



Dear Shareholder

4 September 2024

Invitation to a Special Meeting of Shareholders on 23 September 2024

Gaming Innovation Group Inc. ('GiG') 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 Monday 23 September 2024 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 split of the Company, to approve a change in the name of the Company from "Gaming Innovation Group Inc." to "Gentoo Media Inc." and to elect a new Board member to replace Steve Salmon that resigned in June.

The following documents are enclosed in this invitation:

- Notice of Special Meeting of Shareholders 23 September 2024
- Information on resolutions related to agenda items
- Attendance and Proxy forms for the Special Meeting of Shareholders

We kindly ask shareholders to notify their attendance by 14:00 CET on 20 September 2024 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 14:00 CET on 20 September 2024. Please note there are different addresses depending on the shares being registered in Norway or in Sweden. Proxy forms are available on www.gig.com/ir/corporate-governance.


The Notice of Special Meeting of Shareholders will be sent to all shareholders registered in the Norwegian VPS system as of 4 September 2024.

Right to attendance and voting

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

- (i) be registered in the VPS register in Norway or in the Euroclear Sweden AB register depending on where the shares are held, no later than on 17 September 2024. 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 14:00 CET on 20 September 2024. 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 GiG Årsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23. Shareholders may also notify GiG by email to: agm@gig.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 14:00 CET on 20 September 2024. 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 GiG Årsstämman, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, telephone number for queries: +46 8 402 92 23. Shareholders may also notify GiG by email to: agm@gig.com.

Yours sincerely,



Mikael Riese Harstad

Chairman

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

GAMING INNOVATION GROUP INC. ('GiG' or 'Company')

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

The shareholders of Gaming Innovation Group Inc. are hereby invited to a Special Meeting of Shareholders (AGM) to be held on Monday 23 September 2024 at 11:00 local time 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. Establishment that the Meeting has been duly convened
6. To consider and vote on an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing (i) a change in the par value per share of the Company's Common Stock from one dollar (USD 1.00) to one tenth of a cent (USD 0.001) and (ii) a change in the name of the Company from "Gaming Innovation Group Inc." to "Gentoo Media Inc."
7. To consider and vote on a proposal to take certain actions to effectuate the restructuring of the Company and certain of its subsidiaries and assets as further described in the Plan of Separation, attached hereto as Exhibit 1
8. To elect Tomasz Juroszek as new member of the Board of Directors
9. To consider and approve to give the Board of Directors authority to amend the Company's Amended and Restated Certificate of Incorporation to reflect the above proposals
10. Closing of the Special Meeting of Shareholders

The Company's share register is with the Norwegian VPS system. Only holders of Common Stock of GiG 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 134,588,574 shares, and in the Special

Meeting of Shareholders, each share carries one vote. Holders of Common Stock of GiG as registered in the VPS register as of the close of business on 4 September 2024 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 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 Riese Harstad, Chairman, 4 September 2024



Plan of Separation

Gaming Innovation Group Inc. (“**GiG**”) is an iGaming technology and media company that provides a variety of products and services to iGaming operators. GiG’s shares are listed on the Oslo Stock Exchange under the ticker symbol “**GiG**” and on Nasdaq Mid-Cap Market Stockholm under the ticker symbol “**GIGSEK**.” GiG operates two main business units: (i) a media division, which principally focuses on generating leads for iGaming operators through media websites and traffic-generating channels (“**Media Business**”), and (ii) a platform and sportsbook division, which develops digital products and offers managed services to online gaming companies (the “**GiG Platform**”).

The Board of Directors of GiG proposes to the shareholders a transaction whereby GiG will undergo a restructuring process in which GiG Platform will be spun off to operate as an independent public company (the “**Spinoff**”). Thereby, the assets and subsidiaries making up the GiG Platform business will be extracted from GiG through a distribution in-kind to the shareholders. This will result in Gaming Innovation Group being split into two distinct public companies which are no longer affiliated with each other. The current GiG, which is proposed to be renamed to Gentoo Media Inc., will host the Media Business, whereas the newly incorporated GiG Software PLC, will host the GiG Platform business.

The purpose of the separation is mainly the following.

- a) To make the two businesses more efficient and streamlined by focusing on one business segment only and thereby make more visible the underlying values;
- b) To have separate dedicated boards and management teams;
- c) To enable shareholders to decide whether they want to continue their exposure in both GiG Platform and the Media Business or only one of these business segments.

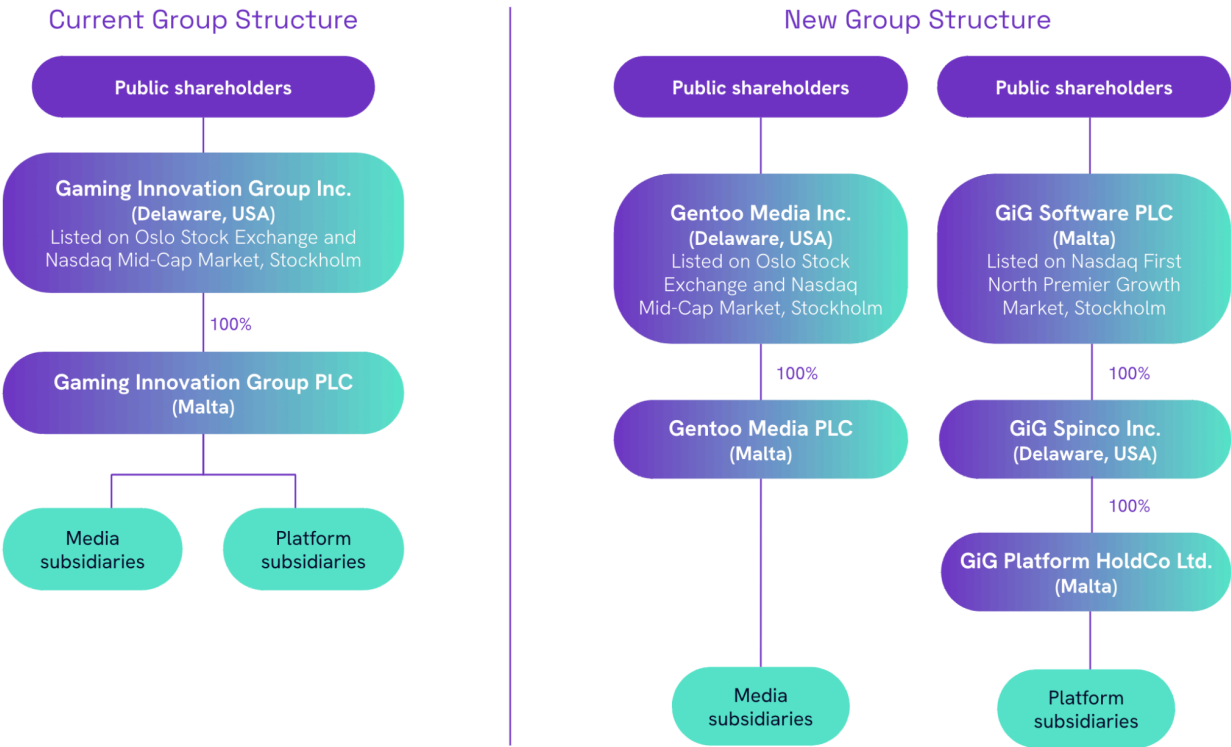
GiG has formed a new company, incorporated in Malta, GiG Software P.L.C. (“**GiG Software PLC**”), which will be owned 100% by GiG prior to the distribution, and which will acquire 100% of the GiG Platform business.

To execute the Spinoff, GiG Software PLC will issue a number of shares equivalent to the outstanding number of shares issued by GiG. These shares will be deposited with Equro Issuer Services AS who will hold the shares in the capacity of depository bank and in turn issue an equal number of Norwegian Depository Receipts (NDR) to GiG. Should the distribution be approved by the shareholders of GiG, the par value of each GiG share will be reduced from USD 1.00 to USD 0.001, and at the same time, Equro Issuer Services AS will, on behalf of GiG, transfer the NDRs to the shareholders through a non-cash special dividend. Those shareholders that currently hold shares that are listed on Nasdaq Stockholm will receive a corresponding number of Swedish Depository Receipts (SDRs) by Pareto Securities AB who is acting as depository bank in Sweden and issuer of the SDRs. The SDRs will be issued on a back

to back basis with the NDRs. A shareholder will effectively receive one NDR or SDR in GiG Software PLC for each share held in GiG (the “Distribution”). Only shareholders that hold shares in GiG on the record date will be eligible for the Distribution. The record date will be communicated separately to the shareholders by means of a public announcement by GiG.

GiG Software PLC has applied to list the SDRs on NASDAQ First North Premier Growth Market, and the distribution is anticipated to take place a few days after approval of the application. The NDRs will not be listed on a stock exchange in Norway; however holders of NDRs will have the possibility to convert these to SDRs by contacting their banks or brokers. GiG aims to list the NDRs on the Euronext NOTC market.

Following the transaction described above, the Media Business will continue in the currently listed entity that will be renamed to Gentoo Media Inc. and continue its listing on the Oslo Stock Exchange and on NASDAQ MidCap Stockholm. GiG Platform will be owned by GiG Software PLC that will have SDRs listed separately on NASDAQ First North Premium Growth Market Stockholm. Existing shareholders in GiG will own one share and one NDR/SDR in each of these companies. The current and proposed structure can be illustrated as follows:



GiG strongly encourages shareholders to consult their personal tax advisors to understand any tax implications as a consequence of the Distribution.



Gaming Innovation Group Inc.
("GiG" 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 Gaming Innovation Group Inc. at the Special Meeting of Shareholders on 23 September 2024.

Name of the shareholder	
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 attendance form.

Please mark, sign, date and return this attendance form promptly to reach the addressee no later than 14:00 CET on 20 September 2024. For shareholders with shares registered with the VPS in Norway, please send the form to: info@equro.com or Equro Issuer Services AS, Billingstadsletta 13, 1396 Billingstad, Norway. For shareholders with shares registered with Euroclear Sweden AB, please send the form to: generalmeetingservice@euroclear.com or by mail to GiG Årsstämma, c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden.

Please note that to be considered a valid vote, shares must be registered with the VPS in Norway or with Euroclear Sweden AB no later than 17 September 2024.



Gaming Innovation Group Inc.

Proxy for Special Meeting of Shareholders

The undersigned shareholder of Gaming Innovation Group Inc. ("GiG" 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 GiG's Special Meeting of Shareholders on 23 September 2024 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 GiG 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.

	Proposal*	For	Against	Abstain
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 an amendment to the Company's Amended and Restated Certificate of Incorporation authorizing (i) a change in the par value per share of the Company's Common Stock from one dollar (USD 1.00) to one tenth of a cent (USD 0.001) and (ii) a change in the name of the Company from "Gaming Innovation Group Inc." to "Gentoo Media Inc."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To approve a proposal to take certain actions to effectuate the restructuring of the Company and certain of its subsidiaries and assets as further described in the Plan of Separation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To elect Tomasz Juroszek as new member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To approve to give the Board of Directors authority to amend the Company's Amended and Restated Certificate of Incorporation to reflect the above proposals	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	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 of GiG and any adjournments thereof, but not later than one year 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 14:00 CET ON 20 SEPTEMBER 2024. For shareholders with shares registered with the VPS in Norway, please send proxy to Equro Issuer Services AS, Billingstadsletta 13, 1396 Billingstad, Norway, or email: info@equro.com. For shareholders with shares registered with Euroclear Sweden AB, please send proxy to: GiG Årsstämma, c/o Euroclear Sweden, Box 191, 10123 Stockholm, Sweden, or email: generalmeetingservice@euroclear.com.

Please note that to be considered a valid vote, shares must be registered with the VPS in Norway or with Euroclear Sweden AB no later than 17 September 2024.

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.