



Lottery.com Inc. (Nasdaq: LTRY) Q&A

Q. How many shares of Lottery.com stock do the Company's officers currently hold?

The executive team owns approximately 30% of the outstanding stock of Lottery.com Inc. (the "Company" or "Lottery.com"). The Co-Founders, Tony DiMatteo and Matt Clemenson, each own nearly 6.3 million shares. This concentration of holdings helps align management and shareholder interests.

Q. Do executives plan to sell shares following the expiration of the lockup?

The Company's executive team believes in the long-term value of Lottery.com, as evidenced by the large number of shares they hold. While no one has a crystal ball, and plans may change in the future, no member of the executive team has plans to sell equity following expiration of the lockup.

Q. How will I know if a director or officer has bought or sold shares?

Directors and officers of public traded companies are required file a Form 4 with the SEC anytime they buy, sell or otherwise deal in Company stock within two business days after completing the transaction. These filings are posted on our investor relations website under SEC Filings.

Q. Have directors sold stock recently? I see that Form 4s were filed earlier this month.

They have not sold stock. Five of our independent directors filed Form 4s to report the initial stock grants made to them in consideration of their joining our Board.

Q. Do you expect to file additional Form 4s in the near future?

Equity grants are compensation and, like all compensation, the Company is required to remit a certain amount of taxes on equity compensation on the employee's behalf. The employee can ask the Company to either "sell to cover" – which means they sell enough shares to cover the taxes – or "hold to cover" – which means the Company takes back from the employee just enough shares to cover the taxes and places them in treasury.

We expect to file Form 4s to report that the Company "held to cover" for the vesting of equity under grants that were made to some of our employees. These Form 4s will be made on a regular basis as their equity continues to vest.



Q. Can you explain Ryan Dickinson's compensation of \$35M for 2021?

Ryan worked at Lottery.com for four years prior to the business combination without receiving an equity award. At the time of the business combination, he and several other executives received equity grants in recognition of the service, efforts and roles. Nearly all of the \$35M of 2021 compensation reported for Ryan was in equity, valued near the date of our business combination at \$14.75 per share; note that we also reported that award was valued at \$6.6M as of April 15, 2022.

Q. Can officers and executives of the Company buy or sell shares at any time?

No, they are restricted from buying or selling shares of Lottery.com in accordance with the SEC insider trading rules. Our trading window is closed for an extended period prior to, and for a few days after, our quarterly results are announced, or any other time these individuals possess material non-public information about the Company. There is an insider trading policy that sets out all the requirements and prohibitions for trading by officers, executives and employees of the Company.

Forward Looking Statements

This document contains statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements, other than statements of present or historical fact included in this document, regarding Lottery.com's strategy, future operations, prospects, plans and objectives of management, are forward-looking statements. When used in this document, the words "could," "should," "will," "may," "believe," "anticipate," "intend," "estimate," "expect," "project," the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. Except as otherwise required by applicable law, Lottery.com disclaims any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this document. Lottery.com cautions you that these forward-looking statements are subject to numerous risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of Lottery.com. In addition, Lottery.com cautions you that the forward-looking statements contained in this document are subject to the following factors: (i) changes in applicable laws or regulations; (ii) those factors discussed under the heading "Risk Factors" in the Form 10-K filed by Lottery.com with the SEC on April 1, 2022, and the other documents filed, or to be filed, by Lottery.com with the SEC. Should one or more of the risks or uncertainties described in this document materialize or should underlying



assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. Additional information concerning these and other factors that may impact the operations and projections discussed herein can be found in the reports that Lottery.com has filed and will file from time to time with the SEC. These SEC filings are available publicly on the SEC's website at www.sec.gov.