



Minutes of the 23rd ordinary Annual General Meeting of Talkpool AG

Venue: Talkpool AG, Gäuggelistrasse 7, 7000 Chur, Switzerland
Date: Monday, 15 September 2025 at 10:00 o'clock

Attending meeting in person:

Magnus Sparrholm	Chairman of the Board
Erik Strömstedt	Member of the Management
Mats Palving	Board of Directors
Erika Loretz	Financial Controller
Sarah Rocco	Meeting secretary & Scrutineer
Josef Gabrieli	Proxy
Renato Chironi	Balmer-Etienne (Auditor)
Dr. Marco Ettisberger	Notary

Attending shareholders via videolink

Helge Selvik (no prior voting via proxy)	Guest (no proof of shareholding)
Isak Gnosselius (no prior voting via proxy)	Guest (no proof of shareholding)

Erik Magnus Sparrholm, president of the Board of Directors, Swedish citizen, domiciled in Chur, opens meeting and takes the chair. Sarah Rocco acts as Secretary and Scrutineer.

The Chairman notes the following facts:

- a) The ordinary Shareholder's Meeting has been called in accordance with Article 8.2 of the Articles of Association on the 25 August 2025 by:
- publication in the Swiss Official Gazette of Commerce (SOGC)
 - press release with publication on the company's website at <https://talkpool.com/financial-reports/>

whereas notification in writing or by E-mail has been waived.

- b) Four (4) shareholders are present. They represent 2'478'370 Shares that have a nominal value of CHF 0.05. The representation is as follows:
- 4 Shareholders represent 2'478'370 own shares
 - 0 Shareholder represents 0 shares based on an authorization by another shareholder
 - 0 agents represent 0 shares
 - The independent proxy representative, MLaw Josef Gabrieli, represents 0 Shares

In total 2'478'370 votes, corresponding to CHF 123'918.50 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.
- e) using the conditional capital in accordance with Article 3b of the Articles of Association, the share capital was increased by CHF 43,874.10 through the issue of 877,482 registered shares with a nominal value of CHF 0.05 each, in accordance with the public deed dated 15 September 2025.

There are no objections to the above statements.



1. Report of the Auditor

The Auditor Renato Chironi (BE) thanks for the mandate. The detailed Audit report is part of the annual report 2024.

Audited financial reports have been published for:

- Consolidated: Talkpool Group including all daughter companies and holdings
- Statutory: The parent company Talkpool AG alone

A short review of the year 2024 was presented by the Chairman. The motto "Reduce to the MAX" translated into reducing risks, stabilizing the business, improved operational cashflow, further re-payment of loans and preparing for future growth.

2. Approval of the Annual Accounts 2024 as well as the Remuneration Report 2024

2.1. The Board's proposal is accepted in an open vote with 2'478'270 to 0 votes and with CHF 123'913.50 nominal values. 100 shares abstain from voting.

The Annual Accounts (consolidated and statutory) 2024 were approved unanimously.

2.2. The Board's proposal is accepted in an open vote with 2'478'270 to 0 votes and with CHF 123'913.50 nominal values. 100 shares abstain from voting.

The Remuneration Report was approved unanimously.

2.3. Appropriation of available earnings

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

Annual loss	CHF	1'467'279
+ loss brought forward as of 01/01/2024	CHF	9'072'393
Allocation from the free reserves	CHF	0
Loss carried forward	CHF	10'539'672

The Board's proposal is accepted in an open vote with 2'478'370 to 0 votes and with CHF 123'918.50 nominal values. 0 shares abstain from voting

Appropriation of available earnings was approved unanimously.

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

Discharged with the available votes whereas shareholders who are Member of the Board or the Executive Management abstained.

The Board of Directors proposes that the following persons will be discharged as Members of the Board of Directors:

- Erik Magnus Sparrholm, Swedish citizen, in Chur

The Board's proposal is accepted in an open vote with 447'944 to 0 votes and with CHF 23'897.20 nominal values. 2'000'426 shares abstain from voting.

The discharge has been granted to Erik Magnus Sparrholm.

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

The Board's proposal is accepted in an open vote with 2'151'527 to 0 votes and with CHF 107'576.35 nominal values. 326'843 shares abstain from voting.



The discharge has been granted to Björn Erik Strömstedt.

- Mats Palving, citizen of Sweden, in Vallentuna, Sweden

The Board's propose is accepted in an open vote with 2'327'369 to 0 votes and with CHF 116'368.45 nominal values. 151'001 shares abstain from voting.

The discharge has been granted to Mats Palving.

The Board of Directors proposes that the following persons will be discharged as Members of the Executive Committee:

- Erik Magnus Sparrholm, Swedish citizen, in Chur

The Board's proposal is accepted in an open vote with 447'944 to 0 votes and with CHF 23'897.20 nominal values. 2'000'426 shares abstain from voting.

The discharge has been granted to Erik Magnus Sparrholm.

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

The Board's proposal is accepted in an open vote with 2'151'527 to 0 votes and with CHF 107'576.35 nominal values. 326'843 shares abstain from voting.

The discharge has been granted to Björn Erik Strömstedt.

- Erika Loretz, Swiss citizen, in Chur

The Board's proposal is accepted in an open vote with 2'478'270 to 0 votes and with CHF 123'913.50 nominal values. 100 shares abstain from voting.

The discharge has been granted to Erika Loretz.

4. Elections

The Board of Directors makes the following proposals:

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:

- Erik Magnus Sparrholm, Swedish citizen, in Chur, as member and Chairman of the Board of Directors

The Board's proposal is accepted in an open vote with 447'944 to 0 votes and with CHF 23'897.20 nominal values. 2'000'426 shares abstain from voting.

Erik Magnus Sparrholm has been re-elected.

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

The Board's proposal is accepted in an open vote with 2'151'527 to 0 votes and with CHF 107'576.35 nominal values. 326'843 shares abstain from voting.

Erik Björn Strömstedt has been re-elected.



- Mats Palving, citizen of Sweden, in Vallentuna, Sweden

The Board's propose is accepted in an open vote with 2'327'369 to 0 votes and with CHF 116'368.45 nominal values. 151'001 shares abstain from voting.

Mats Palving has been re-elected.

4.2 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 until the conclusion of the next Annual General Meeting:

- Erik Magnus Sparrholm, Swedish citizen, in Chur

The Board's proposal is accepted in an open vote with 447'944 to 0 votes and with CHF 23'897.20 nominal values. 2'000'426 shares abstain from voting.

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

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

The Board's proposal is accepted in an open vote with 2'151'527 to 0 votes and with CHF 107'576.35 nominal values. 326'843 shares abstain from voting.

5. **Election of the Auditors for the financial year 2024**

The Board of Directors proposes the re-election of Balmer-Etienne AG, Bederstrasse 66, 8027 Zürich (CHE-258.485.259) as the auditing body of the company for the financial year 2025.

The Board's proposal is accepted in an open vote with 2'478'370 to 0 votes and with CHF 123'918.50 nominal values. 0 shares abstain from voting

6. **Election of the Independent Proxy Representative**

The Board of Directors proposes the election of Josef Gabrieli, Kornplatz 2, 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 2'478'370 to 0 votes and with CHF 123'918.50 nominal values. 0 shares abstain from voting.

7. **Remuneration**

7.1. 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.

The Board's proposal is accepted in an open vote with 2'478'370 to 0 votes and with CHF 123'918.50 nominal values. 0 shares abstain from voting.



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

Proposal of the Board of Directors: approval of the total amount of the remunerations of the Board of Directors to a maximum of CHF 30'000 up to the Annual General Meeting 2025.

The Board's proposal is accepted in an open vote with 100 to 0 votes and with CHF 5 nominal values. 2'478'270 shares abstain from voting.

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

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 2025

The Board's proposal is accepted in an open vote with 151'001 to 0 votes and with CHF 7'550.05 nominal values. 2'327'369 shares abstain from voting.

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."

The Board's proposal is accepted in an open vote with 2'478'370 to 0 votes and with CHF 123'918.50 nominal values. 0 shares abstain from voting.

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.



The Board's proposal is accepted in an open vote with 2'478'370 to 0 votes and with CHF 123'918.50 nominal values. 0 shares abstain from voting.

9. 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.

Chur, Switzerland, 15. September 2025

Chairman

A blue ink signature of Erik Magnus Sparrholm, written in a cursive style.

Erik Magnus Sparrholm

Secretary

A blue ink signature of Sarah Rocco, written in a cursive style.

Sarah Rocco