



## Minutes of the 19th ordinary Annual General Meeting of Talkpool AG

Venue: Talkpool AG, Gäuggelistrasse 7, 7000 Chur  
Date: Thursday, 6th of May 2021 at 10:00 o'clock

### Attending meeting

Magnus Sparrholm	Chairman of the Board
Erik Strömstedt	CEO
Gabriela Weber	Meeting secretary & Scrutineer
Josef Gabrieli	Proxy
Constantius Schreuder (remote)	Member of the Board
Jaap Groot (remote)	Member of the Board
Dennis Rubner (remote)	Member of the Board
Oliver Guggenheim (remote)	Member of the Board
Herrmann Caspers (remote)	Grant Thornton (Auditor)
Dr Nico Tschanz	Guest

The Chairman notes the following facts:

- a) The ordinary Shareholder's Meeting has been called in accordance with Art. 8.2 of the articles as follows:
- With publication in the Swiss Official Gazette of Commerce (SOGC) on the 16<sup>th</sup> April 2021
- Furthermore, a press release with publication on the company's website has been made; whereas notification in writing or by E-mail has been waived.

- b) Three (3) shareholders are present. They represent 1'843'545 Shares that have a nominal value of CHF 0.05. The representation is as follows:

- 2 Shareholders represent 1'786'545 own shares
- 0 Shareholder represents 0 shares based on an authorization by another shareholder

One (1) shareholder has used the possibility of participating through a representative:

- 0 agents represent 0 shares
- The corporate body, Erik Magnus Sparrholm, Chairman of the Board of Talkpool AG, represents 0 shares
- The independent proxy representative, MLaw Josef Gabrieli, represents 57'000 Shares
- A deposit representative isn't present

In total 1'843'545 votes, corresponding to CHF 92'177.25 nominal value, are represented.

- c) the ordinary shareholders' meeting is fully functional and capable of passing all resolutions.
- d) Additional minutes according to 702 para. 2 CO will be taken and this deed only records resolutions requiring notarization and resolutions subject to publication requirements.

There are no objections to the above statements.

1. Reviewing the minutes of the ordinary shareholder's meeting of 15<sup>th</sup> May 2020  
The board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting  
The minutes were approved unanimously.

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2. Report of the Auditor  
The Auditor Herrmann Caspers (GT) thanks for the mandate. The detailed Audit report is part of the annual report 2020.
3. Approval of the Annual Accounts 2020 and the consolidated Annual Accounts 2020 as well as the Remuneration report 2020
  - 3.1. The board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting  
The annual accounts were approved unanimously.
  - 3.2. The board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting  
The remuneration report was approved unanimously.
4. Appropriation of available earnings

The Board of Directors proposes to appropriate available earnings as follows:

Annual loss	CHF	1'471'811
+ loss brought forward as of 01/01/2018	CHF	5'483'166
Allocation from the free reserves	CHF	0
Loss carried forward	CHF	6'954'977
1. 5% of the annual profit (Art. 671 Section 1, Swiss Law of Obligations ( <i>hereafter "OR"</i> ))	CHF	0
2. 10% of the super dividend (Art. 671 Section 2 para. 3 OR)	CHF	0
Proposed dividend	CHF	0
Normal dividend	CHF	0
Super dividend	CHF	0

**Distribution of the following dividends**

1 Registered shares	per	0
<b>Balance to be carried forward</b>		<b>0</b>

The board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting  
Appropriation of available earnings were approved unanimously.

5. Discharge of the members of the Board of Directors and the Executive Committee  
Discharged with the available votes whereas shareholder who are Member of the Board or the Executive Committee abstained.



## 6. Elections

The Board of Directors makes the following proposals:

### 6.1. Individual elections of the members of the Board of Directors

#### a) Existing members

The Board of Directors proposes that the following persons be re-elected as members of the Board of Directors until the end of the next Annual General Meeting:

- Erik Magnus Sparrholm, Swedish citizen, in Chur
- Constantinus Schreuder, Netherlands national, in Ulvenhout (NL)
- Dennis Rubner, from St. Gallen, in Zurich
- Jaap Groot, of Dutch nationality, in Bois de la Pierre (F)
- Oliver Siegfried Guggenheim, from Endingen/AG, in Kilchberg/ZH

The board's propose is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting.

#### b) New member

The Board of Directors proposes that the following person be newly elected as members of the Board of Directors until the conclusion of the next Annual General Meeting:

- Dr Nico Tschanz, from Röthenbach i.E., in Russikon
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The Board's propose is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting.

In a written statement dated 6<sup>th</sup> May 2021, Dr Nico Tschanz declared his acceptance of the election as a member of the Board of Directors.

### 6.2 Election of the Chairman of the Board of Directors

In accordance with Art. 6 para. 2 of the Articles of Association, the Board of Directors proposes the re-election of Mr Erik Magnus Sparrholm as Chairman of the Board of Directors.

The Board's propose is accepted in an open vote with 323'545 to 0 votes and with CHF 16'177.25 nominal values. 1'520'000 shares abstain from voting

### 6.3 Individual election of members of the Remuneration Committee

The following member of the Board of Directors is proposed for re-election to the Compensation Committee:

- Constantinus Schreuder, Dutch citizen, in Ulvenhout (NL)
- Erik Magnus Sparrholm, Swedish citizen, in Chur

The Board's propose is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting

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#### 6.4 Election of the Auditors for the financial year 2021

The Board of Directors proposes Grant Thornton AG, Claridenstrasse 35 P.O. Box CH-8027 Zurich, to be re-elected as auditors of the Company for the 2021 financial year.

The Board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting

#### 6.5 Election of the Independent Proxy Representative

The Board of Directors proposes the election of Josef Gabrieli, Hintern Bach 40, 7000 Chur, with the right to substitution, as the Independent Proxy Representative until the conclusion of the next Annual General Meeting

The Board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting

#### 7. Approval of the total amount of the future remunerations of the Board of Directors

Proposal of the Board of Directors: approval of the total amount of the remunerations of the Board of Directors to a maximum of CHF 72'000 up to the Annual General Meeting 2022.

The board's proposal is accepted in an open vote with 1'843'545 to 0 votes and with CHF 92'177.25 nominal values. 0 shares abstain from voting.

#### 8. Approval of the total amount of the future remunerations of the Executive Management

Proposal of the Board of Directors: approval of the total amount of the remunerations of the Executive Management to a maximum of CHF 500'000 up to the Annual General Meeting 2022

The Board's proposal is accepted in an open vote with 57'000 to 0 votes and with CHF 2'850.00 nominal values. 1'786'545 shares abstain from voting

#### 9. Approval of the total sum of the variable remuneration of the Executive Management

Proposal of the Board of Directors: approval of the total sum of the variable remunerations of the Executive Management of maximum CHF 79'000 for the financial year 2020

The Board's proposal is accepted in an open vote with 57'000 to 0 votes and with CHF 2'850.00 nominal values. 1'786'545 shares abstain from voting

#### 10. Miscellaneous: no miscellaneous topic was brought forward

The Shareholder's meeting ends at 11.05 am

The shareholders meeting was held in English language but the minutes of meeting have been provided to the Chamber of Commerce in German language in line with Swiss law. These minutes in English give a good overview of the meeting, but the German original is slightly more comprehensive regarding formal details.

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Chur, Switzerland, 6th May 2021

Chairman

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Erik Magnus Sparrholm

Secretary

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Gabriela Weber