

Gentoo Media Inc.

Proposals from the Nomination Committee

Gentoo Media Inc.'s Nomination Committee consists of Lukasz Wojciak, committee chair (representing MJ Foundation), Lukasz Borkowski (representing ZJ Foundation) and André Lavold (representing Optimus Invest Limited).

The Nomination Committee has had frequent meetings and conducted several interviews with both existing and potential board members in order to analyse the Board of Directors' work during the past year and thereby fulfil the requirements posed on the committee. The Nomination Committee notes that the Board of Directors functions well and its work during the past year has been satisfactory. The Nomination Committee considers that the new Board of Directors proposed herein has an appropriate composition in relation to the Company's operation, phase of development, its shareholder composition and other relevant circumstances pertaining to the Company. The Nomination Committee also considers that the proposed Board of Directors has an adequate breadth of competence, experience and background.

Number of members of the Board of Directors

The Nomination Committee proposes seven (7) members of the Board of Directors.

Members of the Board of Directors

For the period until the next Annual Meeting of Shareholders, the Nomination Committee proposes that:

- Mikael Riese Harstad, Hesam Yazdi, Cristina Romero de Alba, Mateusz Juroszek, Nicholas Batram and Tomasz Juroszek are to be re-elected as members of the board.
- Jesper Ribacka is to be elected as new member of the board
- Mikael Harstad is to be re-elected as the Chairman of the Board

Jesper Ribacka is an experienced entrepreneur and tech investor with over 15 years of expertise in digital marketing, search engine optimization (SEO) and affiliate business models. He founded and developed Sweden's largest betting affiliate, Ribacka Group AB, which was acquired by Better Collective in 2018. Since then, he has operated as an independent tech investor, deploying private capital in VC-level opportunities and co-investing alongside a trusted network. His investment portfolio includes multiple successful exits. He brings a results-driven approach to business, with a strong emphasis on user and customer insight to gain competitive advantage. His passion lies in identifying innovative digital solutions and leveraging his experience in fast-evolving industries. The nomination committee believes his broad industry experience and professional network will contribute valuable insight, energy, and strategic perspective to Gentoo Media. Ribacka is a Swedish citizen born in 1990, and holds 5,802,772 shares in Gentoo Media directly and through capital insurance funds.

Remuneration to the Board of Directors

The Nomination Committee has decided to propose to adjust the current remuneration to the Board of Directors. The remuneration of the Chairman of the Board of Directors is proposed to be EUR 93,000 per annum, and the remuneration to the other members of the Board of Directors is proposed to be EUR 41,000 per annum each.

The Nomination Committee proposes the remuneration to the Board Committees shall continue to be paid in accordance with the following:

- (i) Audit Committee Chair: EUR 10,000
- (ii) Audit Committee members: EUR 5,000 each
- (iii) Remuneration Committee Chair: EUR 5,000
- (iv) Remuneration Committee members: EUR 2,500 each
- (v) ESG & Compliance Committee Chair: EUR 5,000
- (vi) ESG & Compliance Committee members: EUR 2,500 each

Principles for the composition and appointment of the Nomination Committee

The Nomination Committee proposes that the Annual Meeting of Shareholders resolves the following principles for the composition of the Nomination Committee:

The Nomination Committee shall consist of not less than three and not more than four members. The members shall represent all shareholders. Each of the Company's three largest shareholders of as per 31 August 2025 shall have the right to appoint one member each to the Nomination Committee.

Should any of the three largest shareholders waive their right to appoint a representative, or their representative resign from the Nomination Committee, or when members of the Nomination Committee representing shareholders who are no longer among the three largest shareholders resign, the opportunity to appoint a member of the Nomination Committee shall thereafter be passed on in order of the largest shareholding.

The three members appointed by the largest shareholders may decide, by simple majority, to appoint a fourth member to the Nomination Committee. If such fourth member is a member of the Board of Directors, such member cannot run for re-election as member of the Board of Directors upon expiry of his/her current term as a Board member.

The names of the members of the Nomination Committee shall be announced no later than the date of the publication of the Company's interim report for the third quarter 2025. The members of the Nomination Committee shall appoint the chairman of the Nomination Committee. No remuneration will be paid to the members of the Nomination Committee.

The Nomination Committee shall make proposals on the following agenda points at the Annual Meeting of Shareholders:

- (i) A proposal on the Chairman of the meeting
- (ii) A proposal on the composition of the Board of Directors
- (iii) A proposal on the Chairman of the Board
- (iv) A proposal on fees for the board members and for the Chairman of the Board
- (v) A proposal on remuneration for work in board committees
- (vi) A proposal on auditors
- (vii) A proposal on fees for the company's auditors
- (viii) A proposal on the composition and appointment of the Nomination Committee

29 April 2025

Lukasz Wojciak,
Chair of the Nomination Committee