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NEWS RELEASE

GTECH S.p.A. LAUNCHES AN OFFER AND A CONSENT SOLICITATION IN RESPECT OF THE SUBORDINATED NOTES DUE 2066

ROME, ITALY and PROVIDENCE, RHODE ISLAND (US) ï December 18, 2014 ï GTECH S.p.A. ("**GTECH**" or the "**Issuer**") announced today its invitation to holders (the "**Holders**") of its ú750,000,000 Subordinated Interest-Deferrable Capital Securities due 2066 (Regulation S ISIN XS0254095663 and Rule 144A ISIN XS0254095747) (the "**Capital Securities**") to:

(a) tender any and all Capital Securities for purchase by the Issuer for cash (the "**Offer**"); and

(b) consider and, if thought fit, approve the Proposals (as defined below), by separate Extraordinary Resolutions pursuant to the Conditions and the Trust Deed (the "**Consent Solicitation**").

The Offer and the Consent Solicitation are made on the terms and subject to the conditions set out in the invitation memorandum dated 18 December 2014 (the "**Invitation Memorandum**").

Description of the Capital Securities	ISINs	Outstanding nominal amount	Amount subject to the Offer	Purchase Price	Early Tender Premium	Consent Fee for both Extraordinary Resolutions**	Total Consideration*
ú750,000,000 Subordinated Interest-Deferrable Capital Securities due 2066	Regulation S ISIN: XS0254095663 Rule 144A ISIN: XS0254095747	ú750,000,000	Any and all	105.75 per cent. of the aggregate principal amount of such Capital Securities	3.00 per cent. of the aggregate principal amount of such Capital Securities	0.25 per cent. of the aggregate principal amount of such Capital Securities	109.25 per cent. of the aggregate principal amount of such Capital Securities, plus Accrued Interest

** The Total Consideration (which includes the Purchase Price, the Early Tender Premium, Accrued Interest and, if the Payment Condition is satisfied, the Consent Fee) is only available to Holders submitting a Tender Instruction prior to the Early Tender Deadline.*
*** Subject to the terms and conditions set out herein, Holders are eligible to receive a Consent Fee of 0.25 per cent. of the aggregate principal amount of the Capital Securities which are voted in favour of each Extraordinary Resolution*

The Offer

Subject to the offer restrictions set out in this announcement and the Invitation Memorandum, the Offer is being made in respect of any and all of the outstanding Capital Securities. If the Issuer accepts any valid tenders of Capital Securities for purchase pursuant to the Offer, it will accept all such offers that have been made. Capital Securities that are not accepted for purchase pursuant to the Offer will remain outstanding.

The purchase price payable for the Capital Securities accepted for purchase in the Offer (the "**Purchase Price**") will be 105.75 per cent. of the aggregate principal amount of such Capital Securities. In respect of any Capital Securities accepted for purchase, the Issuer will also pay any interest accrued and unpaid on the relevant Capital Securities from (and including) the interest payment date for such Capital Securities immediately preceding 23 January 2015 (the "**Settlement Date**") to (but excluding) the Settlement Date (the "**Accrued Interest**"). The Purchase Price and the Accrued Interest will be paid on the Settlement Date.

Early Tender Premium

Each Holder which validly offers its Capital Securities for purchase in the Offer by 5:00 p.m. (CET) on 7 January 2015 (the "**Early Tender Deadline**") (and does not subsequently revoke such offer) will, if such Capital Securities are accepted for purchase, receive on the Settlement Date a further cash payment (the "**Early Tender Premium**") in addition to the Purchase Price and the Accrued Interest, as additional consideration for the purchase of the relevant Capital Securities, of 3.00 per cent. of the aggregate principal amount of such Capital Securities.

By offering to tender its Capital Securities, a Holder will vote in favour of both Extraordinary Resolutions at the Meeting provided it has submitted its Tender Instruction by 5:00 p.m. (CET) on 14 January 2015 (the "Consent Expiration Deadline"). Any Tender Instructions received after the Consent Expiration Deadline will be treated as an offer to tender Capital Securities only and any votes included in such Tender Instruction will not be taken into account for the purposes of the Meeting. Any such Holder will not be eligible to receive the Consent Fee.

The Consent Solicitation

Concurrently, the Issuer is soliciting consents from the Holders to approve the Proposals at the Meeting. The Holders of the Capital Securities are called in a meeting on 19 January 2015, on first call, and, if necessary, on 20 January 2015 and 21 January 2015, on second and third call respectively, at 6:00 p.m. (CET) in each case, for the purpose of considering and, if thought fit, passing two Extraordinary Resolutions to:

(i) acknowledge that Condition 6.7 (*Replacement*) of the Capital Securities does not apply in relation to the Offer ("**Proposal 1**"); and

(ii) approve amendments to the Conditions and the Trust Deed as set out in the draft Supplemental Trust Deed to (a) reflect the change in the jurisdiction of incorporation of the Issuer pursuant to the Merger and to remove provisions which are no longer relevant or applicable as a result of such change of jurisdiction, including but not limited to those only applicable to Italian companies; (b) remove commercial terms that are no longer relevant and amend certain other provisions to align these with the customary terms of similar securities issued under English law (including amendments to the quorum required to pass an Extraordinary Resolution and to incorporate certain protections in favour of the Trustee); and (c) clarify that Condition 6.7 (*Replacement*) of the Capital Securities is not intended to be a contractual term of the Capital Securities and is instead only an indication of the Issuer's intention ("**Proposal 2**" and together with Proposal 1, the "**Proposals**").

Subject to the terms and condition specified in the Invitation Memorandum including the Payment Condition being satisfied, the Consent Fee will be payable for votes in favour of each Extraordinary Resolution. In order to be eligible for the Consent Fee, a Holder must deliver or procure the delivery of a valid Tender Instruction or a valid Consent Instruction including a vote in favour of one or both of the Extraordinary Resolutions (which is not validly revoked) by the Consent Expiration Deadline. The Consent Fee will be 0.25 per cent. of the aggregate principal amount of the Capital Securities which are voted in favour of each Extraordinary Resolution.

All valid Tender Instructions submitted by the Consent Expiration Deadline will, subject as described in the Invitation Memorandum, include a vote in favour of both Extraordinary Resolutions. As a result, subject always to satisfaction of the Payment Condition, a Holder who validly submits a Tender Instruction by the Consent Expiration Deadline will receive a payment of the Consent Fee in respect of its vote in favour of both Extraordinary Resolutions, provided such instruction is not validly revoked, resulting in an aggregate Consent Fee of 0.5 per cent. of the aggregate principal amount of the Capital Securities which are the subject of such Tender Instruction.

The notice of meeting has been published on the website of the Luxembourg Stock Exchange (www.bourse.lu), on the Issuer's website, together with the relevant documentation (www.gtech.com ï section entitled "Governance ï Documents and Reports ï Governance Documents ï Shareholdersô and Noteholdersô Meetings ï Meeting of Holders of Capital Securities January 19-20-21, 2015"), as well as on the "1info" central storage device (www.1info.it), and has been distributed to the Holders through Euroclear and Clearstream. An extract from the notice has been published in Italian in "Il Sole 24Ore" on 18 December 2014.

Full details of the Offer and the Consent Solicitation are set out in the Invitation Memorandum, copies of which are available from Lucid Issuer Services Limited acting as tender agent or Georgeson S.r.l. acting as information agent.

Related news releases: July 16; September 23; October 1, 4 and 23; November 4, 7 and 25; December 2 and 10, 2014

Disclaimer

This announcement must be read in conjunction with the Invitation Memorandum. This announcement and the Invitation Memorandum contain important information (including the risk factors described in the Invitation Memorandum) which should be read carefully before any decision is made with respect to the Offer and the Consent Solicitation. If any Holder is in any doubt as to the action it should take, it is recommended to immediately seek its own financial advice, including tax advice relating to the consequences resulting from the Offer and the Consent Solicitation from its broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee, solicitor, accountant or other independent financial or legal adviser. Any Holder whose Capital Securities are held on its behalf by a broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee must contact such entity if it wishes to tender such Capital Securities pursuant to the Offer and the Consent Solicitation. None of the Issuer, the Dealer Managers, the Trustee, the Principal Paying and Transfer Agent, the Tender Agent or the Information Agent, or any of their respective directors, officers, employees or agents, makes any recommendation whether Holders should participate in the Offer or approve the Proposals described in this Invitation Memorandum.

Offer and Distribution Restrictions

This announcement and the Invitation Memorandum do not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this announcement and the Invitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Invitation Memorandum comes are required by each of the Issuer, the Dealer Managers and the Tender Agent to inform themselves about and to observe any such restrictions.

United Kingdom
The communication of this announcement and the Invitation Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Financial Promotion Order**")) or persons who are within Article 43(2)

of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France

The Offer is not being made, directly or indirectly, to the public in the Republic of France ("**France**"). Neither this announcement, the Invitiation Memorandum nor any other documents or materials relating to the Offer have been or shall be distributed to the public in France and only (i) qualified investors (*investisseurs qualifiés*) acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, and/or (iii) legal entities whose total balance sheet exceeds ú5 million, or whose total annual turnover or revenues exceed ú5 million, or which manage assets in excess of ú5 million, or whose average annual headcount exceeds 50 persons, all as defined in, and in accordance with, Articles L. 341-2 1°, L. 411-2, D. 341-1 and D. 411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offer. This announcement and the Invitation Memorandum and any other document or material relating to the Offer have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Italy

None of the Offer, this announcement, the Invitation Memorandum or any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("**CONSOB**"). The Offer is being carried out in the Republic of Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**"), and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999 (the "**Issuer's Regulation**"). Holders, or beneficial owners of the Capital Securities that are located in Italy, can tender some or all of their Capital Securities pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Capital Securities, the Offer, this announcement, the Invitation Memorandum or any other documents or materials relating to the Offer.

General

Neither this announcement, the Invitation Memorandum nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Capital Securities (and tenders of Capital Securities for purchase pursuant to the Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer

shall be deemed to be made by the Dealer Managers or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

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 IGT, GTECH, Georgia Worldwide 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 NewCo, IGT and GTECH 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," "shall", "continue", "estimate," "expect," "forecast," "future," "guidance," "intend," "may," "will," "possible," "potential," "predict," "project" or the negative or other 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 GTECH's 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 partiesôcontrol. 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 partiesô critical accounting estimates and legal proceedings; and the partiesôinternational 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 partiesôbusinesses, including those described in NewCo's Form F-4 and other documents filed from time to time with the Securities and Exchange Commission (the "**SEC**") and those described in GTECHôs 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 IGTôs 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 persons acting on its 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. On October 1, 2014, NewCo has filed with the SEC a registration statement on Form F-4, as amended, 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 under the name "Georgia Worldwide". 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 WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT IGT, GTECH, NEWCO, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and shareholders will be 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. In addition, investors and shareholders will be 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 ï which exceeds the thresholds for "significant transactions" pursuant to the Regulation ï 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). 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 held 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

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 IGTôs directors and executive officers is contained in IGTôs Annual Report on Form 10-K for the year ended September 28, 2013 and its Proxy Statement on Schedule 14A, dated January 24, 2014, which are filed with the SEC.

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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 2013, GTECH had approximately ú3.1 billion in revenues and 8,600 employees with operations in approximately 100 countries on six continents. For more information, please visit www.gtech.com.

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