



# Secret message to Talkpool's shareholders

The time has come to vote and/or sign up for attending the annual general meeting! The meeting is expected to start at 10 o'clock on the 25<sup>th</sup> of June 2024 and last for less than an hour. Shareholders should beforehand:

- instruct the independent representative about voting preferences by sending an email to [gabrieli@eplaw.ch](mailto:gabrieli@eplaw.ch)
- sign up for attendance (and get a meeting link) by sending an email to [gabriela.weber@talkpool.com](mailto:gabriela.weber@talkpool.com)

This is a summary. The full invitation and registration documents are available on Talkpool's website <https://talkpool.com/financial-calendar/#investor>

## Agenda

1. Approval of last year's Minutes of Meeting
2. Auditor's report
3. Acceptance of the audited Financial Statements, the Annual Accounts and the Remuneration Report for 2023
4. Appropriation of available earnings for the parent company Talkpool AG

Annual loss	CHF 165'938
+ loss brought forward as of 01/01/2023	CHF 8'906'455
Allocation from the free reserves	CHF 0
<b>Loss carried forward</b>	<b>CHF 9'072'393</b>
Distribution of <b>dividends</b>	<b>CHF 0</b>

5. **Discharge** of the members of the **Board of Directors** and the Executive Committee

6. Elections:

- i. Election of the members of the Board of Directors
  - re-election of existing: Magnus Sparrholm
  - election of new candidates for the board: **Erik Strömstedt, Mats Palving**
- ii. Election of the Chairman of the Board
  - existing: **Magnus Sparrholm**
- iii. Election of the members of the Remuneration Committee
  - re-electing: Magnus Sparrholm
  - new: Erik Strömstedt
- iv. Election of the Auditing Body for the 2024 financial year
  - existing: **Balmer-Etienne**
- v. Election of the Independent Proxy Representative
  - same as last year: Mr Gabrieli, Hinterm Bach, Chur

7. Approve the total amount of future compensation for the Board of Directors  
Proposal by the Board of Directors: Approval of the total amount of remuneration for the Board of Directors of up to CHF 30'000 (down from CHF 72,000) until the 2025 Annual General Meeting.

8. Approve the total amount of future executive compensation  
Proposal by the Board of Directors: Approval of the total amount of remuneration for the management of a maximum of **CHF 500'000** (previously CHF 600,000) until the 2025 Annual General Meeting.

9. Approval of variable remuneration of the management for the financial year 2023.  
Proposal by the Board of Directors: Approval of the total amount of variable remuneration for the management of a maximum of CHF 20'000 (previously CHF 60,000) for the 2023 financial year.

10. Miscellaneous

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### **Voting and participation**

Shareholders who are registered in the Share Register on the 4<sup>th</sup> of June 2024 are entitled to attend the 22<sup>nd</sup> AGM. Shareholders must confirm participation no later than the 18<sup>th</sup> of June 2024. Note that shareholders only can participate via video link. Votes are given through the independent representative in advance. The full invitation, registration and minutes of meeting from last year can be found on <https://talkpool.com/financial-calendar/#investor>

The Board of Directors in Chur, Switzerland on the 6<sup>th</sup> of June, 2024.