,757         |
| Interactive Gaming              |                   |          | 2,240         | 2,240     |                                      |          | 666           | 666       |          |          | 1,574         |
| <b>Total product sales</b>      | 2,548             | 161,139  | 90,556        | 254,243   | 2,844                                | 193,126  | 83,137        | 279,107   | (296)    | (31,987) | 7,419         |
| <b>Total segment revenue</b>    | 1,745,180         | 988,703  | 335,222       | 3,069,105 | 1,737,090                            | 994,085  | 331,117       | 3,062,292 | 8,090    | (5,382)  | 4,105         |
| Purchase accounting             |                   |          |               | 548       |                                      |          |               | 542       |          |          |               |
| <b>Total revenue</b>            |                   |          |               | 3,069,653 |                                      |          |               | 3,062,834 |          |          |               |
| <b>Segment operating income</b> | 543,467           | 88,599   | 73,756        | 705,822   | 499,661                              | 122,164  | 50,655        | 672,480   | 43,806   | (33,565) | 23,101        |
| Corporate support (1)           |                   |          |               | (83,170)  |                                      |          |               | (56,065)  |          |          |               |
| Purchase accounting             |                   |          |               | (55,623)  |                                      |          |               | (57,283)  |          |          |               |
| <b>Operating income</b>         |                   |          |               | 567,029   |                                      |          |               | 559,132   |          |          |               |
| <b>Segment operating margin</b> | 31.1%             | 9.0%     | 22.0%         | 23.0%     | 28.8%                                | 12.3%    | 15.3%         | 22.0%     |          |          |               |
|                                 |                   |          |               | 18.5%     |                                      |          |               | 18.3%     |          |          |               |

**Operating  
income  
margin**

---

(1) Corporate support expenses are principally comprised of general and administrative expenses and other expenses that are managed at the corporate level, including Restructuring, Corporate Headquarters and Board of Directors expenses.

**GTECH S.P.A. AND SUBSIDIARIES****AMERICAS SEGMENT**

The following tables set forth changes in service revenue and product sales in the three months ended December 31, 2014 compared to the same period in 2013, on a constant currency basis:

| ( thousands)                | Constant<br>Currency | Service Revenue Change |          |
|-----------------------------|----------------------|------------------------|----------|
|                             |                      | Foreign<br>Currency    | Change   |
| Lottery Management Services | (13,167)             | 1,361                  | (11,806) |
| Commercial Services         | (330)                | (196)                  | (526)    |
| Lottery                     | 261                  | 14,135                 | 14,396   |
| Interactive Gaming          | 1,054                | 20                     | 1,074    |
| Sports Betting              | 1,283                | 35                     | 1,318    |
| Machine Gaming              | 3,179                | 1,761                  | 4,940    |
|                             | (7,720)              | 17,116                 | 9,396    |

| ( thousands)   | Constant<br>Currency | Product sales Change |         |
|----------------|----------------------|----------------------|---------|
|                |                      | Foreign<br>Currency  | Change  |
| Machine Gaming | 15,459               | 961                  | 16,420  |
| Lottery        | (2,648)              | (86)                 | (2,734) |
|                | 12,811               | 875                  | 13,686  |

| ( thousands)                | 2014    | For the three months ended |          | Change | %      |
|-----------------------------|---------|----------------------------|----------|--------|--------|
|                             |         | December 31,<br>2013       |          |        |        |
| Lottery Same-Store Revenues | 131,972 | 132,271                    | (299)    |        | (0.2)  |
| Wins                        | 1,018   |                            | 1,018    |        |        |
| Gaming & Other              | 51,395  | 46,667                     | 4,728    |        | 10.1   |
| Lottery Management Services | 17,208  | 30,375                     | (13,167) |        | (43.3) |
| Foreign Exchange Impact     | 17,116  |                            | 17,116   |        |        |
| Total Service Revenue       | 218,709 | 209,313                    | 9,396    |        | 4.5    |

# Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

The following tables set forth changes in service revenue and product sales in the year ended December 31, 2014 compared to the same period in 2013, on a constant currency basis:

| ( thousands)                | Constant<br>Currency | Service Revenue Change |         |
|-----------------------------|----------------------|------------------------|---------|
|                             |                      | Foreign<br>Currency    | Change  |
| Lottery                     | 17,789               | 326                    | 18,115  |
| Lottery Management Services | 5,721                | (1,656)                | 4,065   |
| Machine Gaming              | 5,589                | (677)                  | 4,912   |
| Commercial Services         | 1,126                | (2,824)                | (1,698) |
| Interactive Gaming          | 897                  | (167)                  | 730     |
| Sports Betting              | 515                  | (34)                   | 481     |
|                             | 31,637               | (5,032)                | 26,605  |

| ( thousands)   | Constant<br>Currency | Product Sales Change |          |
|----------------|----------------------|----------------------|----------|
|                |                      | Foreign<br>Currency  | Change   |
| Machine Gaming | (48,611)             | (4,050)              | (52,661) |
| Lottery        | 23,637               | (2,963)              | 20,674   |
|                | (24,974)             | (7,013)              | (31,987) |

| ( thousands)                | 2014    | For the year ended   |         | Change | % |
|-----------------------------|---------|----------------------|---------|--------|---|
|                             |         | December 31,<br>2013 |         |        |   |
| Lottery Same-Store Revenues | 515,719 | 514,278              | 1,441   | 0.3    |   |
| Wins                        | 6,115   |                      | 6,115   |        |   |
| Gaming & Other              | 213,639 | 195,279              | 18,360  | 9.4    |   |
| Lottery Management Services | 97,123  | 91,402               | 5,721   | 6.3    |   |
| Foreign Exchange Impact     | (5,032) |                      | (5,032) |        |   |
| Total Service Revenue       | 827,564 | 800,959              | 26,605  | 3.3    |   |

**GTECH S.P.A. AND SUBSIDIARIES****INTERNATIONAL SEGMENT**

The following tables set forth changes in service revenue and product sales in the three months ended December 31, 2014 compared to the same period in 2013, on a constant currency basis:

| ( thousands)        | Constant<br>Currency | Service Revenue Change |        |
|---------------------|----------------------|------------------------|--------|
|                     |                      | Foreign<br>Currency    | Change |
| Lottery             | 2,652                | 3,063                  | 5,715  |
| Interactive Games   | 2,123                | 99                     | 2,222  |
| Sports Betting      | 636                  | 105                    | 741    |
| Machine Gaming      | (428)                | (249)                  | (677)  |
| Commercial Services | (517)                | (56)                   | (573)  |
|                     | 4,466                | 2,962                  | 7,428  |

| ( thousands)      | Constant<br>Currency | Product Sales Change |        |
|-------------------|----------------------|----------------------|--------|
|                   |                      | Foreign<br>Currency  | Change |
| Lottery           | 12,321               | 345                  | 12,666 |
| Machine Gaming    | 7,626                | 31                   | 7,657  |
| Interactive Games | 987                  | 68                   | 1,055  |
| Sports Betting    | (70)                 | 147                  | 77     |
|                   | 20,864               | 591                  | 21,455 |

| ( thousands)               | 2014   | December 31, | For the three months ended |  | Change | %    |
|----------------------------|--------|--------------|----------------------------|--|--------|------|
|                            |        | 2013         |                            |  |        |      |
| Lottery Same Store Revenue | 28,215 |              | 26,773                     |  | 1,442  | 5.4  |
| Wins                       | 659    |              |                            |  | 659    |      |
| Gaming & Other             | 39,017 |              | 36,652                     |  | 2,365  | 6.5  |
| Foreign Exchange Impact    | 2,962  |              |                            |  | 2,962  |      |
| Total Service Revenue      | 70,853 |              | 63,425                     |  | 7,428  | 11.7 |

# Edgar Filing: INTERNATIONAL GAME TECHNOLOGY - Form 425

The following tables set forth changes in service revenue and product sales in the year ended December 31, 2014 compared to the same period in 2013, on a constant currency basis:

| ( thousands)        | Constant<br>Currency | Service Revenue Change |         |
|---------------------|----------------------|------------------------|---------|
|                     |                      | Foreign<br>Currency    | Change  |
| Lottery             | (7,605)              | 2,443                  | (5,162) |
| Machine Gaming      | (1,315)              | (873)                  | (2,188) |
| Commercial Services | (1,096)              | 23                     | (1,073) |
| Sports Betting      | 1,537                | 390                    | 1,927   |
| Interactive Gaming  | 2,797                | 385                    | 3,182   |
|                     | (5,682)              | 2,368                  | (3,314) |

| ( thousands)       | Constant<br>Currency | Product Sales Change |         |
|--------------------|----------------------|----------------------|---------|
|                    |                      | Foreign<br>Currency  | Change  |
| Lottery            | 6,692                | 379                  | 7,071   |
| Sports Betting     | 2,337                | 420                  | 2,757   |
| Interactive Gaming | 1,528                | 46                   | 1,574   |
| Machine Gaming     | (4,691)              | 708                  | (3,983) |
|                    | 5,866                | 1,553                | 7,419   |

| ( thousands)               | 2014    | For the year ended   |          | Change | %     |
|----------------------------|---------|----------------------|----------|--------|-------|
|                            |         | December 31,<br>2013 |          |        |       |
| Lottery Same Store Revenue | 106,411 | 104,286              | 2,125    |        | 2.0   |
| Wins                       | 3,235   |                      | 3,235    |        |       |
| Gaming & Other             | 132,652 | 143,694              | (11,042) |        | (7.7) |
| Foreign Exchange Impact    | 2,368   |                      | 2,368    |        |       |
| Total Service Revenue      | 244,666 | 247,980              | (3,314)  |        | (1.3) |

## GTECH S.P.A. AND SUBSIDIARIES

## ITALY SEGMENT

| ( thousands)                               | December 31, |         | For the three months ended |        |
|--------------------------------------------|--------------|---------|----------------------------|--------|
|                                            | 2014         | 2013    | Change                     | %      |
| <b>Service revenue</b>                     |              |         |                            |        |
| Lotto                                      | 105,360      | 103,555 | 1,805                      | 1.7    |
| Instant tickets                            | 96,637       | 96,090  | 547                        | 0.6    |
| Lottery                                    | 201,997      | 199,645 | 2,352                      | 1.2    |
| <b>Lotto ( millions)</b>                   |              |         |                            |        |
| Core wagers                                | 1,652.8      | 1,477.7 | 175.1                      | 11.8   |
| Wagers for late numbers                    | 93.3         | 200.2   | (106.9)                    | (53.4) |
|                                            | 1,746.1      | 1,677.9 | 68.2                       | 4.1    |
| <b>Instant Tickets</b>                     |              |         |                            |        |
| Total sales (in millions)                  | 2,436.5      | 2,408.6 | 27.9                       | 1.2    |
| Total tickets sold (in millions)           | 496.1        | 483.3   | 12.8                       | 2.6    |
| Average price point                        | 4.91         | 4.98    | (0.07)                     | (1.4)  |
| <b>Machine Gaming ( millions)</b>          |              |         |                            |        |
| VLT wagers                                 | 1,429.8      | 1,578.8 | (149.0)                    | (9.4)  |
| AWP wagers                                 | 1,182.9      | 1,192.2 | (9.3)                      | (0.8)  |
| Total wagers                               | 2,612.7      | 2,771.0 | (158.3)                    | (5.7)  |
| <b>(Installed at the end of December)</b>  |              |         |                            |        |
| VLT s installed                            | 10,956       | 10,596  | 360                        | 3.4    |
| AWP machines installed                     | 65,316       | 70,203  | (4,887)                    | (7.0)  |
| Total machines installed                   | 76,272       | 80,799  | (4,527)                    | (5.6)  |
| <b>Sports Betting ( millions)</b>          |              |         |                            |        |
| Fixed odds sports betting and other wagers | 250.4        | 233.8   | 16.6                       | 7.1    |
| <b>Interactive Gaming ( millions)</b>      |              |         |                            |        |
| Interactive gaming wagers                  | 456.2        | 525.4   | (69.2)                     | (13.2) |

| ( thousands)                               | December 31, |          | For the year ended |        |
|--------------------------------------------|--------------|----------|--------------------|--------|
|                                            | 2014         | 2013     | Change             | %      |
| <b>Service revenue</b>                     |              |          |                    |        |
| Lotto                                      | 424,932      | 407,612  | 17,320             | 4.2    |
| Instant tickets                            | 370,165      | 377,434  | (7,269)            | (1.9)  |
| Lottery                                    | 795,097      | 785,046  | 10,051             | 1.3    |
| <b>Lotto ( millions)</b>                   |              |          |                    |        |
| Core wagers                                | 6,170.6      | 5,678.5  | 492.1              | 8.7    |
| Wagers for late numbers                    | 458.7        | 654.2    | (195.5)            | (29.9) |
|                                            | 6,629.3      | 6,332.7  | 296.6              | 4.7    |
| <b>Instant Tickets</b>                     |              |          |                    |        |
| Total sales (in millions)                  | 9,403.3      | 9,573.8  | (170.5)            | (1.8)  |
| Total tickets sold (in millions)           | 1,902.9      | 1,970.8  | (67.9)             | (3.4)  |
| Average price point                        | 4.94         | 4.86     | 0.08               | 1.6    |
| <b>Machine Gaming ( millions)</b>          |              |          |                    |        |
| VLT wagers                                 | 5,599.9      | 6,458.5  | (858.6)            | (13.3) |
| AWP wagers                                 | 4,510.9      | 4,532.4  | (21.5)             | (0.5)  |
| Total wagers                               | 10,110.8     | 10,990.9 | (880.1)            | (8.0)  |
| <i>(Installed at the end of December)</i>  |              |          |                    |        |
| VLT s installed                            | 10,956       | 10,596   | 360                | 3.4    |
| AWP machines installed                     | 65,316       | 70,203   | (4,887)            | (7.0)  |
| Total machines installed                   | 76,272       | 80,799   | (4,527)            | (5.6)  |
| <b>Sports Betting ( millions)</b>          |              |          |                    |        |
| Fixed odds sports betting and other wagers | 893.3        | 778.5    | 114.8              | 14.7   |
| <b>Interactive Gaming ( millions)</b>      |              |          |                    |        |
| Interactive gaming wagers                  | 1,812.2      | 1,990.9  | (178.7)            | (9.0)  |

## GTECH S.P.A. AND SUBSIDIARIES

## NET FINANCIAL POSITION

| ( thousands)                             | 2014             | December 31,<br>2013 | Change           |
|------------------------------------------|------------------|----------------------|------------------|
| Cash at bank                             | 256,757          | 416,787              | (160,030)        |
| Cash on hand                             | 4,427            | 2,331                | 2,096            |
| <b>Cash and cash equivalents</b>         | <b>261,184</b>   | <b>419,118</b>       | <b>(157,934)</b> |
| <b>Current financial receivables</b>     | <b>10,386</b>    | <b>12,273</b>        | <b>(1,887)</b>   |
| Capital Securities                       | 747,658          | 46,406               | 701,252          |
| Dividends payable                        | 129,594          |                      | 129,594          |
| Other                                    | 193,613          | 190,444              | 3,169            |
| <b>Current financial debt</b>            | <b>1,070,865</b> | <b>236,850</b>       | <b>834,015</b>   |
| <b>Net current financial debt (cash)</b> | <b>799,295</b>   | <b>(194,541)</b>     | <b>993,836</b>   |
| Facilities                               | 721,938          | 150,446              | 571,492          |
| 2010 Notes (due 2018)                    | 484,837          | 496,128              | (11,291)         |
| 2012 Notes (due 2020)                    | 472,229          | 492,851              | (20,622)         |
| Capital Securities                       | 45,207           | 743,803              | (698,596)        |
| 2009 Notes (due 2016)                    |                  | 756,558              | (756,558)        |
| Other                                    | 61,972           | 62,074               | (102)            |
| <b>Non current financial debt</b>        | <b>1,786,183</b> | <b>2,701,860</b>     | <b>(915,677)</b> |
| <b>Net financial position</b>            | <b>2,585,478</b> | <b>2,507,319</b>     | <b>78,159</b>    |

**GTECH S.P.A. AND SUBSIDIARIES****DEBT**

| ( thousands)                                | 2014             | December 31,<br>2013 |
|---------------------------------------------|------------------|----------------------|
| <b>Long-term debt, less current portion</b> |                  |                      |
| Revolving Credit Facilities                 | 721,938          |                      |
| 2010 Notes (due 2018)                       | 484,837          | 496,128              |
| 2012 Notes (due 2020)                       | 472,229          | 492,851              |
| Capital Securities                          | 45,280           | 743,803              |
| 2009 Notes (due 2016)                       |                  | 756,558              |
| Facilities                                  |                  | 150,446              |
| Other                                       | 1,454            | 1,474                |
|                                             | 1,725,738        | 2,641,260            |
| <b>Short-term borrowings</b>                |                  |                      |
| Short-term borrowings                       | 8,895            | 851                  |
|                                             | 8,895            | 851                  |
| <b>Current portion of long-term debt</b>    |                  |                      |
| Capital Securities                          | 747,585          | 46,406               |
| 2010 Notes (due 2018)                       | 24,549           | 24,549               |
| 2012 Notes (due 2020)                       | 14,408           | 14,408               |
| Revolving Credit Facilities                 | 189              |                      |
| Facilities                                  |                  | 125,901              |
| 2009 Notes (due 2016)                       |                  | 2,926                |
| Other                                       | 147              | 306                  |
|                                             | 786,878          | 214,496              |
| <b>Total debt</b>                           | <b>2,521,511</b> | <b>2,856,607</b>     |

**GTECH S.P.A. AND SUBSIDIARIES****INTEREST EXPENSE**

| ( thousands)                | For the three months ended<br>December 31, |          | For the year ended<br>December 31, |           |
|-----------------------------|--------------------------------------------|----------|------------------------------------|-----------|
|                             | 2014                                       | 2013     | 2014                               | 2013      |
| Capital Securities          | (16,133)                                   | (16,133) | (64,531)                           | (64,531)  |
| Bridge facility             | (24,524)                                   |          | (41,753)                           |           |
| 2009 Notes (due 2016)       | (6,651)                                    | (9,374)  | (34,501)                           | (37,395)  |
| 2010 Notes (due 2018)       | (7,238)                                    | (6,928)  | (28,041)                           | (27,696)  |
| 2012 Notes (due 2020)       | (4,945)                                    | (4,631)  | (18,852)                           | (18,509)  |
| Facilities                  | (1,997)                                    | (2,889)  | (9,183)                            | (11,360)  |
| Revolving Credit Facilities | (2,280)                                    |          | (2,280)                            |           |
| Other                       | (1,237)                                    | (1,971)  | (5,070)                            | (3,583)   |
|                             | (65,005)                                   | (41,926) | (204,211)                          | (163,074) |

**OPERATING SEGMENT INFORMATION**

| ( thousands)              | For the three months ended<br>December 31, |         | For the year ended<br>December 31, |           |
|---------------------------|--------------------------------------------|---------|------------------------------------|-----------|
|                           | 2014                                       | 2013    | 2014                               | 2013      |
| <b>Operating Segments</b> |                                            |         |                                    |           |
| Italy                     | 434,490                                    | 450,104 | 1,745,180                          | 1,737,090 |
| Americas                  | 261,474                                    | 238,392 | 988,703                            | 994,085   |
| International             | 113,375                                    | 84,492  | 335,222                            | 331,117   |
|                           | 809,339                                    | 772,988 | 3,069,105                          | 3,062,292 |
| Purchase accounting       | 147                                        | 132     | 548                                | 542       |
|                           | 809,486                                    | 773,120 | 3,069,653                          | 3,062,834 |

| ( thousands)              | For the three months ended<br>December 31, |          | For the year ended<br>December 31, |          |
|---------------------------|--------------------------------------------|----------|------------------------------------|----------|
|                           | 2014                                       | 2013     | 2014                               | 2013     |
| <b>Operating Segments</b> |                                            |          |                                    |          |
| Italy                     | 92,515                                     | 114,568  | 543,467                            | 499,661  |
| Americas                  | 25,191                                     | 20,484   | 88,599                             | 122,164  |
| International             | 34,717                                     | 10,242   | 73,756                             | 50,655   |
|                           | 152,423                                    | 145,294  | 705,822                            | 672,480  |
| Corporate support         | (39,710)                                   | (27,383) | (83,170)                           | (56,065) |
| Purchase accounting       | (15,742)                                   | (14,126) | (55,623)                           | (57,283) |
|                           | 96,971                                     | 103,785  | 567,029                            | 559,132  |

## GTECH S.P.A. AND SUBSIDIARIES

## OPERATING SEGMENT INFORMATION

| ( thousands)              | Depreciation                               |        | Depreciation                       |         |
|---------------------------|--------------------------------------------|--------|------------------------------------|---------|
|                           | For the three months ended<br>December 31, |        | For the year ended<br>December 31, |         |
|                           | 2014                                       | 2013   | 2014                               | 2013    |
| <b>Operating Segments</b> |                                            |        |                                    |         |
| Italy                     | 20,145                                     | 21,304 | 74,280                             | 75,395  |
| Americas                  | 36,086                                     | 33,799 | 135,730                            | 136,566 |
| International             | 5,484                                      | 4,907  | 19,507                             | 18,885  |
|                           | 61,715                                     | 60,010 | 229,517                            | 230,846 |
| Corporate support         | 3,886                                      | 4,865  | 14,940                             | 16,321  |
| Purchase accounting       | 787                                        | 1,588  | 5,020                              | 7,432   |
|                           | 66,388                                     | 66,463 | 249,477                            | 254,599 |

| ( thousands)              | Amortization                               |        | Amortization                       |         |
|---------------------------|--------------------------------------------|--------|------------------------------------|---------|
|                           | For the three months ended<br>December 31, |        | For the year ended<br>December 31, |         |
|                           | 2014                                       | 2013   | 2014                               | 2013    |
| <b>Operating Segments</b> |                                            |        |                                    |         |
| Italy                     | 37,546                                     | 36,559 | 145,639                            | 139,977 |
| Americas                  | 1,642                                      | 1,452  | 6,136                              | 1,452   |
| International             | 154                                        | 1      | 154                                | 3       |
|                           | 39,342                                     | 38,012 | 151,929                            | 141,432 |
| Corporate support         | 380                                        | 96     | 832                                | 406     |
| Purchase accounting       | 15,103                                     | 10,088 | 53,575                             | 47,846  |
|                           | 54,825                                     | 48,196 | 206,336                            | 189,684 |

| ( thousands)              | Impairment loss (recovery), net            |       | Impairment loss (recovery), net    |       |
|---------------------------|--------------------------------------------|-------|------------------------------------|-------|
|                           | For the three months ended<br>December 31, |       | For the year ended<br>December 31, |       |
|                           | 2014                                       | 2013  | 2014                               | 2013  |
| <b>Operating Segments</b> |                                            |       |                                    |       |
| International             | (1,091)                                    | 5,470 | 229                                | 3,445 |
|                           | (1,091)                                    | 5,470 | 229                                | 3,445 |
| Purchase accounting       |                                            | 2,613 | (2,424)                            | 2,613 |
|                           | (1,091)                                    | 8,083 | (2,195)                            | 6,058 |

**GTECH S.P.A. AND SUBSIDIARIES**

**GEOGRAPHIC INFORMATION**

| ( thousands)         | For the year ended December 31, |           |
|----------------------|---------------------------------|-----------|
|                      | 2014                            | 2013      |
| <b>Total Revenue</b> |                                 |           |
| Italy                | 1,753,422                       | 1,752,545 |
| United States        | 800,396                         | 719,918   |
| United Kingdom       | 77,732                          | 72,843    |
| Canada               | 33,352                          | 117,860   |
| Other                | 404,751                         | 399,668   |
|                      | 3,069,653                       | 3,062,834 |

| ( thousands)              | December 31, |           |
|---------------------------|--------------|-----------|
|                           | 2014         | 2013      |
| <b>Non-Current Assets</b> |              |           |
| United States             | 3,668,770    | 3,298,051 |
| Italy                     | 1,622,020    | 1,784,834 |
| United Kingdom            | 94,960       | 60,177    |
| Sweden                    | 71,651       | 80,533    |
| Other                     | 159,256      | 153,863   |
|                           | 5,616,657    | 5,377,458 |

## GTECH S.p.A.

## STATEMENT OF FINANCIAL POSITION

(thousand of euro)

|                                                              | December<br>31, 2014 | December<br>31, 2013 |
|--------------------------------------------------------------|----------------------|----------------------|
| <b>ASSETS</b>                                                |                      |                      |
| <b>Not current assets</b>                                    |                      |                      |
| System, equipment and other assets related to contracts, net | 59,113               | 80,093               |
| Goodwill                                                     | 436,662              | 622,897              |
| Intangible assets, net                                       | 20,156               | 20,799               |
| Investments in associates and other companies                | 3,631,727            | 3,739,733            |
| Equity investments                                           | 896                  | 632                  |
| Other non-current assets                                     | 275,480              | 601,052              |
| <b>Total non-current assets</b>                              | <b>4,424,035</b>     | <b>5,065,205</b>     |
| <b>Current assets</b>                                        |                      |                      |
| Inventories                                                  | 1,825                | 2,395                |
| Trade and other receivables                                  | 1,553,841            | 96,413               |
| Current financial assets                                     | 158,362              | 193,731              |
| Other current assets                                         | 24,686               | 10,241               |
| Cash and cash equivalents                                    | 10,038               | 158,559              |
| <b>Total current assets</b>                                  | <b>1,748,753</b>     | <b>461,338</b>       |
| <b>TOTAL ASSETS</b>                                          | <b>6,172,787</b>     | <b>5,526,543</b>     |
| <b>LIABILITIES</b>                                           |                      |                      |
| <b>Equity</b>                                                |                      |                      |
| Share capital                                                | 174,976              | 173,992              |
| Legal Reserve                                                | 34,798               | 34,491               |
| Share premium reserve                                        | 1,651,498            | 1,717,261            |
| Treasury shares                                              | (40,211)             |                      |
| Other reserves                                               | 1,061,975            | 75,586               |
| Profit (loss) carried forward                                | 7,549                | 27,198               |
| Net income                                                   | 142,730              | 34,339               |
| <b>Total equity</b>                                          | <b>3,033,315</b>     | <b>2,062,867</b>     |
| <b>Not current liabilities</b>                               |                      |                      |
| Long-term debt, less current portion                         | 1,158,633            | 2,586,794            |
| Staff severance fund (TFR fund)                              | 7,156                | 6,144                |
| Deferred income taxes                                        | 99,224               | 89,738               |
| Long-term provisions                                         | 1,184                | 170                  |
| <b>Total non-current liabilities</b>                         | <b>1,266,197</b>     | <b>2,682,846</b>     |
| <b>Current liabilities</b>                                   |                      |                      |
| Trade and other payables                                     | 146,182              | 118,336              |
| Short-term borrowings                                        | 855,086              | 519,474              |
| Current portion of long-term debt                            | 785,170              | 88,290               |
| Other current liabilities                                    | 70,870               | 51,288               |
| Income taxes payable                                         | 15,967               | 3,443                |
| <b>Total current liabilities</b>                             | <b>1,873,275</b>     | <b>780,831</b>       |

**TOTAL EQUITY AND LIABILITIES**

**6,172,787**

**5,526,543**

**- GTECH S.p.A.****INCOME STATEMENTS***(thousand of euro)*

|                                                        | <b>December 31,<br/>2014</b> | <b>December<br/>31,<br/>2013</b> |
|--------------------------------------------------------|------------------------------|----------------------------------|
| Revenues                                               | 418,962                      | 402,784                          |
| Other revenues                                         | 162,309                      | 141,273                          |
| <b>Total revenues</b>                                  | <b>581,271</b>               | <b>544,057</b>                   |
| Capitalization of internal construction costs - labour | (1,475)                      | (2,839)                          |
| Raw material, services and other costs                 | 199,198                      | 202,334                          |
| Personnel costs                                        | 120,197                      | 116,983                          |
| Depreciations and amortizations                        | 38,024                       | 30,116                           |
| Credit writedown                                       | (3)                          | 60                               |
| <b>Total costs</b>                                     | <b>355,941</b>               | <b>346,654</b>                   |
| <b>Unusual operating costs</b>                         | <b>7,169</b>                 |                                  |
| <b>Operating income</b>                                | <b>218,162</b>               | <b>197,403</b>                   |
| Dividends                                              | 203,079                      | 42,390                           |
| Equity income (loss)                                   | 914                          | 659                              |
| Interest incomes and other incomes                     | 22,820                       | 22,391                           |
| Interest expenses and other expenses                   | (182,086)                    | (165,656)                        |
| Foreign exchange gains (loss)                          | 129                          | (111)                            |
| Unusual financial expenses, net                        | (64,678)                     |                                  |
|                                                        | (19,821)                     | (100,327)                        |
| Financial assets value adjustments                     | (3,833)                      |                                  |
| <b>Gross income</b>                                    | <b>194,507</b>               | <b>97,076</b>                    |
| Income tax expense                                     | (51,777)                     | (62,737)                         |
| <b>Net income</b>                                      | <b>142,730</b>               | <b>34,339</b>                    |

## GTECH S.p.A.

## CASH FLOW STATEMENT

(Euros)

|                                                          | For the year ended December 31, |               |
|----------------------------------------------------------|---------------------------------|---------------|
|                                                          | 2014                            | 2013          |
| <b>Net cash flows from operating activities</b>          | 217,781,936                     | 168,946,220   |
| <b>Cash flows from investing activities</b>              |                                 |               |
| Dividends collected from reserves                        |                                 | 45,695,516    |
| Dividends collected from net income                      | 203,729,262                     | 43,189,813    |
| Unpaid purchases                                         | 7,309,392                       | 19,251,113    |
| Proceeds from sale of assets                             | 45,456                          | 266,836       |
| Guarantees                                               | 35,280                          | 150,301       |
| Venture capital investment                               | (1,374,424)                     | (793,552)     |
| Reserve payments to Related Parties                      | 54,272,396                      | (4,100,000)   |
| Purchases last exercises, paid in the current exercise   | (10,048,756)                    | (8,225,246)   |
| Purchases of intangible assets                           | (10,023,735)                    | (14,400,467)  |
| Purchases of fixed assets                                | (5,818,101)                     | (20,989,646)  |
| Capital increases                                        | (30,690,000)                    |               |
| Companies constitution                                   | (638,885)                       |               |
| Piano di Buy Back                                        | (40,211,262)                    |               |
| <b>Net cash flow from investing activities</b>           | 166,586,623                     | 60,044,668    |
| <b>Cash flows from financing activities</b>              |                                 |               |
| Related party receivables                                | 371,349,560                     | (129,250,047) |
| Dividends paid                                           | (130,525,003)                   | (125,919,946) |
| Interests paid on Capital Securities                     | (61,875,000)                    | (61,875,000)  |
| Interests paid on Euro Bond 750 (due 2016)               | (40,313,000)                    | (40,312,500)  |
| Interests paid on Euro Bond 500 (due 2018)               | (26,875,000)                    | (26,875,000)  |
| Redemption Euro Bond 750 (due. 2016)                     | (810,402,000)                   |               |
| Related party liabilities                                | 88,849,636                      | (8,932,104)   |
| Financial lease paid                                     | (6,972,394)                     | (7,201,516)   |
| Interests paid on Euro Bond 500 (due 2020)               | (17,500,000)                    | (4,315,000)   |
| Revolver Facility commissions                            | (1,793,637)                     | (1,282,828)   |
| Other interests paid                                     | (921,778)                       | (827,600)     |
| SW Holding S.p.A. quotes                                 | (72,183,236)                    |               |
| Revolver line                                            | 150,000,000                     |               |
| Debt related to Bridge Facility not paid                 | 13,972,910                      |               |
| Interests paid on Revolver Facility                      |                                 | (29,500)      |
| Bank liabilities                                         | 8,201,793                       | 703,298       |
| Interests on receivables                                 | 279,272                         | 789,978       |
| Swap option collected                                    |                                 | 4,131,529     |
| Stock options                                            | 3,818,826                       | 15,745,330    |
| <b>Net cash flow from (used in) financing activities</b> | (532,889,051)                   | (385,450,906) |
| Net increase (decrease) in cash and cash equivalents     | (148,520,492)                   | (156,459,479) |
| Cash and cash equivalents at the beginning of the year   | 158,558,735                     | 315,018,214   |
| <b>Cash and cash equivalents at the end of the year</b>  | 10,038,243                      | 158,558,735   |