UNOFFICIAL OFFICE TRANSLATION – IN CASE OF DISCREPANCY THE NORWEGIAN VERSION SHALL PREVAIL:

INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING I

OTELLO CORPORATION ASA
(org nr 974 529 459)

SUMMONS AND AGENDA TO EXTRAORDINARY GENERAL MEETING IN

OTELLO CORPORATION ASA
(org no 974 529 459)

Styret innkaller med dette til ekstraordinær generalforsamling i Otello Corporation ASA (heretter "**Selskapet**"). Møtet avholdes 26. mars 2021 kl. 09:00 norsk tid hos Advokatfirma Schjødt, Ruseløkkveien 14, Oslo, Norge.

The Board of Directors (the "**Board**") hereby calls for an Extraordinary General Meeting to be held by Otello Corporation ASA (the "**Company**") on 26 March 2021 at 9:00 am Norwegian time in the offices of Schjødt law-firm, Ruseløkkveien 14, Oslo, Norway.

På grunn av den pågående Covid-19 / Korona pandemien, oppfordres alle aksjonærer til ikke å møte fysisk, men i stedet å gi fullmakt til å stemme for aksjene.

Due to the ongoing Covid-19 / Corona epidemic, all shareholders are requested to not meet in person, but rather to give a proxy to vote their shares.

Vedlagt denne innkallingen som Vedlegg B er skjema for å gi fullmakt til styrets leder. Skjemaet består av to, forskjellige deler: En del hvor styrets leder (eller person utpekt av han) står fritt til å avlegge stemme i den enkelte sak på agendaen, og en del hvor aksjonæren selv krysser av for ønsket stemme i hver sak. Aksjonærene står fritt til å velge hvilken del som ønskes benyttet, og aksjonærene kan også benytte andre daterte og signerte fullmaktsskjema, hvis ønskelig.

Attached to this calling notice as Enclosure B is a form of proxy to the chairperson of the Board. The form consists of two, alternative parts: One part where the chair of the Board (or person appointed by him) is free to cast votes in each matter on the agenda, and one part where the shareholder ticks the box for the desired vote in each matter. The shareholders are free to choose which part to use and shareholders may also use other dated and signed proxy forms, if they wish.

På grunn av pandemien forventes det at Selskapets styremedlemmer, ledelse og revisor ikke vil være fysisk til stede. Representanter for styret og ledelsen, samt revisor, vil imidlertid delta per telefon, ref. nedenfor. Av samme årsak vil møtet dermed heller ikke åpnes av styrets leder. Styret har utpekt advokat Geir Evenshaug til å åpne møtet.

Due to the pandemic, it is expected that the Company's Board members, management and auditor will not be present in person at the general meeting. Representatives for the Company's Board, management, and the auditor, will, however, participate by phone, ref. below. For the same reason, the chairperson of the Board will not open the meeting. The Board has appointed attorney-at-law Geir Evenshaug to open the meeting.

Selskapet vil tilrettelegge for at aksjonærer kan ringe inn på generalforsamlingen og på den måten overvære møtet, samt få mulighet til å stille spørsmål til Selskapets representanter. Innringingsdetaljer er som følger:

The Company will arrange for shareholders to be able to call in to the general meeting and participate in the meeting, including with the opportunity to raise questions to the Company's representatives. The call-in details are as follows:

Fra PC, Mac, Linux, iOS eller Android: https://adcolony.zoom.us/j/92539946659

From PC, Mac, Linux, iOS or Android: https://adcolony.zoom.us/j/92539946659

Eller telefon:
Ring: +1 669 900 6833 (US Toll) or +1 253 215 8782 (US Toll)
UK: +44 (0) 20 3695 0088
Norway: +47 2396 0588
Germany: +49 (0) 30 3080 6188
Argentina: +54 341 512 2188
Singapore: +65 3158 7288
Turkey: +90 216 900 1866

Meeting ID: 925 3994 6659

Andre telefonnummer:
https://adcolony.zoom.us/u/adEvIWVZfW

Aksjonærer som ønsker å delta på generalforsamlingen ved oppmøte eller ved fullmakt bes om å fylle ut og returnere påmeldingsskjema i Vedlegg B innen kl 12:00 (CET) 24. mars 2021.

Det påpekes at aksjer som er registrert på en forvalterkonto iht allmennaksjeloven § 4-10 **ikke vil gis stemmerett på** generalforsamlingen. Dette innebærer at aksjonær som eier aksjer gjennom forvalter må instruere sin forvalter om å avregistrere aksjene fra forvalterkonto, og føre aksjene over på en VPS konto i aksjonærens navn. Dette må skje i tide til at utskrift fra VPS på dagen for generalforsamlingen viser at aksjene er registrert på aksjonærenes egen VPS konto.

Som nevnt ovenfor, oppfordres alle aksjonærer til ikke å møte fysisk. Dersom et større antall aksjonærer møter fysisk, kan Selskapet bli tvunget til å avlyse generalforsamlingen og kalle inn til nytt møte på et senere tidspunkt.

Innkalling til ekstraordinær generalforsamling er sendt til alle aksjeeiere i Selskapet med kjent adresse. I samsvar med Selskapets vedtekter vil denne innkallingen med alle vedlegg være tilgjengelig på Selskapets hjemmeside, www.otellocorp.com. På forespørsel til Selskapet på +47 91909145 eller e-post til petterl@otellocorp.com fra en aksjonær vil Selskapet vederlagsfritt sende aksjonæren vedleggene A og B per post.

På agendaen står følgende saker:

Or Telephone:
Dial: +1 669 900 6833 (US Toll) or +1 253 215 8782 (US Toll)
UK: +44 (0) 20 3695 0088
Norway: +47 2396 0588
Germany: +49 (0) 30 3080 6188
Argentina: +54 341 512 2188
Singapore: +65 3158 7288
Turkey: +90 216 900 1866

Meeting ID: 925 3994 6659

Other international numbers available:
https://adcolony.zoom.us/u/adEvIWVZfW

Shareholders who wish to attend the Extraordinary General Meeting, either in person or by proxy, are requested to complete and return the attendance slip in Enclosure B by noon (CET) on 24 March 2021.

Please note that shares which are registered with a nominee account pursuant to section 4-10 of the Public Limited Liability Companies Act **will not be allowed to cast votes** at the general meeting. This means that a shareholder who owns shares through a nominee must instruct its nominee to deregister the shares from the nominee account and transfer the shares to a VPS account in the name of the shareholder. This must take place in time so that a transcript from VPS at the day of the general meeting shows that the shares are registered with the shareholder's own VPS account.

As set out above, all shareholders are requested not to meet in person. If a large number of shareholders attend in person, the Company may have to cancel the general meeting, and schedule and call a new meeting at a later time.

This calling notice to the Extraordinary General Meeting has been sent to all shareholders in the Company whose address is known. In accordance with the Company's Articles of Association this calling notice with all appendices will be accessible on the Company's web page, www.otellcorp.com. Upon request to +47 91909145 or by e-mail to petterl@otellocorp.com by a shareholder, the Company will mail the appendices A and B to the shareholder free of charge.

The following items are on the agenda:

1. Åpning av møtet – Fortegnelse over møtende aksjonærer.
2. Valg av møteleder.
3. Godkjennelse av innkalling og dagsorden.
4. Valg av en person til å undertegne protokollen sammen med møteleder.
5. Godkjennelse av salg av AdColony Holding AS.
6. Avslutning.

1. ÅPNING AV MØTET

Advokat Geir Evenshaug vil åpne den ekstraordinære generalforsamlingen og foreta en fortegnelse over møtende aksjonærer.

2. VALG AV MØTELEDER

Styret har foreslått at advokat Geir Evenshaug velges som møteleder.

3. GODKJENNELSE AV INNKALLING OG DAGSORDEN

Styret foreslår at generalforsamlingen fatter følgende vedtak:

Innkalling og dagsorden godkjennes.

4. VALG AV EN PERSON TIL Å UNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER

Styret foreslår at en person som er til stede på generalforsamlingen velges til å undertegne protokollen sammen med møteleder.

5. GODKJENNELSE AV SALG AV ADCOLONY HOLDING AS

I Selskapets børsmelding datert 26. februar 2021 opplyses at Selskapet har inngått avtale med Digital Turbine, Inc. og Digital Turbine Media, Inc. om salg av alle aksjene i AdColony Holding AS, noe som innebærer avhendelse av hele AdColony virksomheten. Det er opplyst at salgssummen (inkludert normalisert arbeidskapital og kontante midler på USD 19 millioner), er USD 100 millioner som skal gjøres opp kontant på gjennomføringstidspunktet, USD 100 millioner som skal gjøres opp kontant 6 måneder etter gjennomføringstidspunktet, og en earn-out som skal gjøres opp kontant etter slutten av februar 2022 etter at Adcolonys resultater er endelig fastsatt og hvor størrelsen avhenger av fremtidige resultater. Gjennomføring av

1. Opening of the meeting – Registration of attending shareholders.
2. Election of person to chair the meeting.
3. Approval of the calling notice and the agenda.
4. Election of a person to co-sign the minutes from the meeting together with the chairperson.
5. Approval of sale of AdColony Holding AS.
6. Closing.

1. OPENING OF THE MEETING

Attorney-at-law Geir Evenshaug will open the Extraordinary General Meeting and make a registration of attending shareholders.

2. ELECTION OF PERSON TO CHAIR THE MEETING

The Board has proposed that attorney-at-law Geir Evenshaug is elected to chair the general meeting.

3. APPROVAL OF THE CALLING NOTICE AND THE AGENDA

The Board proposes that the general meeting makes the following resolution:

The calling notice and the agenda are approved.

4. ELECTION OF A PERSON TO CO-SIGN THE MINUTES FROM THE MEETING TOGETHER WITH THE CHAIRPERSON

The Board proposes that one person present at the general meeting is elected to co-sign the minutes together with the chairperson for the meeting.

5. APPROVAL OF SALE OF ADCOLONY HOLDING AS

In a stock exchange release dated 26 February 2021 from the Company, the Company announced that it has entered into an agreement with Digital Turbine, Inc. and Digital Turbine Media, Inc. to sell all of its shares in AdColony Holding AS, which will mean a divestment of the entire AdColony business. It is informed that the consideration (including a normalized working capital and a cash position of USD 19 million) is USD 100 million in cash to be paid at closing, USD 100 million in cash to be paid 6 months after closing, and an earn-out to be paid in cash after the end of February 2022 after relevant financial results are finally determined and where the size depends on future results. Closing is salget er avhengig av at visse betingelser oppfylles, hvorav godkjennelse fra Selskapets generalforsamling er en av disse.

Styrets vurdering av fordeler og ulemper ved salget fremgår i redegjørelse inntatt som Vedlegg A.

Ut fra en helhetsbetraktning har et enstemmig styre valgt å anbefaler overfor aksjonærene at salget godkjennes. Slikt vedtak krever simpelt flertall blant aksjer og stemmer som er representert på generalforsamlingen.

Forslag til vedtak:

Salg av 100 % av aksjene i AdColony Holding AS til Digital Turbine, Inc. eller et av dets heleid datterselskaper godkjennes på de vilkår som fremgår av Selskapets børsmelding datert 26. februar 2021.

6. AVSLUTNING

Selskapet er et norsk allmennaksjeselskap underlagt norsk lovgivning, derunder allmennaksjeloven og verdipapirhandelloven. Selskapet har pr dagen for denne innkallingen utstedt 138.477.429 aksjer. I Selskapets generalforsamling har hver aksje én stemme. Aksjene har også for øvrig like rettigheter.

Selskapet eier på dato for denne innkallingen 881.445 egne aksjer.

En aksjeeier har rett til å få behandlet spørsmål på generalforsamlingen. Spørsmålet skal meldes skriftlig til styret innen syv dager før fristen for innkalling til generalforsamling sammen med et forslag til beslutning eller en begrunnelse for at spørsmålet settes på dagsordenen. Har innkalling til generalforsamling allerede funnet sted, skal det foretas en ny innkalling dersom fristen for innkalling til generalforsamling ikke er ute. En aksjeeier har også rett til å fremsette forslag til beslutning.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av saker som

subject to certain conditions being met, of which approval by the Company's shareholders is one.

The Board's assessment of pros et cons associated with a sale is set out in the statement attached hereto as Enclosure A.

Based on an overall assessment, a unanimous Board has decided to recommend to the shareholders to approve the sale. Such approval requires a simple majority among the shares and votes represented at the general meeting.

Proposed resolution:

The sale of 100% of the shares in AdColony Holding AS to Digital Turbine, Inc. or a wholly-owned subsidiary thereof is approved on the terms as set out in the Company's stock exchange release dated 26 February 2021.

6. CLOSING

The Company is a Norwegian public limited liability company governed by Norwegian law, thereunder the Public Limited Liability Companies Act and the Securities Trading Act. As of the date of this calling notice, the Company has issued 138,477,429 shares. In the Company's general meeting each share has one vote. The shares have equal rights in all respects.

As at the date of this calling notice, the Company owns 881,445 treasury shares.

A shareholder has the right to put matters on the agenda of the general meeting. The matter shall be reported in writing to the Board within seven days prior to the deadline for the notice of the general meeting, along with a proposal for a draft resolution or a justification for the matter having been put on the agenda. In the event that the notice of the general meeting has already been given, a new notice shall be sent if the deadline has not already expired. A shareholder has in addition a right to put forward a proposal for resolution.

A shareholder may require directors and the general manager to furnish in the general meeting all available information about matters that may affect the er forelagt aksjeeierne til avgjørelse og Selskapets økonomiske stilling.

consideration of the adoption of the matters that have been submitted to the shareholders for decision and the Company's financial position.

Please note that the translation into English is for information purposes only and that the Norwegian text shall prevail in case of any inconsistencies.

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André Christiansen
Styrets leder / Chairman of the Board of Directors
(sign.)

Reasons for Recommendation

In evaluating the share purchase agreement entered into between Otello Corporation ASA (“Otello”) and Digital Turbine, Inc. (“Digital Turbine”) and Digital Turbine Media, Inc (the “Share Purchase Agreement”) and the sale of the shares of AdColony Holding AS and its subsidiaries (collectively, “AdColony”) contemplated thereby (the “Share Sale”), the Otello board of directors (the “Otello Board”) consulted with Otello’s senior management and Otello’s outside legal counsel and outside financial advisor. In recommending that Otello’s shareholders vote in favor of the Share Sale, the Otello Board also considered a number of factors, including the following:

the Otello Board’s knowledge of AdColony’s business, financial condition, results of operations, prospects and competitive position, and its belief that the Share Sale is more favorable to Otello’s shareholders than any other strategic alternative reasonably available with respect to AdColony, including remaining owned by Otello as a stand-alone entity;

the advice of Otello’s financial adviser, LUMA Securities (“LUMA”), to the Otello Board with respect to the value of AdColony based on various valuation methodologies (including trading statistics for Otello, equity research-based implied AdColony enterprise value, transaction comparables, discounted cash flow analysis and trading comparables);

the fact that the target purchase price of $400 million, if achieved, reflects approximately 5.8x of AdColony’s 2020 net revenues and approximately 40.6x of AdColony’s 2020 EBITDA, and reflects a greater than 100% premium to the implied market-based value of AdColony (based on certain assumptions), a premium that is even larger when calculated to exclude Otello’s significant estimated cash balance;

the advice of LUMA in respect of the comparison between the value of AdColony and the price being offered by Digital Turbine for AdColony, and the Otello Board’s belief (based, in part, on the advice of LUMA) that the purchase price being offered for AdColony compares very favorably with that of similar acquisition transactions;

the fact that Otello and LUMA had identified (and had discussions with) many potential acquirors and none of such potential acquirors were, at this time, willing to proceed at a price level competitive with the price being offered by Digital Turbine;

the fact that the purchase price is payable in cash, which allows Otello to quickly realize a fair value for its investment in AdColony and provides Otello certainty of value;

the positive market trends such as mobile and video advertising growth, balanced against the potential risks such as increased regulatory scrutiny and the potential loss or reduction of mobile identifiers;

the fact that there is no cap on the earnout consideration that may be earned by Otello, allowing Otello’s shareholders to participate in any growth of AdColony through 2021;

the terms of the Purchase Agreement, including the covenants and other provisions relating to the earnout, which in the view of the Otello Board, makes it likely that the earnout would be achieved at a high level, the covenants requiring Digital Turbine to increase its borrowing capacity by $100 million under its existing borrowing arrangement with Bank of America before closing and to complete a debt or equity financing post closing if necessary to pay the purchase price, and the closing conditions and indemnification provisions contained in the Share Purchase Agreement, the majority of which were viewed very favorably by the Otello Board;

the reasonable likelihood of the consummation of the Share Sale;

the fact that the Otello Board would be permitted, in accordance with the terms and conditions of the Share Purchase Agreement, to authorize Otello and its subsidiaries to provide information to and engage in negotiations with a third party following the receipt of a bona fide alternative acquisition proposal for AdColony that the Otello Board determines in good faith constitutes or would reasonably be expected to lead to a superior proposal (as described in the Share Purchase Agreement); and

the fact that the Share Sale is subject to approval of the shareholders of Otello.

The Otello Board also considered a number of uncertainties and risks in its deliberations concerning the Share Sale, including the following:

the fact that Digital Turbine’s current cash balance is insufficient to pay the target purchase price, and that Digital Turbine's ability to finance the transaction in the future may be impacted by changes in market conditions, other investments or transactions contemplated by Digital Turbine, and/or fluctuations in Digital Turbine’s market value, most of which has been attained in the last twelve months;

the fact that Digital Turbine has not secured financing to pay the entire target purchase price payable by it under the Share Purchase Agreement and that Digital Turbine might not be able to finance or raise the cash necessary to make all payments required to be made by it under the Share Purchase Agreement;

the possibility that the Share Sale might not be consummated, and the effect of public announcement of the Share Purchase Agreement on the operating results of AdColony;

the fact that, under the Share Purchase Agreement, a substantial part of the purchase price is payable in the future and is based on the future net revenues of AdColony;

the fact that Otello’s shareholders will not have any participation in future growth of AdColony, other than growth in net revenue in 2021 through the earnout;

the fact that the Share Purchase Agreement contains certain contractual restrictions on the conduct of AdColony’s business between the date of the Share Purchase Agreement and the closing of the transaction, subject to certain exceptions to allow AdColony to operate its business in the ordinary course;

that fact that it will not be possible to obtain warranty and indemnity insurance covering all of Otello's liability for warranties and indemnities provided by it in the Share Purchase Agreement and that any liability not covered by insurance might impact Otello's ability to distribute all proceeds from the transaction to its shareholders when such proceeds are received; and

the fact that if Digital Turbine breaches the Share Purchase Agreement, including the earnout-related provisions contained therein, Otello might be required to commence a lawsuit against Digital Turbine and it might be difficult for Otello to succeed in such lawsuit and/or get paid in full.

The Otello Board believes that, overall, the potential benefits of the Share Sale to Otello outweigh the risks concerning the Share Sale.

Ref.nr.: **Pinkode:**

Innkalling til ekstraordinær generalforsamling
Ekstraordinær generalforsamling i Otello Corporation ASA avholdes 26. mars 2021 kl 09.00 norsk tid hos Advokatfirma Schjødt, Ruseløkkveien 14, Oslo, Norge.

VEDLEGG B TIL INNKALLING EKSTRAORDINÆR GENERALFORSAMLING
–
OTELLO CORPORATION ASA

Møteseddel

På grunn av den pågående Covid-19 / Korona pandemien, oppfordres alle aksjonærer til ikke å møte fysisk, men i stedet å gi fullmakt til å stemme for aksjene. Fullmaktsskjema er vedlagt på side 2 og 3.

I det tilfellet aksjeeieren er et foretak
vil aksjeeieren være representert ved:

____
Navn
(Ved fullmakt benyttes blanketten under)

Hvis De ønsker å møte i den ekstraordinære generalforsamlingen, henstilles De om å sende denne møteseddel til Otello Corporation ASA c/o DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, NO-0021 OSLO, eller til e-post genf@dnb.no. Påmelding kan også skje fra Otello Corporation ASAs hjemmeside www.otellocorp.com eller via Investortjenester. Referansenummeret må oppgis ved påmelding. Påmeldingen må være DNB Bank Verdipapirservice i hende innen 24. mars 2021 kl. 12.00.

Undertegnede vil møte på Otello Corporation ASAs ekstraordinære generalforsamling 26. mars 2021 og avgi stemme for

________________ egne aksjer

________________ andre aksjer i henhold til vedlagte fullmakt(er)

Totalt ________________ Aksjer

Sted	Dato	Aksjeeiers underskrift **(Undertegnes kun ved eget oppmøte. Ved fullmakt benyttes side 2 eller 3)**

Ref.nr.: Pinkode:

Fullmakt uten stemmeinstruks

Dersom De selv ikke kan møte på ekstraordinær generalforsamling, kan denne fullmakt benyttes. Denne fullmaktseddelen gjelder fullmakt uten stemmeinstruks. Dersom De ønsker å avgi stemmeinstrukser, vennligst gå til side 3.

Fullmakten bes sendt til Otello Corporation ASA c/o DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, NO-0021 OSLO, eller e-post genf@dnb.no. Elektronisk innsendelse av fullmakt kan gjøres via Investortjenester. Referansenummeret må oppgis ved tildeling av fullmakt. Fullmakten må være DNB Bank Verdipapirservice i hende innen 24. mars 2021 kl. 12.00.

Undertegnede gir herved styrets leder (eller person utpekt av han) fullmakt til å møte og avgi stemme i Otello Corporation ASAs ekstraordinære generalforsamling 26. mars 2021 for alle mine/våre aksjer.

Sted	Dato	Aksjeeiers underskrift **Undertegnes kun ved fullmakt)**

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Det gjøres spesielt oppmerksom på at ved avgivelse av fullmakt skal det legges frem skriftlig og datert fullmakt fra aksjepostens reelle eier (beneficial owner).

Ref.nr.: Pinkode:

Fullmakt med stemmeinstruks

Dersom De ønsker å gi stemmeinstrukser til fullmektigen må dette skjemaet brukes. Sakslisten i fullmaktinstruksen under henviser til sakene på dagsorden for generalforsamling.

Fullmakten sendes per post til Otello Corporation ASA c/o DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, NO-0021 OSLO, eller e-post genf@dnb.no. Elektronisk innsendelse av fullmakt med stemmeinstrukser vil ikke være mulig. Fullmakten må være registrert hos DNB Bank Verdipapirservice innen 24. mars 2021 kl. 12.00.

Underegnede gir herved styrets leder (eller en person utpekt av han) fullmakt til å møte og avgi stemme for mine/våre aksjer på ekstraordinær generalforsamling i Otello Corporation ASA 26. mars 2021. Stemmegivningen skal skje i henhold til instruksjonene nedenfor. Merk at ikke avkryssede felt i agendaen nedenfor vil anses som en instruks om å stemme "for" forslagene i innkallingen, likevel slik at fullmektigen avgjør stemmegivningen i den grad det blir fremmet forslag i tillegg til eller til erstatning for forslagene i innkallingen. I det tilfellet stemmeinstruksen er uklar vil fullmektigen utøve sin myndighet basert på en fornuftig tolkning av instruksen. Dersom en slik tolkning ikke er mulig vil fullmektigen kunne avstå fra å stemme.

AGENDA EKSTRAORDINÆR GENERALFORSAMLING 26. MARS 2021	FOR	MOT	AVSTÅR
1. Åpning av styreleder, fortegnelse av møtende aksjonærer (Ingen avstemning)			
2. Valg av møteleder	☐	☐	☐
3. Godkjennelse av dagsorden og innkalling	☐	☐	☐
4. Valg av person til å medundertegne protokollen	☐	☐	☐
5. Godkjennelse av salg av AdColony Holding AS	☐	☐	☐
6. Avslutning (Ingen avstemning)			

Ovennevnte fullmektig har fullmakt til å møte og avgi stemme i Otello Corporation ASAs ekstraordinære generalforsamling 26. mars 2021 for alle mine/våre aksjer.

Sted Dato Aksjeeiers underskrift
(Undertegnes kun ved fullmakt)

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Det gjøres spesielt oppmerksom på at ved avgivelse av fullmakt skal det legges frem skriftlig og datert fullmakt fra aksjepostens reelle eier (beneficial owner).

Dersom aksjeeieren er et selskap, skal aksjeeierens firmaattest vedlegges fullmakten.

Ref. no.: **PIN code:**

Notice of Extraordinary General Meeting
An Extraordinary General Meeting in Otello Corporation ASA will be held 26 March 2021 at 09:00 Norwegian time at Schjødt law-firm, Ruseløkkveien 14, Oslo, Norway.

ENCLOSURE B
–
EXTRAORDINARY GENERAL MEETING OTELLO CORPORATION ASA

Attendance form

Due to the ongoing Covid-19 / Corona pandemic, all shareholders are requested to not meet in person, but rather to give proxy to vote the shares. Please see the voting proxies on page 2 and 3.

In the event the shareholder is a
legal entity it will be represented by:

____
Name of representative
(To grant proxy, use the proxy form below)

If you wish to attend the Extraordinary General Meeting, we kindly ask you to send this form to Otello Corporation ASA c/o DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, N-0021 Oslo, Norway, or e-mail genf@dnb.no. Attendance may also be registered on Otello Corporation ASA's homepage on www.otellocorp.com or through "Investortjenester", a service provided by most Norwegian registrars. The pin code and the reference number are required for registration. The form must be registered by DNB Bank Verdipapirservice no later than 24 March 2021 at noon/12:00 CET.

The undersigned will attend Otello Corporation ASA's Extraordinary General Meeting on 26 March 2021 and vote for

______________ own shares

______________ other shares in accordance with enclosed proxy

In total ______________ shares

Place	Date	Shareholder's signature **(If attending personally. To grant proxy, use the form below)**

Ref. no.: **PIN code:**

Proxy (without voting instructions)

If you are not able to attend the Extraordinary General Meeting, this proxy form can be used. The present proxy form relates to proxies without instructions. To grant proxy with voting instructions, please go to page 3 of this form.

We kindly ask you to send the proxy form to Otello Corporation ASA c/o DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, N-0021 Oslo, Norway, or e-mail genf@dnb.no. Web-based registration of the proxy is available through "Investortjenester", a service provided by most Norwegian registrars. The pin code and the reference number are required for registration. The proxy must reached DNB Bank Verdipapirservice no later than 24 March 2021 at noon/12:00 CET.

The undersigned hereby grants the chairperson of the Board of Directors (or a person designated by him) proxy to attend and vote at the Extraordinary General Meeting of Otello Corporation ASA on 26 March 2021 for all my/our shares.

Place	Date	Shareholder's signature **(Signature only when granting proxy)**

With regard to rights of attendance and voting we refer you to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

Ref. no.: **PIN code:**

Proxy (with voting instructions)

If you wish to give voting instruction to the proxy holder, please use the present proxy form. The items in the detailed proxy below refer to the items in the Extraordinary General Meeting agenda. We kindly ask you to send the proxy with voting instructions by mail to Otello Corporation ASA c/o DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, NO-0021 Oslo, Norway, or by e-mail genf@dnb.no. Online registration is not available for registrations of voting instructions. The proxy must reach DNB Bank Verdipapirservice no later than 24 March 2021 at noon/12:00 CET.

The undersigned hereby grants the chairperson of the Board of Directors (or a person designated by him) proxy to attend and vote at the Extraordinary General Meeting of Otello Corporation ASA on 26 March 2021 for all my/our shares. The votes shall be submitted in accordance with the instructions below. Please note that any items below not voted for (not ticked off), will be deemed as an instruction to vote "in favour" of the proposals in the notice. Any motion from the floor, amendments or replacement to the proposals in the agenda, will be determined at the proxy holder's discretion. In case the contents of the voting instructions are ambiguous, the proxy holder will base his/her understanding on a reasonable understanding of the wording of the proxy. Where no such reasonable understanding can be found, the proxy holder may at his/her discretion refrain from voting.

AGENDA EXTRAORDINARY GENERAL MEETING 26 MARCH 2021		IN FAVOUR	AGAINST	ABSTAIN
1.	Opening by the chairman of the Board – Registration of attending shareholder (NO VOTING ITEM)			
2.	Election of chairperson for the meeting	☐	☐	☐
3.	Approval of the calling notice and the agenda	☐	☐	☐
4.	Election of person to counter-sign the minutes	☐	☐	☐
5.	Approval of sale of AdColony Holding AS	☐	☐	☐
6.	Closing (NO VOTING ITEM)			

The abovementioned proxy holder has been granted power to attend and to vote for my/our shares at the Extraordinary General Meeting in Otello Corporation ASA to be held 26 March 2021.

Place Date Shareholder's signature
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting we refer you to The Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.