

Invitation to the Annual General Meeting

Talkpool AG

with head office in CH-7000 Chur, Gäuggelistrasse 7

To the shareholders of Talkpool AG

**Invitation to the 18th Annual General Meeting
of TalkPool AG**

(TalkPool SA) (TalkPool Ltd.) (TalkPool Inc.)

on

15th May 2020 10.00 a.m.

Talkpool AG, Gäuggelistrasse 7, 7000 Chur

Agenda

1. Minutes of the 17th Annual General Meeting on 24th May 2019

The Board of Directors proposes the approval of the minutes of the 17th General Meeting dated 24th May 2019.

2. Auditor's report

3. Acceptance of the Financial Statement, the Annual Accounts for 2019 and the Remuneration Report for 2019

3.1 The Board of Directors proposes the approval of the Annual Report for 2019, consisting of the Annual Report and the Financial Statement of Talkpool AG for the financial year 2019.

3.2. Consultative vote on the Remuneration Report for 2019: The Board of Directors proposes the approval of the Remuneration Report for the fiscal year 2019 on the basis of a consultative vote.

4. Appropriation of available earnings

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

Annual loss	3'141'856
+ loss brought forward as of 01/01/2018	2'341'310
Allocation from the free reserves	0
Loss carried forward	5'483'166

1. 5% of the annual profit (Art. 671 Section 1, Swiss Law of Obligations (*hereafter* "OR"))

0

2. 10% of the super dividend (Art. 671 Section 2 para. 3 OR)

0

- Proposed dividend
- Normal dividend
- **Super dividend**

Distribution of the following dividends

1 Registered shares	per 0	0
Balance to be carried forward		0

5. Changes of Articles of Association

After the company's authorized capital expired on September 19, 2019 in accordance with Article 3a of the Articles of Association, as well as to ensure flexible financing of the company and to react quickly to market changes, the administration requests the creation of authorized capital (new Article 3a) and conditional capital (new Article 3b) by including the following provisions in the company's Articles of Association (deleting the previous Article 3a (expired authorized capital)):

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 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.

Article 3b: conditional capital

The company's share capital is increased by excluding the shareholders' subscription rights 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 by exercising conversion and / or option rights that have been or will be granted in connection with convertible bonds, warrant bonds, notes or other financial instruments, including convertible loans or option issues.

The respective holders of conversion and / or option rights are entitled to subscribe to the new shares. The Board of Directors is authorized to limit or revoke shareholders' pre-emptive subscription rights when convertible bonds and / or warrant bonds are issued if the financing instruments with conversion or option rights are issued in connection with the financing or refinancing of the acquisition of companies, parts of companies, participations or other investment projects of Society.

6. Discharge of the members of the Board of Directors and the Executive Committee

The Board of Directors proposes to discharge the members of the Board of Directors and the Management Board for their activities in the 2019 financial year.

7. Elections

7.1 Individual election of the members of the Board of Directors

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

- Erik Magnus Sparrholm, citizen of Sweden, in Chur
- Constantinus Schreuder, citizen of the Netherlands, in Ulvenhout (NL)

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

- Dennis Rubner, deutsche und schweizerische Staatsangehöriger, in Zürich
- Jaap Groot, niederländischer Staatsangehöriger, in Bois de la Pierre (F) from the 1st of June 2020
- Oliver Guggenheim, Schweizer Staatsangehöriger, in Kilchberg

7.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes the re-election of Mr. Erik Magnus Sparrholm as Chairman of the Board of Directors.

7.3 Individual election of the members of the Remuneration Committee

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

- Constantinus Schreuder, citizen of the Netherlands, in Ulvenhout (NL)

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

- Erik Magnus Sparrholm, citizen of Sweden, in Chur

The election is for one year up to the conclusion of the next Annual General Meeting.

7.4 Election of the Auditing Body for the 2020 financial year

The Board of Directors proposes the election of a new Auditing Body, Grant Thornton AG Claridenstrasse 35 P.O. Box CH-8027 Zürich, as the auditing body of the company for the financial year 2020

7.5 Election of the Independent Proxy Representative

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

8. 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 60'000 up to the Annual General Meeting 2021.

9. 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 2021.

10. Approval of the total sum of the variable remuneration of the Executive Management for the financial year 2019

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 2019.

11. Miscellaneous

Yours sincerely

For the Board of Directors

Signed Erik Magnus Sparrholm

Chairman of the Board of Directors

Organisational information

1. Annual report

The Annual Report, the Auditor's Report and the minutes of the 17th General Meeting are available for inspection during business hours at the Head Office of Talkpool AG. Any shareholder* can request that a copy of these documents be sent to him/her. These documents can also be seen on the Website at www.talkpool.com.

2. COVID 19 restrictions, voting rights and access restrictions

Public and private meetings are currently prohibited in Switzerland due to measures that the Swiss Federal Council enacted on March 16, 2020 with Regulation 2 to combat the corona virus (COVID-19). For this reason and for the benefit of all shareholders of Talkpool AG, it is unfortunately not possible to attend the ordinary general meeting of Talkpool AG on May 15, 2020 in person. Accordingly, the general meeting is held without the physical participation of the shareholders. We ask for your understanding. However, your voting and voting rights as shareholders are fully guaranteed. The registered shareholders registered with voting rights on April 25, 2020 are entitled to vote at the 18th Annual General Meeting. The share register will remain closed from April 25, 2020 to May 16, 2020.

You can exercise your voting and voting rights (in accordance with the COVID-19 Ordinance) only by written proxy to the independent proxy, Mr. Josef Gabrieli, Hinterm Bach 40, 7000 Chur, Switzerland. For this purpose, the original power of attorney attached to this invitation, legally signed, must be sent by post to Mr. Josef Gabrieli, Hinterm Bach 40, 7000 Chur, Switzerland or to the address of the company, TalkPool AG, Gäuggelistrasse 7, 7000 Chur, Switzerland no later than May 11, 2020. If there are no written instructions, the independent proxy will exercise the voting right as proposed by the Board of Directors. This also applies to additional or change requests that are made at the General Assembly.

Participation by video conference is possible by registering by email to gabriela.weber@talkpool.com by May 11, 2020 at the latest. Even if you are attending a video conference, you can only exercise your voting and voting rights through the independent proxy.

If the authorities issue further or less restrictive provisions that make it completely impossible to hold the General Assembly or enable physical participation, we will inform you immediately.

The Board of Directors

Talkpool AG

* All the terms used in this document, such as "Shareholder", "Chairman", etc. apply to both men and women.