

Invitation to the 23rd Annual General Meeting

TalkPool AG

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

with registered office in CH-7000 Chur, Gäuggelistrasse 7

on

September 15, 2025, 10.00 a.m.

at the business premises of Talkpool AG, Gäuggelistrasse 7, 7000 Chur

Powers of attorney and instructions to the independent proxy can be issued in writing or electronically. Further information can be found below in the section "Proxy voting".

Dear Ladies and Gentlemen Shareholders,

We are pleased to invite you to the Annual General Meeting of TalkPool AG (**Company**), which will be held at the above address with the following agenda:

Agenda

1. Report of the statutory auditors, approval of the annual report (management report), annual financial statements 2024, consolidated financial statements 2024

The Board of Directors proposes that the annual report (management report), the 2024 annual financial statements and the 2024 consolidated financial statements be approved, taking note of the auditors' report.

Explanations: The Board of Directors is required by law to submit the operational and financial management reports, the annual financial statements and the consolidated financial statements for each financial year to the Annual General Meeting for approval. The auditors, Balmer-Etienne, Zurich, have audited the consolidated financial statements of TalkPool AG and the statutory financial statements of TalkPool AG and recommended their approval.

2. Appropriation of the balance sheet result

The Board of Directors proposes that the loss carried forward be carried forward to the new account:

CHF	2024	2023
Accumulated loss (loss carried forward) as at 1.1.2024	-9'072'393	- 8 906 455
Loss for the year	-1'467'279	- 165 938
Loss carried forward	-10'539'672	-9'072'393
Distributions/allocations to reserves	0	0
Loss carried forward to new account	-10'539'672	-9'072'393

3. Discharge of the members of the Board of Directors and the Executive Board

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be discharged from liability for their activities in the 2024 financial year.

4. Elections to the Board of Directors

4.1 Individual elections of the members of the Board of Directors

The Board of Directors proposes the (re-)election of the following members of the Board of Directors (including the Chairman), each for a term of office up to and including the conclusion of the next Annual General Meeting:

- Re-election of Erik Magnus Sparrholm, Swedish citizen, in Chur, as member and Chairman of the Board of Directors
- Björn Erik Strömstedt, Swiss and Swedish citizen, in Chur
- Mats Palving, Swedish citizen, in Vallentuna, Sweden

4.2 Individual election of the members of the Remuneration Committee

The Board of Directors proposes the (re-)election of the following members of the Remuneration Committee, each for a term of office up to and including the conclusion of the next Annual General Meeting:

- Erik Magnus Sparrholm, Swedish citizen, in Chur
- Björn Erik Strömstedt, Swiss and Swedish citizen, in Chur

5. Election of the auditors for the 2025 financial year

The Board of Directors proposes that the previous auditors Balmer-Etienne AG, Bederstrasse 66, 8027 Zurich (CHE-258.485.259), be re-elected as auditors of the company for the 2025 financial year.

6. Re-election of the independent proxy

The Board of Directors proposes that Josef Gabrieli, KorKornplaplatzz 22, 7000 Chur, be elected as independent proxy with the right of substitution until the end of the next Annual General Meeting.

7. Remuneration

7.1 Consultative vote on the 2024 remuneration report

The Board of Directors proposes that the remuneration report for the 2024 financial year be approved based on a consultative vote (non-binding).

Explanatory notes: The remuneration report can be accessed as part of the annual report at <https://talkpool.com/wp-content/uploads/2025/08/Talkpool-2024-Annual-Report-FINAL.pdf>. The remuneration report describes in detail the structures and individual remuneration elements of the remuneration paid to the Board of Directors and the Executive Board as well as the remuneration paid in the 2024 financial year and in the previous year. The report meets the requirements of the Swiss Code of Obligations regarding remuneration for companies whose shares are listed on a stock exchange and the applicable stock exchange regulations.

7.2 Approval of the maximum total amount of remuneration for the Board of Directors for the coming year of office

The Board of Directors proposes the approval of the maximum total amount of CHF 30,000 for the remuneration of the members of the Board of Directors for the period from the 2025 Annual General Meeting to the 2026 Annual General Meeting.

Explanations: The Annual General Meeting annually approves the proposals of the Board of Directors for the maximum total remuneration of the Board of Directors. In accordance with the Articles of Association (Article 20), the remuneration is approved until the next Annual General Meeting. Further details can be found in the remuneration report.

7.3 Approval of the maximum total amount of fixed remuneration for the Executive Board for the coming year of office

The Board of Directors proposes the approval of the maximum total amount of CHF 500,000 (previously CHF 500,000) for the fixed remuneration of the members of the Executive Board for the period from the 2025 Annual General Meeting to the 2026 Annual General Meeting.

Explanations: Each year, the Annual General Meeting approves the proposals of the Board of Directors for the maximum fixed remuneration of the Executive Board for the coming financial year. The principles of remuneration are contained in Articles 20 et seq. of the Articles of Association. Further details can be found in the remuneration report.

7.4 Approval of the total amount of variable remuneration for the Executive Management for the 2024 financial year

The Board of Directors inform that no variable remuneration was paid to the Executive Board in the 2024 financial year.

8. Amendments to the Articles of Association

8.1 Introduction of a capital band

The Board of Directors proposes the deletion of Article 3a of the Articles of Association on authorized capital and the introduction of a capital band in Article 3a with the following wording.

"Art. 3a Capital band

The Board of Directors is authorized to increase the share capital at any time and in any amount up to 15 September 2030 within the upper limit of CHF 500,000, corresponding to 10,000,000 registered shares with a par value of CHF 0.05 each, and the lower limit of CHF 338,904.85, corresponding to 6,778,097 registered shares with a par value of CHF 0.05 each.

In the event of one or more capital increases within the scope of the capital band:

- a. the Board of Directors determines the number of shares, the issue price, the type of contribution, the date of issue of the shares, the conditions for exercising subscription rights and the start of dividend entitlement;*
- b. the Board of Directors is authorized to withdraw or restrict the subscription rights of shareholders for important reasons and to allocate subscription rights to individual shareholders or third parties. Important reasons include in particular*
 - the acquisition of companies, parts of companies or participations;*
 - the participation of employees;*
 - the participation of strategic investors and the expansion of the shareholder base in certain investor markets.*

The Board of Directors may allow subscription rights that have not been validly exercised to lapse, or it may place them or shares for which subscription rights have been granted but not validly exercised at market conditions or otherwise use them in the interests of the company.

Article 4 of these Articles of Association applies to the new shares issued in accordance with this Article 3a.

The Board of Directors is authorized to amend the Articles of Association in accordance with the capital increase and may adjust both the nominal value and the number of shares.

Otherwise, there are no other restrictions, requirements and conditions of the authorization, no other special advantages for beneficiaries and no other conditions for the exercise of contractually acquired subscription rights apply."

Explanations: The previous Article 3a on authorized capital expired unused on 7 June 2024. Since the revision of Swiss company law (in force since 1 January 2023), it is no longer permissible to create new authorized capital. The so-called capital band allows the Board of Directors to increase the share capital under the conditions of the above-mentioned provision in the Articles of Association.

For information: Article 3a on authorized capital, which is to be deleted, read as follows:

"The Board of Directors is authorized until 7 June 2024 to increase the company's share capital 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 authorized to restrict or exclude shareholders' subscription rights and allocate them to third parties if the new shares are to be used (i) for the acquisition of companies, parts of companies, participations and other investment projects of the company, (ii) to finance or refinance 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 circle 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 capital through a share placement, which would only be possible with difficulty 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 may be effected by means of a firm underwriting and/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."

8.2 Amendment to Article 7 of the Articles of Association

The Board of Directors proposes that Article 7 of the Articles of Association be amended as follows, whereby the additions are highlighted in bold below and any deletions are indicated accordingly:

"Art. 7

Meetings

The ordinary General Meeting of Shareholders shall be held each year within six months of the end of the financial year.

Extraordinary General Meetings shall be convened as often as necessary, in particular in the cases provided for by law.

The Board of Directors must convene Extraordinary General Meetings within **60** days if shareholders representing at least ten percent of the share capital **or votes** request a meeting in writing, stating the items on the agenda and the motions.

The Board of Directors determines the venue of the General Meeting. If the shares are listed in Sweden, General Meetings may be held in Sweden.

The General Meeting may be held at various locations at the same time (so-called multi-local General Meeting). In this case, the votes of the participants will be transmitted directly in sound and vision to all meeting locations.

The Board of Directors may provide that shareholders who are not physically present at the venue(s) of the General Meeting may exercise their rights electronically (hybrid General Meeting)."

Explanations: With the revision of company law (in force since January 1, 2023), it is possible to make the holding of the Annual General Meeting more flexible, provided that the Articles of Association are amended. The Board of Directors considers it advantageous to have these options available.

9. Miscellaneous

Yours sincerely

On behalf of the Board of Directors of TalkPool AG

Signed Erik Magnus Sparrholm
Chairman of the Board of Directors

Organizational Information

1. Documents

The annual report, including the management report, consolidated financial statements, annual financial statements, auditors' report, and the minutes of the 22nd Annual General Meeting are available for inspection at the registered office of Talkpool AG during business hours. Any shareholder* may request a copy of these documents. These documents can also be viewed on the website at www.talkpool.com

2. Entitlement to participate

Shareholders who are entered into the share register with voting rights on August 25, 2025, will be sent this invitation to the last notified address to our share register in accordance with the Articles of Association and are entitled to vote at the Annual General Meeting.

From August 25, 2025, to September 15, 2025, the share register will remain closed, and no transfers of registered shares will be made in the share register.

3. Personal attendance

To simplify the organization of the Annual General Meeting, we kindly ask shareholders who wish to attend the Annual General Meeting in person to register by September 10, 2025, at the latest by sending an e-mail to

e-mail to sarah.rocco@talkpool.com by September 10, 2025, at the latest. Shareholders must present a form of identification to gain access to the Annual General Meeting.

4. Granting of proxies

The shareholders of Talkpool AG entered in the share register who do not attend the Annual General Meeting in person may be represented by a freely chosen third party or by the independent proxy in accordance with Art. 689d CO, Mr. Josef Gabrieli, Attorney at Law, c/o Ettisberger & Partner Postfach 193, CH-7001 Chur, Switzerland (office at Kornplatz 2, previously Hinterm Bach 40 in Chur). If a shareholder wishes to authorize the independent proxy to represent his or her share votes, he or she may send the enclosed proxy form completed and signed with voting instructions to the independent proxy in writing (by post) or electronically. The signed and completed proxy and instruction form as well as postal delivery to the independent proxy must be arranged by September 10, 2025, 5 p.m. (receipt) at the latest. The delivery of the signed and completed proxy and instruction form to the independent proxy may also be affected by electronic delivery of scans via e-mail to the address gabrieli@eplaw.ch or gabrieli@gabrieli-law.ch by September 10, 2025, 5 p.m. (receipt) at the latest.

The independent proxy will vote in accordance with the instructions issued by the shareholders. In the absence of written or prior electronic instructions to the contrary, the independent proxy will be instructed in accordance with the proxy form to vote in favor of the proposals of the Board of Directors. This also applies if proposals not listed in the invitation are voted on at the Annual General Meeting. The independent proxy has the right to be represented by an auxiliary person.

If a shareholder wishes to authorize a freely chosen third party to represent them, they must notify the company by e-mail to sarah.rocco@talkpool.com by 10 September 2025 at the latest. In addition, they must send the original, legally signed authorization to the third party to their representative. The proxy must identify himself/herself in person at the Annual General Meeting.

Participation via video conference is possible by registering by e-mail to sarah.rocco@talkpool.com by September 10, 2025, at the latest. In the case of attendance via video conference, voting and election rights can only be exercised via the independent proxy.

Chur, August 25, 2025

TalkPool AG

The Board of Directors

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

Reply form

**23rd Annual General Meeting
of TalkPool AG**

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

on

15 September 2025, 10.00 a.m.

Talkpool AG, Gäuggelistrasse 7, 7000 Chur

I am a shareholder in Talkpool AG with

Registered shares _____, of which _____ have voting rights.

Bearer shares _____, of which _____ have voting rights.

☐ I hereby authorise the Independent Proxy Representative, Mr. Josef Gabrieli, or a person authorised by him, to represent me at the Annual General Meeting 2025.

(If you wish to give instructions to the Independent Proxy Representative regarding items on the agenda, please use the "Instructions to the Independent Proxy Representative" form. If there are no specific instructions, he will vote for the proposals of the Board of Directors.)

Annual Report:

☐ I would like to receive a copy of the current Annual Report.

(Date)

(Signature)