



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE LOTTERY.COM, INC.  
STOCKHOLDERS LITIGATION

Consolidated  
C.A. No. 2023-0395-MTZ

**[REVISED] [PROPOSED] SCHEDULING ORDER WITH  
RESPECT TO NOTICE AND SETTLEMENT HEARING**

WHEREAS, the Settling Parties<sup>1</sup> have made application, pursuant to Court of Chancery Rule 23(e), for an Order approving the proposed settlement of the Trident Claims<sup>2</sup> in the above-captioned action (the “Action”) in accordance with the Stipulation entered into by the parties on November 15, 2024, and for a dismissal of the Trident Claims on the merits with prejudice upon the terms and conditions set forth in the Stipulation (the “Settlement”);

WHEREAS, the Stipulation contemplates certification by this Court of a class in the Action, solely for purposes of settlement;

WHEREAS, the Court has read and considered the Stipulation and the accompanying documents; and

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<sup>1</sup> Unless otherwise defined, all capitalized terms used herein are intended to have the same meaning and definition as set forth in the Stipulation and Agreement of Settlement, Compromise and Release entered into by the parties on November 15, 2024 (the “Stipulation”).

<sup>2</sup> The “Trident Claims” are the claims in the Action for breaches of fiduciary duties against Marat Rosenberg, Vadim Komissarov, Ilya Ponomarev, Edward S. Verona, and Michael Wilson (the “Defendants”) and Thomas Gallagher, Gennadii Butkevych, Oleksii Tymofiev, and VK Consulting, Inc. (the “Non-Appearing Defendants,” collectively, with the Defendants, the “Trident Defendants”) in their various capacities as directors, officers, and controllers of Trident Acquisition Corp. (“Trident”).

WHEREAS, all parties have consented to the entry of this Order;

**NOW, THEREFORE, IT IS HEREBY ORDERED** this \_\_\_\_ day of \_\_\_\_\_, 2024 that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. For purposes of the Settlement only, and pending the Settlement Hearing (defined below), the Action is provisionally certified as a non-opt-out class action pursuant to Court of Chancery Rule 23, on behalf of all record and beneficial holders of Trident Common Stock who held such stock as of the redemption deadline on October 26, 2021 (the “Redemption Date”), through the Closing of the Merger on October 29, 2021 (the “Class Period”), and their respective successors in interest and assigns, but excluding (a) all defendants in the Action; (b) members of the immediate family of any individual defendant in the Action; (c) any person who was a manager or managing member of any defendant during the Class Period and any members of their immediate family; (d) any parent, subsidiary, or affiliate of any defendant; (e) any entity in which any defendant or any other excluded person or entity has, or had during the Class Period, a controlling interest; and (f) the legal representatives, agents, affiliates, heirs, estates, successors, or assigns of any such excluded party. For purposes of Settlement only, Edward Knolls, Tim A. Weisheipl, Jared Polisher, and Peter Feurerer (the “Plaintiffs”), shall be provisionally certified

as the representative of the Class, and Grant & Eisenhofer P.A., Scott+Scott Attorneys at Law LLP, and Levi & Korsinsky LLP (“Plaintiffs’ Counsel”) shall be designated class counsel.

3. A hearing (the “Settlement Hearing”) shall be held on \_\_\_\_\_, 2025 at \_\_\_\_\_.m., in the Leonard L. Williams Justice Center, Wilmington, Delaware, 19801, to:

(a) Determine whether the provisional class action certification herein should be made final;

(b) Determine whether the Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of the Class;

(c) Determine whether an Order and Final Judgment should be entered pursuant to the Stipulation;

(d) Consider Plaintiffs’ Counsel’s application for an award of attorneys’ fees and expenses;

(e) Hear and determine any objections to the Settlement or Plaintiffs’ Counsel’s application for an award of attorneys’ fees and expenses; and

(f) Rule on such other matters as the Court may deem appropriate.

4. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys’

fees, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over this Action to consider all further applications arising out of or connected with the proposed Settlement.

5. The Court reserves the right to approve the Stipulation and the Settlement, at or after the Settlement Hearing, with such modifications as may be consented to by the Parties and without further notice to the Class, and retains jurisdiction over this Action to consider all further applications arising out of or connected with the proposed Settlement.

6. The Court approves, in form and content, the Notice of Pendency and Proposed Settlement of Stockholder Class Action, Settlement Hearing and Right to Appear (the “Notice”) attached as Exhibit B to the Stipulation and finds that the mailing by standard mailing or postcard and distribution of the Notice substantially in the manner and form set forth in this Order meets the requirements of Court of Chancery Rule 23 and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

7. The Court approves A.B. Data, Ltd. as the Settlement Administrator to provide notice to the Class and administer the Settlement, including the allocation and distribution of the Settlement Fund.

(a) Beginning not later than ten (10) business days from the date of entry of this Order (such date that is ten (10) business days after the date of entry of this Order, the “Notice Date”), the Settlement Administrator shall cause the Notice, substantially in the form attached as Exhibit B to the Stipulation, to be delivered to each Class Member via the DTC Participant appearing in the Securities Transfer Records. All record holders of stock who hold such stock on behalf of beneficial owners and who receive the Notice shall be requested to either: (i) within seven (7) calendar days of receipt of the Notice, request from the Settlement Administrator sufficient copies of the Notice to forward to all such beneficial owners, and within seven (7) calendar days of receipt of those Notices, forward them to all such beneficial owners; or (ii) within seven (7) calendar days of receipt of the Notice, provide a list of the names, addresses, and, if available, email addresses of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail the Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought.

(b) Not later than the Notice Date, the Settlement Administrator shall cause the Stipulation, the Notice, and the Summary Notice (substantially in the form attached as Exhibit C to the Stipulation) to be posted on the Settlement website, [tridentstockholderssettlement.com](http://tridentstockholderssettlement.com), from which copies of the Stipulation, Notice, and Summary Notice may be downloaded. The Settlement Administrator shall likewise cause the Summary Notice to be published in the Investor's Business Daily.

(c) All Notice Costs and Administration Costs shall be paid in accordance with the Stipulation without further order of the Court.

(d) Plaintiffs' Counsel is authorized and directed to prepare any tax returns and any other tax reporting form for or in respect of the Settlement Fund, to pay from the Settlement Fund any Taxes and Tax Expenses owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and Tax Expenses and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

(e) At least 10 business days before the Settlement Hearing provided for in Paragraph 3 of this Order, the Plaintiffs shall file proof, by affidavit, of the delivery of the Notice.

8. Any member of the Class who objects to the class action determination, the Settlement, the Order and Final Judgment to be entered in the Action, and/or Plaintiffs' Counsel's application for fees and expenses, or otherwise wishes to be heard (the "Objector"), may appear personally or by counsel at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that no member of the Class may be heard and no briefs, pleadings, or other documents submitted by or on behalf of any member of the Class shall be considered by the Court, except by Order of the Court for good cause shown, unless, not later than 10 business days prior to the Settlement Hearing, copies of (a) a written notice of intention to appear, identifying the name, address, and telephone number of the Objector and, if represented, their counsel, (b) proof of membership in the Class, (c) a written statement of such person's objections to any matter before the Court, (d) the grounds for such objections and any reasons for such person's desiring to appear and be heard, and (e) all documents and writings such person desires the Court to consider, shall be filed with the Court of Chancery and, on or before such filing, served electronically via LexisNexis e-service, by hand, or by overnight mail upon the following counsel:

Christine M. Mackintosh, Esquire  
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*Plaintiffs' Counsel*

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*Defendants' Counsel*

9. Unless the Court otherwise directs, no member of the Class shall be entitled to object to the Settlement, or to the Order and Final Judgment to be entered herein, or to the award of attorneys' fees and expenses to Plaintiffs' Counsel, or otherwise to be heard, except by serving and filing written objections as prescribed in Paragraph 8. Any person who fails to object in the manner provided above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this Action or in any other action or proceeding.

10. Plaintiffs shall file and serve their opening brief in support of the Settlement and its application for attorneys' fees and expenses no later than 30 business days prior to the Settlement Hearing. Any objections to the application for attorneys' fees and expenses shall be filed and served no later than 15 business days prior to the Settlement Hearing. If any objections to the Settlement are received or filed, Plaintiffs and/or Defendants may file and serve a brief response to those objections no later than five business days prior to the Settlement Hearing.



11. If the Court approves the Settlement provided for in the Stipulation following the Settlement Hearing, judgment shall be entered substantially in the form attached as Exhibit D to the Stipulation.

12. In the event that: (a) the Court declines, in any material respect, to enter the Order and Final Judgment provided for in the Stipulation and any one of the Parties hereto fails to consent to the entry of another form of order in lieu thereof; (b) the Court disapproves the Settlement proposed in the Stipulation, including any amendments thereto agreed upon by all of the parties; or (c) the Court approves the Settlement proposed in the Stipulation or any amendment thereto approved by all of the parties, but such approval is reversed or substantially modified on appeal and such reversal or modification becomes final by a lapse of time or otherwise; then, in any of such events, the Stipulation, the Settlement proposed in the Stipulation (including any amendments thereof), the provisional Class certification herein, any actions taken or to be taken with respect to the Settlement proposed in the Stipulation, and the Order and Final Judgment to be entered shall be of no further force or effect, shall be null and void, and shall be without prejudice to any of the Parties hereto, who shall be restored in all respects to their respective positions existing prior to the execution of the Stipulation, except for the obligation of the Company to pay for any expenses incurred in connection with the Notice and administration provided for by this Scheduling Order. For purposes of this

provision, a disallowance, modification, or reversal of the fees and/or expenses sought by Plaintiffs' Counsel shall not be deemed a disapproval, modification, or reversal of the Settlement or the Order and Final Judgment.

13. The Stipulation, and any negotiations, statements, or proceedings in connection therewith, shall not be construed or deemed evidence of, a presumption, concession, or admission by any Released Person or any other person of any fault, liability, or wrongdoing as to any facts or claims alleged or asserted in the Action or otherwise, or that Plaintiffs or Plaintiffs' Counsel, the Class, or any present or former stockholders of the Company, or any other person, has suffered any damage attributable in any manner to any Released Party. The Stipulation, and any negotiations, statements, or proceedings in connection therewith, shall not be offered or admitted in evidence or referred to, interpreted, construed, invoked, or otherwise used by any person for any purpose in the Action or otherwise, except as may be necessary to enforce or obtain Court approval of the Settlement.

14. All proceedings in the Action against the Trident Defendants, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Plaintiffs and all members of the Class, and any of them, are hereby barred and enjoined from asserting, commencing, prosecuting, assisting, instigating, or in any way

participating in the commencement or prosecution of any action asserting any Released Plaintiffs' Claims, either directly, representatively, derivatively, or in any other capacity.

15. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Class members.

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Vice Chancellor Morgan T. Zurn