

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 19th Annual General Meeting
of TalkPool AG**

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

on

6th May 2021 10.00 a.m.

Talkpool AG, Gäuggelistrasse 7, 7000 Chur

Agenda

1. Minutes of the 18th Annual General Meeting on 15th May 2020

The Board of Directors proposes the approval of the minutes of the 18th General Meeting dated 15th May 2020.

2. Auditor's report

3. Acceptance of the Financial Statement, the Annual Accounts for 2020 and the Remuneration Report for 2020

3.1 The Board of Directors proposes the approval of the Annual Report for 2020, consisting of the Annual Report and the Financial Statement of Talkpool AG for the financial year 2020.

3.2. Consultative vote on the Remuneration Report for 2020: The Board of Directors proposes the approval of the Remuneration Report for the fiscal year 2020 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	1'471'811
+ loss brought forward as of 01/01/2018	5'483'811
Allocation from the free reserves	0
Loss carried forward	6'954'977

1. 5% of the annual profit (Art. 671 Section 1, Swiss Law of Obligations (<i>hereafter</i> "OR"))	0
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2. 10% of the super dividend (Art. 671 Section 2 para. 3 OR)	0
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- Proposed dividend
- Normal dividend

- **Super dividend**

Distribution of the following dividends

1 Registered shares	per	0
Balance to be carried forward		0

5. 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 2020 financial year.

6. Elections

6.1 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)
- Dennis Rubner, citizen of Germany and Switzerland, in Zürich
- Jaap Groot, citizen of the Netherlands, in Bois de la Pierre (F)
- Oliver Guggenheim, citizen of Switzerland, in Kilchberg

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:

- Dr. Nico Tschanz, citizen of Switzerland, in Russikon

6.2 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.

6.3 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)
- Erik Magnus Sparrholm, citizen of Sweden, in Chur

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

6.4 Election of the Auditing Body for the 2021 financial year

The Board of Directors proposes the re-election of Grant Thornton AG Claridenstrasse 35 P.O. Box CH-8027 Zürich, as the auditing body of the company for the financial year 2021

6.5 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.

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.

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.

9. Approval of the total sum of the variable remuneration of the Executive Management for the financial year 2020

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.

10. 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 18th 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 restricted in Switzerland due to 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 6, 2021 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 16, 2021 are entitled to vote at the 19th Annual General Meeting. The share register will remain closed from April 16, 2021 to May 7, 2021.

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 3, 2021. 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.