



Gentoo Media Inc. agrees EUR 50 million senior secured loan and secures full underwriting commitments for a planned EUR 50 million share issue to refinance its December 2026 bonds

REGULATORY NEWS · **INSIDE INFORMATION** · Nasdaq Stockholm: G2M

Gentoo Media Inc. - 1 October 2026, 08:00 CET

This information constitutes inside information that Gentoo Media Inc. (the "Company" or "Gentoo") is obliged to make public pursuant to the EU Market Abuse Regulation (Regulation (EU) No 596/2014, "MAR"). The information was submitted for publication at 08:00 CET on 1st October 2026.

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- Gentoo Media PLC, a subsidiary of the Company, has agreed a EUR 50,000,000 senior secured term loan (the "**Loan**") with the Fundacja Zbigniewa Juroszka Fundacja Rodzinna ("**ZJF**"), a major shareholder of the Company (the "**Lender**").
 - The Board of Directors of the Company (the "**Board**") plans to carry out a directed share issue of a new class of common stock targeting aggregate gross proceeds of EUR 50,000,000 (the "**Share Issue**"). The Share Issue is intended to be carried out during the fourth quarter of 2026, subject to further approvals, including the EGM approval of the increase in authorized share capital. Any decision to carry out the Share Issue and the final terms will be announced separately.
 - The Company's largest shareholders, including MJ Foundation Fundacja Rodzinna ("**MJF**") and ZJF and Betplay Capital Fundacja Rodzinna (together, the "**Backstop Providers**") have signed commitments to fully underwrite any prospective Share Issue at a subscription price per share of SEK 6.1633, up to EUR 50,000,000.
 - The Company has thereby secured commitments of in total EUR 100,000,000, an amount exceeding Gentoo Media P.L.C.'s outstanding ~EUR 91.5 million senior secured bonds 2023/2026 (the "**Bonds**").
 - The combined net proceeds of the Loan and the Share Issue are intended to be applied to repay the Company's Bonds in full on the maturity date of 18 December 2026 and to further reduce the Company's debt facilities which currently stand at EUR 16,000,000 by ~EUR 8.5 million.
 - The new capital structure returns control of the Group's cash flows to the Company: the Loan can be repaid at any time without penalty or premium, carries no equity component, and — once the Bonds are redeemed — gives the Board flexibility over time to consider returning capital to shareholders through dividends and share buybacks.
 - To enable the Share Issue, the Board intends to convene an Extraordinary General Meeting ("**EGM**") to (i) increase the number of authorized shares of the Common Stock from 200,000,000 shares to 250,000,000 shares, and (ii) authorize an additional class of common stock, \$0.001 par value per share, of the Company, to be designated "**Class Z Common Stock**," consisting of 100,000,000 shares, where the number of shares of Class Z Common Stock in issue will at no time exceed the number of authorized but unissued shares of Common Stock.

Background

Gentoo Media Inc. is the ultimate parent of the Gentoo group. The Company's existing Bonds were issued by subsidiary Gentoo Media P.L.C., with the Company and several subsidiaries as guarantor, and carry an aggregate outstanding nominal value of approximately EUR 91.5 million equivalent across a dual tranche of EUR and SEK, maturing on 18 December 2026.

The Board has, together with its advisers, evaluated refinancing alternatives ahead of the Bonds' maturity and has concluded that a combination of a new senior secured loan and a directed share issue, as described below, represents the most certain and appropriate solution for refinancing the

Bonds in full and strengthening the Company's capital structure. The refinancing process has been led by an independent Refinancing Committee of the Board ("**Committee**"), with directors affiliated with the Lender taking no part in the Board's deliberations or resolutions on the financing. During 2026, the Company, assisted by an external financial adviser, conducted a broad market process in which more than 100 potential financing providers were approached and a number of firm financing offers were received. The Committee has also obtained an independent fairness opinion from Deloitte Malta, which concluded that the pricing and other key terms of the Loan are consistent with fair market conditions and compare favourably with the executable third-party alternatives.

The Loan

Gentoo Media PLC is the borrower under a EUR 50,000,000 senior secured Loan provided by the Lender. The Loan is senior secured, ranking at least pari passu with, and not junior to, other senior secured debt of the Group. Interest accrues at EURIBOR 3M plus 7.50% per annum, payable quarterly in cash, subject to a EURIBOR floor of 2.00%. The Loan matures on 18 December 2029 with mandatory amortisation of EUR 10,000,000 on each of the first and second anniversaries and the remaining EUR 30,000,000 due at final maturity. No arrangement or set-up fee is payable in respect of the Loan. The Company may prepay the Loan, in whole or in part, at any time without penalty or premium, and the Lender receives no equity kicker, warrants, conversion rights or other equity participation in the Company in connection with the Loan. This prepayment flexibility allows the Company to reduce debt from free cash flow at its own pace and at its own discretion.

As the Lender is a major shareholder of the Company, affiliated with Board members Mateusz Juroszek and Tomasz Juroszek, the Loan constitutes a related party transaction. The terms of the Loan were evaluated and negotiated by the independent Refinancing Committee of the Board, benchmarked against the firm offers obtained in the competitive market process described above, and are supported by an independent fairness opinion from Deloitte Malta, which concluded that the pricing and other key terms of the Loan are consistent with fair market conditions. The Board, with the board members affiliated with the Lender abstaining from the relevant deliberation and resolution related to the Loan, has concluded that the terms of the Loan are on market terms for a financing of this nature and type, having regard to the Company's financial position.

The Share Issue

The Board is seeking the necessary approvals to carry out a share issue after the Company has secured signed commitments from the Backstop Providers pursuant to which they undertake to subscribe for the total number of pro-rate shares allocated to them as well as any other shares not subscribed for by other eligible shareholders ("**Backstop Shares**"), ensuring that the Share Issue will be fully subscribed and deliver the target value of EUR 50,000,000. The subscription price agreed with the Backstop Providers, in respect of both their pro rata subscription rights ("**Pro Rata Shares**") and the Backstop Shares, is SEK 6.1633, which is equal to the volume-weighted average price of the Company's shares on Nasdaq Stockholm over the 12-month period ending on the trading day immediately preceding the date of this announcement, translated into EUR at the prevailing EUR/SEK reference exchange rate (the "**Subscription Price**").

The Board is planning a directed share issue of a new class of class of common stock (see further "*EGM to approve Increase of Authorised Shares and Creation of New Class of Shares*") targeting aggregate gross proceeds of EUR 50,000,000. The Company has secured signed commitments from the Backstop Providers (the "**Underwriting Commitments**") pursuant to which any new shares not subscribed for in the Share Issue by other eligible shareholders would be subscribed for by the Backstop Providers ("**Backstop Shares**"), to ensure the Share Issue is fully subscribed. The Underwriting Commitments are subject to customary conditions, and the subscription price for the Share Issue is SEK 6.1633, which is equal to the volume-weighted average price of the Company's shares on Nasdaq Stockholm over the 12-month period ending on 30 September 2026, (the "**Subscription Price**"), and constitutes a premium of approximately 58% to the closing price of the Company's shares on Nasdaq Stockholm on 30 September 2026.

The Backstop Providers are entities affiliated with the Juroszek family, which is a major shareholder of the Company; the underwriting arrangements accordingly also constitute a related party transaction, on the same basis as noted above in respect of the Loan.

The Share Issue is intended to be carried out during the fourth quarter of 2026, subject to further approvals, including the EGM approval of the increase in authorized share capital. Any decision to carry out the Share Issue and the final terms will be announced separately.

EGM to approve Increase of Authorised Shares and Creation of New Class of Shares

To enable the Share Issue, the Board intends to convene an EGM to (i) increase the number of authorised shares of the Common Stock, \$0.001 par value per share, of the Company (the "**Common Stock**"), from 200,000,000 shares to 250,000,000 shares, and (ii) authorise an additional class of common stock, \$0.001 par value per share, of the Company, to be designated "**Class Z Common Stock**," consisting of 100,000,000 shares. Before the Share Issue, the Company's authorised share capital is comprised of 200,000,000 shares of Common Stock, of which 134,707,974 are issued and listed. The number of shares of Class Z Common Stock in issue will at no time exceed the number of authorised but unissued shares of Common Stock. Upon the lapse of the 12-month lock-up period, holders of Class Z Common Stock may require the Company to convert their shares into Common Stock. Any such conversion, and the admission to trading of the resulting shares of Common Stock, will be subject to applicable securities-law requirements, including any prospectus required in connection with admission.

Notice of the EGM, including the full agenda and proposed resolutions, will be published separately in accordance with applicable law and the Company's governing documents.

The EGM is expected to be held on 2 November 2026.

Use of proceeds

The expected combined gross proceeds of the Loan and the Share Issue of approximately EUR 100,000,000 in total are intended to be applied as follows:

Use	Amount
Repayment of the Bonds, in full	≈ EUR 91,500,000
Partial repayment of the RCF (currently drawn: EUR 16,000,000)	≈ EUR 8,500,000
Total	≈ EUR 100,000,000

The Bonds' interest payments will be funded out of the Company's cash flow.

Following the above repayment, all outstanding interest-bearing debt in the Group is expected to amount to approximately EUR 57,500,000 and will be owed to the largest shareholders of the Company.

Capital allocation and financial flexibility

The refinancing returns control of the Group's cash flows to the Company. Unlike the Bonds, the Loan can be repaid, in whole or in part, at any time without penalty or premium, allowing the Group to deleverage from free cash flow at its own pace. Following redemption of the Bonds, the Company will also have greater flexibility in its capital allocation and may — subject to the terms of the new financing, applicable law and future decisions of the Board and, where required, shareholders — over time consider returning capital to shareholders, including through dividends and share buybacks.

Comment

"This financing package puts a clear, fully-committed solution in place ahead of our December bond maturity, backed by the continued support of our largest shareholders. It allows us to repay the bond in full, reduce our existing debt and take back control of our cash flow. The new loan strengthens the Company's balance sheet and will over time give us the flexibility to return capital to shareholders, whether through dividends or share buybacks, as our Board may decide."

Jonas Warrer, Chief Executive Officer of Gentoo Media Inc.

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About Gentoo Media Inc.

Gentoo Media is a market-leading affiliate connecting operators and players in the online gambling and sports betting industry. Gentoo Media offers an array of iGaming affiliate solutions, such as paid marketing expertise and quality traffic through our prominent industry sites including AskGamblers, Time2Play, CasinoTopsOnline, WSN and Casinomeister. In 2024, Gentoo Media (formerly GiG Media) became Gentoo Media Inc. following a legal split separating the Media and Platform and Sportsbook business in Gaming Innovation Group (GiG) into two independently listed companies. Gentoo Media Inc. is listed on Nasdaq Stockholm (ticker "G2M"). www.gentoomedia.com

Important notices

Forward-looking statements

This announcement contains forward-looking statements that reflect the Company's current expectations regarding future events, including statements relating to the Loan, the Share Issue, the EGM, and the Company's future financial position and capital structure, and any future dividends, share buybacks or other returns of capital. These statements are subject to risks and uncertainties, and actual results may differ materially. The Company does not guarantee that the assumptions underlying the forward-looking statements in this announcement are free from errors, and readers should not place undue reliance on such forward-looking statements. The information, opinions and forward-looking statements contained herein speak only as of the date of this announcement and are subject to change without notice. The Company undertakes no obligation to update or revise any forward-looking statement, except as required by applicable law or Nasdaq Stockholm's rules for issuers.

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