



Minutes of the 18th ordinary Annual General Meeting of Talkpool AG

Venue: Talkpool AG, Gäuggelistrasse 7, 7000 Chur
Date: Friday, 15th of May 2020 at 10:00 o'clock

Attending meeting

Magnus Sparrholm	Chairman of the Board
Erik Strömstedt	CEO
Gabriela Weber	Meeting secretary & Scrutineer
Dr Marco Ettisberger	Notary
Josef Gabrieli	Proxy
Constantius Schreuder (remote)	Member of the Board
Wolfgang Essig (remote)	Member of the Board
Stefan Lindgren (remote)	Member of the Board
Beat Innauen (remote)	PwC (Auditor)

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 24th April 2020
- 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) Two (2) shareholders are present. They represent 1'786'545 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 200 Shares
- A deposit representative isn't present

In total 1'786'745 votes, corresponding to CHF 89'337.25 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.

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1. Reviewing the minutes of the ordinary shareholder's meeting of 24th May 2019
The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting
The minutes were approved unanimously.
2. Report of the Auditor
The Auditor Beat Innauen (PWC) thanks for the mandate the detailed Audit report is part of the annual report 2019.
3. Approval of the Annual Accounts 2019 and the consolidated Annual Accounts 2019 as well as the Remuneration report 2019
 - 3.1. The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 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 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting
The remuneration report was approved unanimously.
4. Appropriation of available earnings
The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting
Appropriation of available earnings were approved unanimously.
5. Changes of Articles of Association

5.1. authorized capital increase

The Board of Directors applies to create the following authorized capital for the issuance of a maximum of 2,465,392 registered shares with a par value of CHF 0.05 each in accordance with the following new Art. 3a of the Articles of Association:

Article 3a: Authorized Capital

The Board of Directors is authorized until May 14, 2022 to increase the company's share capital by a maximum of CHF 123,269.60 by issuing a maximum of 2,465,392 fully paid-up registered shares with a par value of CHF 0.05 each.

A maximum of 1,500,000 fully paid-up new registered shares with a par value of CHF 0.05 each will be issued at a maximum issue price of SEK 15.00 (Swedish krona) and will be paid by offsetting the loans granted to the company (convertible option) in accordance with the borrowers-agreements made. The subscription right of the existing shareholders is excluded. Shares not taken over by the creditors are to be allocated to the shareholders in proportion to their then-held shares. Any shares not taken over by the shareholders are to be used in the interests of the company.

With regard to the remaining shares, the Board of Directors is entitled to restrict or exclude shareholders' subscription rights and to allocate them to third parties if the new shares are to be used (i) for the takeover of companies, parts of companies, participations and other investment projects of the company, (ii) for financing or refinancing the acquisition of companies, parts of companies, participations, or other investment projects of the company, (iii) for a national and international placement of shares, (iv) to expand the group of shareholders, including for the purpose of involving strategic partners or partners in certain investor markets and (v) for the quick and flexible procurement of equity capital through a share placement, which would be difficult with subscription rights. Shares for which

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subscription rights are granted but not exercised are to be used in the interests of the company.

The increase can be made in one transaction or in partial amounts in cash or by offsetting. The Board of Directors is authorized to determine the issue price of the shares, the type of contribution and the date of dividend entitlement.

At the outset, the Chairman notes that the previous provision in Art. 3a of the Company's Articles regarding the approved capital increase in accordance with the General Meetings resolution of 19 September 2017 due to the passage of time was deleted from the Company's Articles by the Board of Directors on the basis of Art. 651a para. 2 of the Swiss Code of Obligations (OR) in accordance.

As the subscription rights of existing shareholders are to be excluded for the issue of a maximum of 1,500'000 new registered shares to be fully paid up in accordance with Art. 3a para. 2, and the issue price is to be set at a maximum of SEK 15 per share, the Chairman has a separate vote on this in advance and at the end on the entire Art. 3a - both votes with the necessary qualified quorum.

The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting. Furthermore, the chairman states that as well the qualified quorum according to art. 704 CO is achieved

5.2. Approval of Art 3a as a whole

Then the chairman applies to approve Art. 3a as a whole. The board's propose is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting. Furthermore, the chairman states that as well the qualified quorum according to art. 704 CO is achieved

5.3. Conditional Capital increase

The Chairman noted that the proposal of the Board of Directors in the invitation to the Annual General Meeting and the wording of the provision of Art. 3b of the Articles of Incorporation regarding conditional capital was incorrect respectively incomplete. The correct wording of the Art. 3b regarding conditional capital to be resolved is as follows:

Article 3b: Conditional capital

The company's share capital is increased shall be increased by a maximum amount of CHF 123,269.60, excluding the subscription rights of shareholders, by issuing a maximum of 2,465,392 fully paid registered shares with a nominal value of CHF 0.05 each, through the exercise of conversion and/or option rights which were or will be granted in connection with convertible bonds, bonds with option rights, notes or similar instruments, including convertible loans or option issues.

Shareholders' subscription rights are excluded when issuing convertible bonds, bonds with warrants or other financial market instruments to which conversion and/or option rights are attached. The respective holders of conversion and/or option rights are entitled to subscribe to the new shares.

The Board of Directors is authorized, when issuing convertible bonds and/or bonds with warrants, to restrict or withdraw the advance subscription rights of shareholders if (i) the convertible bonds and/or bonds with warrants are issued in connection with the financing or refinancing of the acquisition of companies, parts of companies, participations or other investment projects of the Company (ii) for the purpose of expanding the shareholder base, including for the purpose of engaging strategic partners or partners in certain investor markets,





and (iii) an issue by firm underwriting by a bank or consortium of banks with a subsequent public offering appears to be the most appropriate form of issue at that time, particularly in terms of the terms of issue or the timing of the transaction. If the advance subscription right is cancelled by resolution of the Board of Directors, conversion rights may be exercised for a maximum of ten years, option rights for a maximum of seven years from the date of the relevant issue and the corresponding financial market instruments must be issued at the relevant market conditions."

The Board of Directors proposes that a vote be taken on the conditional capital increase with the above wording (instead of that stated in the invitation).

The board's propose is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting

The Board of Directors proposes the creation of conditional capital for the issuance of a maximum of 2,465,392 registered shares with a par value of CHF 0.05 each and an issue price in accordance with the wording of the new Art. 3b of the Articles of Association in section 4.1 above.

Since the shareholders' subscription rights are excluded for the issuance of a maximum of 2,465,392 new registered shares to be fully paid up pursuant to Art. 3b para. 1 as well as for the issuance of the corresponding convertible bonds, bonds with warrants or other financial market instruments to which conversion and/or option rights are attached, and since the respective holders of conversion and/or option rights are entitled to subscribe to the new shares, the Chairman has a separate vote on this in advance and finally on the entire Art. 3b - both votes with the necessary qualified quorum.

Accordingly, the Chairman first puts to the vote whether, in accordance with Art. 3b of the Articles of Incorporation, the subscription rights of existing or prospective shareholders should be excluded for the authorized capital of 2,465,392 registered shares to be approved, respectively for the corresponding convertible bonds, bonds with warrants or other financial market instruments to which conversion and/or option rights are attached.

The board's propose is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting

5.4. Approval of Art 3b as a whole

Then the chairman applies to approve Art. 3b as a whole. The board's propose is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting. Furthermore, the chairman states that as well the qualified quorum according to art. 704 CO is achieved

6. 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.
7. Elections
The Board of Directors makes the following proposals:

7.1. 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:

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

The board's propose is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting.

b) New members

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

- Dennis Rubner, from St. Gallen, in Zurich
- Jaap Groot, of Dutch nationality, in Bois de la Pierre (F), effective as of 1 September 2020
- Oliver Siegfried Guggenheim, from Endingen/AG, in Kilchberg/ZH

The board's propose is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting.

In a written statement dated 12th May 2020, Dennis Rubner declared his acceptance of the election as a member of the Board of Directors, Jaap Groot (with effect from 1 September 2020) in a written statement dated 12th May 2020 and Oliver Siegfried Guggenheim with written declaration of 13th May 2020

7.2 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 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting

7.3 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)

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

- Erik Magnus Sparrholm, Swedish citizen, in Chur

The board's propose is accepted in an open vote with 1'786'545 to 0 votes and with CHF 89'327.25 nominal values. 200 shares abstain from voting

7.4 Election of the Auditors for the financial year 2020

The Board of Directors proposes that a change of auditors to Grant Thornton AG, Claridenstrasse 35 P.O. Box CH-8027 Zurich, to be elected as auditors of the Company for the 2020 financial year.

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The board's proposal is accepted in an open vote with 1'786'545 to 200 votes and with CHF 89'327.25 nominal values. 0 shares abstain from voting
The elected auditors declared their acceptance of the election in a written statement dated 21st April 2020.

7.5. 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 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting

8. Approval of the total amount of the future remunerations of the Board of Directors
The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting.
9. Approval of the total amount of the future remunerations of the Executive Management
The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting
10. Approval of the total sum of the variable remuneration of the Executive Management for the financial year 2020
The board's proposal is accepted in an open vote with 1'786'745 to 0 votes and with CHF 89'337.25 nominal values. 0 shares abstain from voting.
11. Miscellaneous:
no miscellaneous topic was brought forward

The Shareholder's meeting ends at 10.46 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.

Chur, Switzerland on the 15th May 2020

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