



Minutes of the 20th ordinary Annual General Meeting of Talkpool AG

Venue: Talkpool AG, Gäuggelistrasse 7, 7000 Chur
Date: Wednesday, 8 June 2022 at 10:00 o'clock

Attending meeting

Magnus Sparrholm	Chairman of the Board
Erik Strömstedt	CEO
Gabriela Weber	Meeting secretary & Scrutineer
Erika Loretz	Group reporting
Dr Marco Ettisberger	Notary
Josef Gabrieli	Proxy
Constantius Schreuder (remote)	Member of the Board
Oliver Guggenheim (remote)	Member of the Board
Dr Nico Tschanz	Member of the Board
Hermann Caspers (remote)	Grant Thornton (Auditor)
Nina Beutler (remote)	Grant Thornton (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 19 May 2022 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) Four (4) shareholders are present. They represent 1'776'845 Shares that have a nominal value of CHF 0.05. The representation is as follows:

- 4 Shareholders represent 1'776'845 own shares
- 0 Shareholder represents 0 shares based on an authorization by another shareholder

No (0) 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 372'369 Shares
- A deposit representative isn't present

In total 2'149'214 votes, corresponding to CHF 107'460.70 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.

1. Reviewing the minutes of the ordinary shareholder's meeting of 6 May 2021
The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting
The minutes were approved unanimously.



2. Report of the Auditor

The Auditor Hermann Caspers (GT) thanks for the mandate. The detailed Audit report is part of the annual report 2021.

3. Approval of the Annual Accounts 2021 and the consolidated Annual Accounts 2021 as well as the Remuneration Report 2021

3.1. The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting.

The Annual Accounts 2021 were approved unanimously.

3.2. The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting.

The Remuneration Report was approved unanimously.

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</i> "OR"))	CHF	0
2. 10% of the super dividend (Art. 671 Section 2 para. 3 OR)	CHF	0
Proposed dividend	CHF	0
Normal dividend	CHF	0
Super dividend	CHF	0

Distribution of the following dividends

1 Registered shares	per	0
Balance to be carried forward		0

The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting.

Appropriation of available earnings were approved unanimously.



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):

5.1. 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.

The board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 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 2'149'214 to 0 votes and with CHF 107'460.70 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 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)

The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting.

A handwritten signature in blue ink, appearing to be "NS" with a stylized flourish below it.



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 2'149'214 to 0 votes and with CHF 107'460.70 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 shareholders who are Member of the Board or the Executive Committee abstained.

The Board's proposal is accepted in an open vote with 368'369 to 0 votes and with CHF 18'418.45 nominal values. 1'780'845 shares abstain from voting.

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 following existing Members of the Board step down from their duties and will not be proposed for re-election:

- Dennis Rubner, from St. Gallen, in Zurich
- Jaap Groot, of Dutch nationality, in Bois de la Pierre (F)

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

- Erik Magnus Sparrholm, Swedish citizen, in Chur
- Constantinus Schreuder, Netherlands national, in Ulvenhout (NL)
- Oliver Siegfried Guggenheim, from Endingen/AG, in Kilchberg/ZH
- Dr Nico Tschanz, from Röthenbach i.E., in Russikon

The Board's proposal is accepted in an open vote with 2'148'914 to 0 votes and with CHF 107'445.70 nominal values. 300 shares abstain from voting.

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 proposal is accepted in an open vote with 639'014 to 0 votes and with CHF 31'950.70 nominal values. 1'510'200 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)
- Erik Magnus Sparrholm, Swedish citizen, in Chur

The Board's proposal is accepted in an open vote with 639'214 to 0 votes and with CHF 31'960.70 nominal values. 1'510'000 shares abstain from voting.

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7.4 Election of the Auditors for the financial year 2022

The Board of Directors proposes Grant Thornton AG, Claridenstrasse 35, P.O. Box, CH-8027 Zurich, to be re-elected as auditors of the Company for the 2022 financial year.

The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting. Grant Thornton AG has mutually accepted the re-election.

7.5. Election of the Independent Proxy Representative

The Board of Directors proposes the election of Josef Gabrieli, Hinterrn 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 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting

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 for for the financial year 2022.

The Board's proposal is accepted in an open vote with 2'149'214 to 0 votes and with CHF 107'460.70 nominal values. 0 shares abstain from voting

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 for the financial year 2022

The Board's proposal is accepted in an open vote with 1'882'569 to 0 votes and with CHF 94'128.45 nominal values. 266'645 shares abstain from voting.

10. Approval of the total sum of the variable remuneration of the Executive Management

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

The Board's proposal is accepted in an open vote with 1'882'569 to 0 votes and with CHF 94'128.45 nominal values. 266'645 shares abstain from voting.

11. Miscellaneous:

no miscellaneous topic was brought forward

The Shareholder's meeting ends at 10.55 am

The Shareholder's 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.

A handwritten signature in blue ink, consisting of a stylized 'G' followed by a vertical line and a small 'A' at the bottom right.



Chur, Switzerland, 8 June 2022

Chairman

A blue ink signature of Erik Magnus Sparrholm, written in a cursive style, positioned above a dotted line.

Erik Magnus Sparrholm

Secretary

A blue ink signature of Gabriela Weber, written in a cursive style, positioned above a dotted line.

Gabriela Weber