

Dear Shareholder

30 January 2025

Invitation to a Special Meeting of Shareholders 13 March 2025

Gentoo Media Inc. ('Gentoo' or the 'Company') would like to invite its shareholders to a Special Meeting of Shareholders. The meeting will take place at 7A Posthuset, Vasagatan 28, Stockholm, Sweden, on Thursday 13 March 2025 at 11:00 local time.

The formal Notice for the meeting is enclosed with the following agenda:

1. Presentation of the business of the meeting
2. Voting on the resolutions specified in the Notice

The meeting is called to approve to delist the Company's shares from Euronext Oslo Børs. The Company will maintain the listing of the shares on Nasdaq Stockholm. In the Board of Director's opinion, liquidity in the Company's shares and thereby shareholder value will benefit from being traded on Nasdaq Stockholm only.

Since 2019, the shares of Gentoo have been dual listed on Euronext Oslo Børs and Nasdaq Stockholm. Shareholders have had the possibility to trade in the share on both exchanges and also across the exchanges. The Company has seen a shift in investor focus from Norway to Sweden, which at the time of the dual listing was already a hub for the iGaming industry. As a result of the listing in Stockholm, the Company was put closer to its peer group with increased visibility in the market. In parallel, the number of holders of shares on Euronext Oslo Børs has gradually decreased, in part due to such shareholders have moved their shares to Nasdaq Stockholm. Liquidity in the shares trading in Oslo has also been limited. In addition, the Company believes that liquidity in the shares trading on Nasdaq Stockholm could benefit from the shares not being dual listed in Oslo and Stockholm.

On this basis, the Board of Directors has resolved to initiate a process to delist the Company's shares from Euronext Oslo Børs while maintaining the listing of the shares trading on Nasdaq Stockholm. The Board anticipates that this may improve the overall liquidity in the share and enhance shareholder value.

A delisting is subject to a resolution by the shareholders and to Euronext Oslo Børs approving an application to delist the shares. Subject to shareholder approval, an application to delist will be submitted after the shareholder meeting, and given an approval from Euronext Oslo Børs, a delisting is expected to be effected by the end of Q2 2025. The Company's share registry will continue in the Norwegian Central Securities Depository (Euronext Securities Oslo – 'VPS') with the shares held in Euroclear Sweden mirrored via a nominee account in the VPS. Thus, shareholders are not required to take any action to move their shares in connection with the delisting. Upon delisting of the shares trading in Oslo, the Company will apply for listing of the shares on NOTC.

The following documents are enclosed in this invitation:

- Notice of Special Meeting of Shareholders 13 March 2025
- Attendance and Proxy forms for the Special Meeting of Shareholders

We kindly ask shareholders to notify their attendance by 16:00 CET on 11 March 2025 as per the details stated in the Notice. Shareholders are encouraged to attend by proxy by completing and signing the proxy form and returning it to reach the relevant addressee no later than by 16:00 CET on 11 March 2025. Please note there are different addressees depending on the shares being registered in Norway or in Sweden. Proxy and attendance forms are also available on the Company's website: www.gentoomedia.com/shareholder-meetings.

The Notice of the Special Meeting of Shareholders will be sent to all shareholders registered in the Euronext Securities Oslo as of 30 January 2025.

Right to attendance and voting

Shareholders who wish to attend and vote at the Special Meeting of Shareholders must:

- (i) be registered in the Euronext Securities Oslo or in the Euroclear Sweden AB register depending on where the shares are held, no later than on 5 March 2025. This date of registration also applies to shareholders with shares registered in nominee accounts with Euroclear Sweden AB, who must contact their custodian bank or broker well in time to have their shares temporarily re-registered in their own name in order to participate in the Special Meeting of Shareholders.
- (ii) notify their attendance in writing by submitting the attached attendance form no later than by 16:00 CET on 11 March 2025. Notification shall include the shareholder's name, email address, telephone number and registered shareholding. Address for shareholders with shares registered in Norway: info@equro.com or Equro Issuer Services AS, Billingstadsletta 13, 1396 Billingstad, Norway, telephone number for queries: + 47 66773730. Address for shareholders with shares registered in Sweden: generalmeetingservice@euroclear.com or Gentoo Årsstämma, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 84029223. Shareholders may also notify Gentoo by email to: agm@g2m.com.
- (iii) shareholders who are not attending the Special Meeting of Shareholders in person, can attend by proxy by submitting the attached proxy form no later than by 16:00 CET on 11 March 2025. Address for shareholders with shares registered in Norway: info@equro.com or Equro Issuer Services AS, Billingstadsletta 13, 1396 Billingstad, Norway, telephone number for queries: +47 66773730. Address for shareholders with shares registered in Sweden: generalmeetingservice@euroclear.com or by mail to Gentoo Årsstämma, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 84029223.

Yours sincerely,



Mikael Riese Harstad
Chairman

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

GENTOO MEDIA INC. ('Gentoo' or 'Company')

**c/o The Corporation Trust Company, 1209 Orange St
Wilmington, Delaware 19801, USA**

The shareholders of Gentoo Media Inc. are hereby invited to a Special Meeting of Shareholders to be held on Thursday 13 March 2025 at 11:00 CET at 7A Posthuset, Vasagatan 28, Stockholm, Sweden.

Proposed Agenda

The Board of Directors propose that the Special Meeting of Shareholders conducts the following business:

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Presentation and approval of the Agenda
4. Election of two persons to certify and sign the minutes
5. Establish that the Meeting has been duly convened
6. To consider and approve to delist the Company's shares from Euronext Oslo Børs
7. Closing of the Special Meeting of Shareholders

The Company's share register is with Euronext Securities Oslo (VPS). Only holders of Common Stock of Gentoo as registered in the VPS register, either directly or through nominee or custody accounts including Euroclear Sweden, are entitled to notice of and to vote at this meeting and any adjournments of this meeting. As of the date of this Notice, the Company has issued 134,753,520 shares, and in the Special Meeting of Shareholders, each share carries one vote. Holders of Common Stock of Gentoo as registered in the VPS register as of the close of business on 30 January 2025 are entitled to notice of this meeting and any adjournments of this meeting. Beginning ten (10) days prior to the meeting, a list of shareholders will be available for examination during regular business hours, by any shareholder, or the shareholder's attorney agent, at the Company's principal place of business.

For shareholders not attending the Special Meeting of Shareholders, a Proxy Form is enclosed. In such case, shareholders are encouraged to complete and return the Proxy as indicated on the Proxy.

30 January 2025

By order of the Board of Directors
Mikael Riese Harstad, Chairman

Gentoo Media Inc.

Proxy for Special Meeting of Shareholders

The undersigned shareholder of Gentoo Media Inc. ("Gentoo" or the "Company") hereby appoints _____ (if left blank, the chairman of the meeting) with full power of substitution, as attorney and proxy of the undersigned to appear at Gentoo's Special Meeting of Shareholders on 13 March 2025 at 11:00 local time at 7A Posthuset, Vasagatan 28, Stockholm, Sweden, and at any and all adjournments thereof, and to act at such meeting for the undersigned and vote all _____ (if left blank, all my shares) shares of common stock of Gentoo owned by the undersigned, with all the power the undersigned would possess if personally present at the meeting, as follows:

Please make your votes as in this example. If not marked, you vote **For** all proposals.

<u>Proposal*</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
2. To elect the Chairman of the Board, Mikael Riese Harstad, as chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve to delist the Company's shares from Euronext Oslo Børs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To vote and otherwise represent the undersigned on any other matter that may properly come before the meeting or any adjournment or postponement thereof in the discretion of the proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If a is not placed in one of the empty boxes for any resolution, it will be considered a vote **For** that resolution.

The undersigned shareholder may revoke this proxy at any time before the votes are cast by delivering to the Secretary of the Company either a written revocation of the proxy or a duly executed proxy bearing a later date, or by appearing at the Special Meeting and voting in person. This Proxy shall expire immediately following the end of the Special Meeting of Shareholders and any adjournments thereof, but not later than one month from the date hereof. The undersigned shareholder hereby acknowledges receipt of the Notice of the Special Meeting of Shareholders.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY TO REACH THE ADDRESSEE NO LATER THAN 16:00 CET ON 11 MARCH 2025. For shareholders with shares registered with Euronext Securities Oslo (VPS), please send proxy to Equro Issuer Services AS, email: info@equro.com or Billingstadsletta 13, 1396 Billingstad, Norway. For shareholders with shares registered with Euroclear Sweden AB, please send proxy to: generalmeetingservice@euroclear.com or Gentoo Årsstämma, c/o Euroclear Sweden, Box 191, 10123 Stockholm, Sweden.

Please note that to be considered a valid vote, shares must be registered with Euronext Securities Oslo or with Euroclear Sweden AB no later than 5 March 2025.

This Proxy is solicited on behalf of the Board of Directors

Date: _____

Registered holder / Name in block letters

Signature

Signatory / Full Name in block letters

When signing as executor, administrator, trustee, guardian, attorney-in-fact or other fiduciary, please give title as such. When signing as corporation, please sign in full corporate name by President or other authorised officers. If you sign for a partnership, please sign in partnership name by an authorised person.

**Gentoo Media Inc.
("Gentoo" or the "Company")**

NOTIFICATION OF ATTENDANCE

Special Meeting of Shareholders

The shareholder below is hereby notifying the Company of its participation and exercising the voting rights for all of the shareholder's shares in Gentoo Media Inc. at the Special Meeting of Shareholders on 13 March 2025.

Name of the shareholder	
Number of shares (if left blank, all my shares)	
Email	Phone number
Place and date	
Signature*	
Clarification of signature	

* If signing for a company, a clarification of signature shall be included above and an up to date certificate of incorporation (or the equivalent) shall be enclosed to the completed proxy form.

Please mark, sign, date and return this attendance form promptly to reach the addressee no later than 16:00 CET on 11 March 2025. For shareholders with shares registered with Euronext Securities Oslo (VPS), please send proxy to Equro Issuer Services AS, email: info@equro.com or Billingstadsletta 13, 1396 Billingstad, Norway. For shareholders with shares registered with Euroclear Sweden AB, please send proxy to: generalmeetingservice @euroclear.com or Gentoo Årsstämma, c/o Euroclear Sweden, Box 191, 10123 Stockholm, Sweden.

Please note that to be considered a valid vote, shares must be registered with Euronext Securities Oslo or with Euroclear Sweden AB no later than 5 March 2025.