



Minutes of the 21st ordinary Annual General Meeting of Talkpool AG

Venue: Talkpool AG, Gäuggelistrasse 7, 7000 Chur
Date: Wednesday, 21 June 2023 at 10:00 o'clock

Attending meeting

Magnus Sparrholm	Chairman of the Board
Erik Strömstedt	CEO
Gabriela Weber	Meeting secretary & Scrutineer
Erika Loretz	Group reporting
Josef Gabrieli	Proxy
Constantius Schreuder (remote)	Member of the Board
Oliver Guggenheim (remote)	Member of the Board
Prof. Dr Nico Tschanz (remote)	Member of the Board
Hermann Caspers (remote)	Grant Thornton (Auditor)
Franco Benedetto De Rose (remote)	Guest
Faisal Mahmood Hammad (remote)	Guest
Matthias Winter (remote)	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 1 June 2023
 - 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) Four (4) shareholders are present. They represent 1'776'845 Shares that have a nominal value of CHF 0.05. The representation is as follows:
 - 4 Shareholders represent 1'776'845 own shares
 - 0 Shareholder represents 0 shares based on an authorization by another shareholder

No (0) 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 1'364'043 Shares
 - A deposit representative isn't present

In total 3'140'888 votes, corresponding to CHF 157'044.40 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 8 June 2022
The Board's proposal is accepted in an open vote with 3'140'888 to 0 votes and with CHF 157'044.40 nominal values. 0 shares abstain from voting
The minutes were approved unanimously.



2. Report of the Auditor

The Auditor Hermann Caspers (GT) thanks for the mandate. The detailed Audit report is part of the annual report 2022.

3. Approval of the Annual Accounts 2022 and the consolidated Annual Accounts 2022 as well as the Remuneration Report 2022

3.1. The Board's proposal is accepted in an open vote with 3'140'888 to 0 votes and with CHF 157'044.40 nominal values. 0 shares abstain from voting.

The Annual Accounts 2022 were approved unanimously.

3.2. The Board's proposal is accepted in an open vote with 3'140'888 to 0 votes and with CHF 157'044.40 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	167'061
+ loss brought forward as of 01/01/2022	CHF	8'739'394
Allocation from the free reserves	CHF	0
Loss carried forward	CHF	8'906'455
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
Balance to be carried forward		0

The Board's proposal is accepted in an open vote with 3'140'888 to 0 votes and with CHF 157'044.40 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 Management
Discharged with the available votes whereas shareholders who are Member of the Board or the Executive Management abstained.

The Board's proposal is accepted in an open vote with 1'360'343 to 0 votes and with CHF 68'017.15 nominal values. 1'780'545 shares abstain from voting.

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 following existing Member of the Board step down from his duties and will not be proposed for re-election:

- Constantinus Schreuder, Netherlands national, in Ulvenhout (NL)

The Board of Directors proposes that the following person will 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

The Board's proposal is accepted in an open vote with 2'874'043 to 0 votes and with CHF 143'702.15 nominal values. 266'845 shares abstain from voting.
Erik Magnus Sparrholm has been re-elected.

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

- Oliver Siegfried Guggenheim, from Endingen/AG, in Kilchberg/ZH

The Board's proposal is accepted in an open vote with 1'364'043 to 1'510'000 votes and with CHF 68'202.15 against CHF 75'500 nominal values. 266'845 shares abstain from voting.
Oliver Siegfried Guggenheim has not been re-elected.

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

- Prof Dr Nils Nicolas Tschanz, from Röthenbach i.E., in Russikon

The Board's proposal is accepted in an open vote with 2'484'800 to 389'243 votes and with CHF 124'240.00 against CHF 19'462.15 nominal values. 266'845 shares abstain from voting.
Prof. Dr. Nils Nicolas Tschanz has been re-elected.

a) New members

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:

- Franco Benedetto De Rose, citizen of the USA, in New York (USA)

The Board's proposal is accepted in an open vote with 1'511'000 to 1'363'043 votes and with CHF 75'550 against CHF 68'152.15 nominal values. 266'845 shares abstain from voting.
Franco Benedetto De Rose has been elected.

In a written statement dated 21st June 2023, Franco Benedetto De Rose declared his acceptance of the election as a member of the Board of Directors.

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:

Handwritten signature in blue ink, appearing to read "GNS" with a stylized flourish below it.



- Faisal Mahmood Hamdard, citizen of the United Kingdom, in New York (USA)

The Board's propose is accepted in an open vote with 1'511'000 to 1'363'043 votes and with CHF 75'550 against CHF 68'152.15 nominal values. 266'845 shares abstain from voting. Faisal Mahmood Hamdard has been elected

In a written statement dated 21st June 2023, Faisal Mahmood Hamdard 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 proposal is accepted in an open vote with 1'630'588 to 0 votes and with CHF 81'529.40 nominal values. 1'510'300 shares abstain from voting. Erik Magnus Sparrholm has been re-elected.

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 until the conclusion of the next Annual General Meeting:

- Erik Magnus Sparrholm, Swedish citizen, in Chur

The Board's proposal is accepted in an open vote with 1'630'588 to 0 votes and with CHF 81'529.40 nominal values. 1'510'300 shares abstain from voting. Erik Magnus Sparrholm has been re-elected.

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

- Prof Dr Nils Nicolas Tschanz, from Röthenbach i.E., in Russikon

The Board's proposal is accepted in an open vote with 3'140'588 to 0 votes and with CHF 157'029.40 nominal values. 300 shares abstain from voting. Prof Dr Nils Nicolas Tschanz has been elected.

6.4 Election of the Auditors for the financial year 2023

The Board of Directors proposes the election of Balmer-Etienne AG, Bederstrasse 66, 8027 Zürich (CHE-258.485.259) as the new auditing body of the company for the financial year 2023.

The Board's proposal is accepted in an open vote with 3'140'888 to 0 votes and with CHF 157'044.40 nominal values. 0 shares abstain from voting. The elected auditors declared their acceptance of the election in a written statement dated 25th May 2023.

A handwritten signature in blue ink, located in the bottom right corner of the page. It appears to be a stylized signature, possibly reading "Erik Magnus Sparrholm".



6.5. Election of the Independent Proxy Representative

The Board of Directors proposes the election of Josef Gabrieli, Hinterrn 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 3'140'888 to 0 votes and with CHF 157'044.40 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 2024.

The Board's proposal is accepted in an open vote with 3'140'888 to 0 votes and with CHF 157'044.40 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 600'000 up to the Annual General Meeting 2024

The Board's proposal is accepted in an open vote with 1'364'343 to 0 votes and with CHF 68'217.15 nominal values. 1'776'545 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 60'000 for the financial year 2023.

The Board's proposal is accepted in an open vote with 1'364'343 to 0 votes and with CHF 68'217.15 nominal values. 1'776'545 shares abstain from voting.

10. Miscellaneous:

no miscellaneous topic was brought forward

The Shareholder's meeting ends at 11.25 am

The Shareholder's 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.

Chur, Switzerland, 21 June 2023

Chairman

A blue ink signature of Erik Magnus Sparrholm, written in a cursive style.

Erik Magnus Sparrholm

Secretary

A blue ink signature of Gabriela Weber, written in a cursive style.

Gabriela Weber