

## 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 20<sup>th</sup> Annual General Meeting of TalkPool AG

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

on

**8 June 2022 10.00 a.m.**

**TalkPool AG, Gäuggelistrasse 7, 7000 Chur**

**Important information from the Board of Directors in accordance with the Coronavirus (Covid-19) regulation.** The following has been decided:

- Shareholders can not attend the ordinary general meeting of TalkPool AG on 8 June 2022 in person.
- Shareholders can exercise their voting rights only by written proxy to the independent proxy.

### Agenda

#### 1. Minutes of the 19<sup>th</sup> Annual General Meeting on 6 May 2021

The Board of Directors proposes the approval of the minutes of the 19<sup>th</sup> General Meeting dated 6 May 2021.

#### 2. Auditor's report

#### 3. Acceptance of the Financial Statement, the Annual Accounts for 2021 and the Remuneration Report for 2021

3.1 The Board of Directors proposes the approval of the Annual Report for 2021, consisting of the Annual Report and the Financial Statement of TalkPool AG for the financial year 2021.

3.2. Consultative vote on the Remuneration Report for 2021: The Board of Directors proposes the approval of the Remuneration Report for the fiscal year 2021 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	CHF 1'784'417
+ loss brought forward as of 01/01/2021	CHF 6'954'977
Allocation from the free reserves	CHF 0
Loss carried forward	CHF 8'739'394

- |   |     |   |
|---|-----|---|
| 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
  - Normal dividend
  - **Super dividend**

#### **Distribution of the following dividends**

1 Registered shares	per	CHF	0
<b>Balance to be carried forward</b>			<b>0</b>

#### **5. Amending the Articles of Association**

After the authorized capital of the company expired on 14 March 2022 in accordance with Article 3a of the Articles of Association and to ensure flexible financing of the company and to react quickly to market changes, the management proposes the creation (or extension and increase) of the authorized capital (new article 3a) as well as the increase of the conditional capital (new article 3b) by including the following provisions in the articles of association of the company (with the deletion of the previous article 3a (expired authorized capital):

##### Article 3a: Authorized Capital ("Genehmigtes Kapital")

The Board of Directors is authorized until the 7 June of 2024 to increase the share capital of the company by a maximum of CHF 169'452.00 by issuing a maximum of 3'389'040 fully paid-up registered shares with a nominal value of CHF 0.05 each.

The Board of Directors is entitled to restrict or exclude the 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 rapid and flexible procurement of equity through a share placement, which would only be possible with subscription rights with difficulty. Shares for which subscription rights are granted but not exercised are to be used in the interest of the company.

The increase can take place by means of a firm underwriting as well as 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, 1st Paragraph: Conditional Capital ("Bedingtes Kapital")

The conditional share capital of the company will be increased by the maximum amount of CHF 169'452.00 while excluding the subscription rights of the shareholders by issuing a maximum of 3'389'040 fully paid-up registered shares with a nominal value of CHF 0.05 each. The conditional capital can be used for converting loans to shares, share options or similar.

(Article 3b paragraphs 2 and 3 remain unchanged)

## **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 2021 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)
- Oliver Guggenheim, citizen of Switzerland, in Kilchberg
- Nils Nicolas Tschanz, von Röthenbach im Emmental, in Russikon

### **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)
- 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 2022 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 2022.

### **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 50'000 up to the Annual General Meeting 2023.

**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 600'000 up to the Annual General Meeting 2023.

**10. Approval of the total sum of the variable remuneration of the Executive Management for the financial year 2022**

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 2022.

**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 19<sup>th</sup> 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](http://www.TalkPool.com).

### **2. COVID 19 restrictions, voting rights and access restrictions**

The Board of Directors has decided that for the benefit of all shareholders of TalkPool AG, it is unfortunately not possible to attend the ordinary general meeting of TalkPool AG on 8 June 2022 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 19 May 2022 are entitled to vote at the 20th Annual General Meeting. The share register will remain closed from 20 May 2022 to 8 June 2022 inclusive.

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 5 June 2022. 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](mailto:gabriela.weber@talkpool.com) by 5 June 2022 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.