

Dear Shareholder

**Invitation to the Annual Meeting of Shareholders 27 May 2025**

Gentoo Media Inc. ('Gentoo') would like to invite its shareholders to the Annual Meeting of Shareholders. The meeting will take place at KG10, Kungsgatan 8, 111 43 Stockholm, Sweden, on Tuesday 27 May 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 the financial statements for the year ended 31 December 2024, to elect the Board of Directors, to approve the principles for appointment of the Nomination Committee, to consider and approve the remuneration to the Board of Directors, to consider and approve an authority to the Board of Directors to buy back shares and to increase the number of authorised shares.

The following documents are enclosed in this invitation:

- Notice of Annual Meeting of Shareholders 27 May 2025
- Information on resolutions related to agenda items
- Attendance and Proxy forms for the Annual Meeting of Shareholders

We kindly ask shareholders to notify their attendance by 12:00 CET on 26 May 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 12:00 CET on 26 May 2025. Please note there are different addressees depending on the shares being registered in Norway or in Sweden. Proxy forms are available on [www.gentoomedia.com/shareholder-meetings](http://www.gentoomedia.com/shareholder-meetings).

The Notice of the Annual Meeting of Shareholders will be sent to all shareholders registered in the Euronext Securities Oslo registry (VPS) as of 29 April 2025. The 2024 Annual Report can be found on the Company's website at [www.gentoomedia.com/reports-and-presentations](http://www.gentoomedia.com/reports-and-presentations).

In addition, a hard copy of the 2024 Annual Report may be provided at no charge, and shareholders wishing to obtain a hard copy can make a written request to the Company via email: [agm@g2m.com](mailto:agm@g2m.com) or to Gentoo Media, Nannasgade 28, 2200 Copenhagen N, Denmark.

## Right to attendance and voting

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

- (i) be registered in the Euronext Securities Oslo registry in Norway or in the Euroclear Sweden AB registry depending on where the shares are held, no later than on 19 May 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 Annual Meeting of Shareholders.
- (ii) notify their attendance in writing by submitting the attached attendance form no later than by 12:00 CET on 26 May 2025. Notification shall include the shareholder's name, email address, telephone number and registered shareholding.
- (iii) shareholders who are not attending the Annual Meeting of Shareholders in person, can attend by proxy by submitting the attached proxy form no later than by 12:00 CET on 26 May 2025.

Address for notification under (ii) and (iii) above for shareholders with shares registered in Norway: [info@equro.com](mailto:info@equro.com) or Equro Issuer Services AS, Billingstadsletta 13, 1396 Billingstad, Norway, tel: +47 66773730. Address for shareholders with shares registered in Sweden: [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or Gentoo Årsstämma, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, tel: +4684029223. Shareholders may also notify the Company by email: [agm@g2m.com](mailto:agm@g2m.com).

Yours sincerely,



Mikael Harstad  
Chairman

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

### GENTOO MEDIA INC.

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

The shareholders of Gentoo Media Inc. are hereby invited to the Annual Meeting of Shareholders to be held on Tuesday, 27 May 2025 at 11:00 local time at KG10, Kungsgatan 8, 111 43 Stockholm, Sweden.

#### Proposed Agenda

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

1. Opening of the Meeting
2. Election of Chairman of the Meeting **Resolution (a)**
3. Presentation and approval of the Agenda
4. Election of two persons to certify and sign the minutes
5. Establishment that the meeting has been duly convened

#### Ordinary business

6. To consider and approve the Company's financial statements for the year ended 31 December 2024 **Resolution (b)**
7. To determine the number of Board members **Resolution (c)**
8. To elect Board members: **Resolution (d)**
  - a. To re-elect Mikael Harstad as Director of the Board and re-elect him as Chairman of the Board
  - b. To re-elect Hesam Yazdi as Director of the Board
  - c. To re-elect Cristina Romero de Alba as Director of the Board
  - d. To re-elect Mateusz Juroszek as Director of the Board
  - e. To re-elect Nicholas Batram as Director of the Board
  - f. To re-elect Tomasz Juroszek as Director of the Board
  - g. To elect Jesper Ribacka as new Director of the Board

- |     |   |                       |
|-----|---|-----------------------|
| 9.  | To determine the Board members' remuneration  | <b>Resolution (e)</b> |
| 10. | To consider and approve the principles for appointment of the Nomination Committee  | <b>Resolution (f)</b> |
| 11. | To consider and approve to give the Board of Directors authority to buy back already issued and outstanding shares in the Company and to dispose of such shares, all on such terms as the Board of Directors may deem fit, provided the Company's total holding of its own shares may not exceed 10% of the outstanding share capital of the Company at any time. The authority resolved by this resolution shall expire on the date of the 2026 Annual Meeting of Shareholders | <b>Resolution (g)</b> |
| 12. | To consider and approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares of stock which the Company is authorised to issue from one hundred and fifty million (150,000,000) to two hundred million (200,000,000).  | <b>Resolution (h)</b> |
| 13. | Closing of the Annual Meeting of Shareholders 2025  |                       |

The Company's share register is with the Euronext Securities Oslo registry. Only holders of Common Stock of Gentoo Media as registered in this registry, 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 134,707,974 shares, and in the Annual Meeting of Shareholders, each share carries one vote. Holders of Common Stock of Gentoo Media as registered in the Euronext Securities Oslo registry as of the close of business on 29 April 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 Annual Meeting of Shareholders, a form of Proxy is enclosed. In such case, shareholders are encouraged to complete, sign and return the Proxy as indicated on the Proxy.

-----

By order of the Board of Directors, Mikael Harstad, Chairman, 29 April 2025

**ANNUAL MEETING OF SHAREHOLDERS  
GENTOO MEDIA INC.  
27 May 2025**

**Information on resolutions related to agenda items**

**(a) Agenda item 2**

The Nomination Committee proposes that the Chairman of the Board, Mikael Harstad, is appointed as Chairman of the Annual Meeting of Shareholders.

**(b) Agenda item 6**

The 2024 Annual Report is available on the company's website [www.gentoomedia.com](http://www.gentoomedia.com).

**(c) Agenda item 7**

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

**(d) Agenda item 8**

The Nomination Committee has decided to propose that the Annual Meeting of Shareholders 2025 approves the following proposals regarding the election of board members for the period until the next Annual Meeting of Shareholders:

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

**New Board Member:**

*Jesper Ribacka, born 1990, Swedish citizen*

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 holds 5,802,772 shares in Gentoo Media directly and through capital insurance funds.

**(e) Agenda item 9**

The Nomination Committee has decided to adjust the current remuneration to the Board of Directors. The remuneration of the Chairman of the Board of Directors is thereby 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 Audit Committee, the Remuneration Committee and the ESG & Compliance Committee shall continue to be paid in accordance with the following:

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

**(f) Agenda item 10**

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 three largest shareholders of the Company 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

**(g) Agenda item 11**

The Board of Directors proposes that the Annual Meeting of Shareholders gives the Board of Directors authority to buy back already issued and outstanding shares in the Company and to dispose of such shares, all on such terms as the Board of Directors may deem fit. The Company's total holding of its own shares may not exceed 10% of the outstanding share capital of the Company at any time.

Acquisition of own shares may take place on one or more occasions by trading on the regulated marketplaces NASDAQ Stockholm and Euronext Oslo Børs during the period until the next Annual Meeting of Shareholders.

The Board of Directors' proposal for authorisation is intended to provide the board with greater possibilities to adapt the capital structure of the Company to the capital requirement from time to time and thus be able to contribute to increased shareholder value. In addition, the authorisation is intended to enable the Board of Directors to transfer shares in connection with acquisitions of companies through payment in the form of the Company's own shares.

**(h) Agenda item 12**

The Board of Directors proposes that the Annual Meeting of Shareholders approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing an increase in the number of shares of stock which the Company is authorised to issue from one hundred and fifty million (150,000,000) to two hundred million (200,000,000). The Board of Directors' proposal for the increase in authorised shares is to have sufficient shares available for future potential acquisitions.

The Amended and Restated Certificate of Incorporation of the Corporation will be amended by deleting the existing Article IV:

*“**ARTICLE IV:** The total number of shares of stock which the Corporation is authorised to issue is one hundred and fifty million (150,000,000) shares of Common Stock, par value of \$0.001 per share.”*

in its entirety and inserting in lieu thereof the following:

*“**ARTICLE IV:** The total number of shares of stock which the Corporation is authorised to issue is two hundred million (200,000,000) shares of Common Stock, par value of \$0.001 per share.”*

The Amended and Restated Certificate of Incorporation is available on the company's website [www.gentoomedia.com/corporate-governance](http://www.gentoomedia.com/corporate-governance).

29 April 2025  
Board of Directors  
Gentoo Media Inc.

**Gentoo Media Inc.**

**NOTIFICATION OF ATTENDANCE  
Annual 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 Annual Meeting of Shareholders on 27 May 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 12:00 CET on 26 May 2025. For shareholders with shares registered with Euronext Securities Oslo (VPS), please send proxy to Equro Issuer Services AS, email: [info@equro.com](mailto: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](mailto: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 19 May 2025.

**Gentoo Media Inc.**  
**Proxy for Annual 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 Annual Meeting of Shareholders on 27 May 2025 at 11:00 local time at KG10, Kungsgatan 8, 111 43 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 Harstad, as chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the Company's financial statements for the year ended 31 December 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To determine the number of Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. a) To re-elect Mikael Harstad as Director of the Board and re-elect him as Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Hesam Yazdi as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) To re-elect Cristina Romero de Alba as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) To re-elect Mateusz Juroszek as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) To re-elect Nicholas Batram as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) To re-elect Tomasz Juroszek as Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) To elect Jesper Ribacka as new Director of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To determine the Board members' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To determine the principles for composition and appointment of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve giving the Board authority to buy back shares as proposed in the notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation authorising an increase in the number of shares which the Company is authorised to issue from one hundred and fifty million (150,000,000) to two hundred million (200,000,000).	<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 Annual Meeting of Shareholders and voting in person. This Proxy shall expire immediately following the end of the Annual 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 Annual Meeting of Shareholders.

**Please mark, sign, date and return this proxy promptly to reach the addressee no later than 12:00 CET on 26 May 2025.** For shareholders with shares registered with Euronext Securities Oslo (VPS), please send proxy to Equoro Issuer Services AS, email: info@equoro.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 19 May 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.