

## ARTICLES OF ASSOCIATION

of

**TalkPool AG**  
**TalkPool SA**  
**TalkPool Ltd**  
**TalkPool Inc**

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### I. General Provisions

#### Art. 1

**Corporate Name,  
Registered office**

Under the names

**TalkPool AG**  
**TalkPool SA**  
**TalkPool Ltd**  
**TalkPool Inc**

a Company exists pursuant to art. 620 et seq. of the Swiss Code of Obligations (hereinafter «CO») having its registered office in Chur. The duration of the Company is unlimited

#### Art. 2

**Purpose**

The purpose of the company is the provision of services and the development of products and solutions in the field of the Internet of Things (IoT) and telecommunications, the establishment and management of network services for landline and mobile telecommunication networks and the intelligent management and analysis of digital data, as well as the provision of services in the

field of consulting, development, support, training, distribution, integration and general engineering work.

The company furthermore aims acquiring, permanently managing, arranging and selling participating interests of any kind in other Swiss and foreign companies, as well as performing associated coordination, financing and management tasks.

The company can acquire, manage and sell property, establish branch offices and subsidiaries in Switzerland and abroad, hold interests in other companies in Switzerland and abroad, manage and control such companies, acquire, use and exploit industrial property rights, intellectual property rights and know-how, and award franchises. The company can perform all commercial and other activities which relate to or support the companies purpose.

## **II. Capital**

### **Art. 3**

#### **Share capital**

The share capital of the company amounts to CHF 457'778.95 and is divided into 9'155'579 registered shares with a nominal value of CHF 0.05 each. The shares are fully paid up.

### **Art. 3a**

#### **Capital Band**

The Board of Directors is authorised, at any time until 15 September 2030 and in any amounts up to a maximum of CHF 500'000, to issue a total of 844'421 registered shares with a nominal value of CHF 0.05 each. The capital increase may be carried out in several steps.

Should there be one or more capital increases within the capital band, the following will apply:

- a. the Board of Directors shall be responsible for determining the number of shares, the issue price, the type of contributions, the date of issue of the shares, the conditions for exercising subscription rights, the commencement of dividend entitlement,
- b. the Board of Directors is authorised to withdraw or restrict shareholders' subscription rights for important reasons, and to allocate subscription rights to individual shareholders or third parties. Key reasons for this include:
  - the acquisition of companies, parts of companies or shareholdings;
  - employee participation;
  - the participation of strategic investors and the growth of the shareholder base in specific investor markets.

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

Article 4 of these Articles of Association shall apply to the newly issued shares in accordance with this Article 3a.

The Board of Directors is authorised 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, no other restrictions, conditions or requirements apply to the authorisation, no other special advantages apply to beneficiaries, and no other conditions apply to the exercise of contractually acquired subscription rights.

### Art. 3b

#### Conditional Capital

The company's share capital is increased shall be increased by a maximum amount of CHF 125'577.90, excluding the subscription rights of shareholders, by issuing a maximum of 2'511'558 fully paid registered shares with a nominal value of CHF 0.05 each, through the exercise of conversion and/or option rights which were or will be granted in connection with convertible bonds, bonds with option rights, notes or similar instruments, including convertible loans or option issues.

Shareholders' subscription rights are excluded when issuing convertible bonds, bonds with warrants or other financial market instruments to which conversion and/or option rights are attached. The respective holders of conversion and/or option rights are entitled to subscribe to the new shares.

The Board of Directors is authorized, when issuing convertible bonds and/or bonds with warrants, to restrict or withdraw the advance subscription rights of shareholders if (i) the convertible bonds and/or bonds with warrants are issued in connection with the financing or refinancing of the acquisition of companies, parts of companies, participations or other investment projects of the Company (ii) for the purpose of expanding the shareholder base, including for the purpose of engaging strategic partners or partners in certain investor markets, and (iii) an issue by firm underwriting by a bank or consortium of banks with a subsequent public offering appears to be the most appropriate form of issue at that time, particularly in terms of the terms of issue or the timing of the transaction. If the advance subscription right is cancelled by resolution of the Board of Directors, conversion rights may be exercised for a maximum of ten years, option rights for a maximum of seven years from the date of the relevant issue and the corresponding financial market instruments must be issued at the relevant market conditions."

#### Art. 4

##### Shares

Subject to the following provisions, the registered shares of the company are being issued as uncertificated securities (within the meaning of OR) and held as intermediated securities (within the meaning of the Swiss Federal Intermediated Securities Act).

The company may withdraw shares issued as uncertificated securities from the custodian system.

Shareholders may request at any time that the company issues certificates for the registered shares that they own, but they are not automatically entitled to have certificates for registered shares printed or delivered.

However, the company may at any time print and deliver certificates for registered shares (individual share certificates or global certificates). With the consent of the shareholder, the company may cancel issued certificates that are returned to the company.

The disposition of intermediated securities, including ordering securities, is subject to the Swiss Federal Intermediated Securities Act. Disposition by way of assignment is not possible to the extent permitted by law.

By amending the Articles of Association, the General Meeting may convert registered shares into bearer shares, or vice versa, at any time.

The company's registered shares issued in the form of uncertificated securities may be entered in an uncertificated securities register in accordance with the Swedish Financial Accounts Act (1998:1479).

The ownership rights of the shareholders whose registered shares are entered in a uncertificated securities register in accordance with the Swedish Financial Accounts Act (1998:1479)

are governed by Swedish law. The transfer and pledging of such shares is subject to Swedish law.

#### **Art. 5**

#### **Share register**

The Board of Directors maintains a share register, in which the names and addresses of the owners and beneficiaries are entered. Only those people entered in the share register are recognised by the company as shareholders or beneficiaries.

### **III. Organisation**

#### *A. General Meeting*

#### **Art. 6**

#### **Powers**

The General Meeting is the supreme body of the company. It has the following non-transferable powers:

1. determining and changing the Articles of Association;
2. electing members of the Board of Directors individually, as well as the Chairman of the Board of Directors from among these members; electing members of the Compensation Committee individually and electing the independent proxy and the Auditors;
3. approving the progress report and, where required by law, the consolidated accounts;
4. approving the annual financial statements and deciding on the appropriation of net profit, including in particular setting the dividend;
5. discharge of the members of the Board of Directors and the persons entrusted with the management of the company (Executive Management);

6. approving the compensation of the Board of Directors and the Executive Management in accordance with the Articles of Association;
7. deciding on all matters that fall within its remit according to the law or the Articles of Association or which are presented to it by the Board of Directors.

### **Art. 7**

#### **Meetings**

The Annual General Meeting 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 shall issue invitations to extraordinary general meetings within 60 days if shareholders representing at least ten per cent of the share capital or votes request such a meeting in writing, stating the items on the agenda and the motions.

The Board of Directors shall determine 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 different locations simultaneously (known as a multi-location general meeting). In this case, the votes of the participants will be transmitted directly in image and sound to all meeting locations.

The Board of Directors may provide that shareholders who are not physically present at the location or locations of the general meeting may exercise their rights electronically (known as a hybrid general meeting).

## Art. 8

### **Convening, universal meeting**

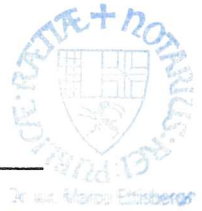
The General Meeting shall be convened by the Board of Directors and, if need be, by the Auditors. The liquidators are also entitled to convene a General Meeting.

The General Meeting shall be convened by announcement in the Company's journals of record or by ordinary mail to the shareholders and usufructuaries recorded in the share register at least twenty days prior to the day of the Meeting. The convening letter shall state the day, time and place of the Meeting, the agenda, the proposals of the Board of Directors and the proposal of the shareholders who have requested the Shareholders' Meeting or that an item be included on the agenda.

Subject to the provisions set forth below concerning the Universal General Meeting, no resolutions can be passed regarding matters which have not been announced in this manner, except regarding the proposals of shareholders to convene an extraordinary General Meeting, to carry out a special audit or to appoint Auditors. Proposals regarding items on the agenda and discussions not followed by resolutions do not need to be announced in advance.

The owners, usufructuaries or representatives of all the shares may, if no objection is raised, hold a General Meeting without observing the formal requirements for the convening of the General Meeting (Universal Shareholders' Meeting). As long as the owners or representatives of all the shares are present, all subjects falling within the scope of business of the General Meeting may be validly discussed and decided upon at such meeting.

The annual business report and the Auditors' report must be submitted for examination by the shareholders at the registered office of the Company at least twenty days prior to the date of the ordinary General Meeting. Reference to such submission and to the shareholders' right to request the conveying of these



documents to them shall be included in the invitation to the General Meeting.

#### **Art. 9**

##### **Chair, Minutes**

The General Meeting shall be chaired by the President, or, in his/her absence, by another member of the Board of Directors, or by another Chairman elected for that day by the General Meeting.

The Chairman designates a Secretary for the minutes as well as the scrutineers who need not be shareholders.

The Board of Directors is responsible for the keeping of the minutes, which are to be signed by the Chairman and by the Secretary.

#### **Art. 10**

##### **Voting right, Membership rights**

Each share entitles to one vote.

Membership rights can be exercised by persons who are recorded in the share register or, if the shares are listed in Sweden, in the central securities depository in accordance with chapter 1, para. 10 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)) on the record date prior to the shareholders' meeting.

#### **Art. 11**

##### **Representation**

The company only recognises one representative per share.

Each shareholder may be represented at the General Meeting by a third party who is authorized by a written power of attorney and who need not be a shareholder, or by the independent proxy. Legal representation is reserved.

The independent proxy is elected by the General Meeting for a term of office lasting until the end of the next ordinary General Meeting. The independent proxy whose term of office expires may be reelected immediately. The duties of the independent proxy are governed by the applicable laws, rules and guidelines. The General Meeting may deselect the independent proxy with effect from the end of the General Meeting.

If the company does not have an independent proxy, the Board of Directors will appoint the independent proxy for the next General Meeting.

The Chair of the General Meeting decides on the admissibility of representation.

#### **Art. 12**

##### **Resolutions and Elections**

The General Meeting shall pass its resolutions and carry out its elections with an absolute majority of the share votes represented, to the extent that neither the law nor the Articles of Association provide otherwise.

If an election cannot be completed upon the first ballot, there shall be a second ballot at which the relative majority shall decide.

Elections and votes are generally held by open ballot. A written or electronic vote or election must be held if requested by the Chair or by the majority of the shareholders present. Electronic votes are equivalent to secret ballots and elections.

#### **Art. 13**

##### **Special quorum**

A resolution of the General Meeting passed by at least two thirds of the represented share votes and the absolute majority of the

represented shares per value is required in the cases specified by law.

*B. Board of Directors*

**Art. 14**

**Election, constitution** The Board of Directors consists of one or more members.

The members of the Board of Directors are generally elected individually at the ordinary General Meeting and for a term of one year. The term of office for members of the Board of Directors expires on the day of the next ordinary General Meeting, subject to prior resignation or removal. Newly appointed members shall complete the term of office of their predecessors.

The members of the Board of Directors may be reelected without limitation.

Unless provided for otherwise in the Articles of Association, the Board of Directors constitutes itself. It may appoint at least one Vice-Chairman from among the remaining members of the Board. The Board of Directors also appoints the secretary, who need not be a member of the Board of Directors.

If the position of Chairman of the Board of Directors is vacant, the Board of Directors may appoint a new Chairman from among the remaining members of the Board for the remaining term of office.

**Art. 15**

**Ultimate Direction,  
Delegation**

The Board of Directors is entrusted with the ultimate direction of the Company as well as the supervision of the management. The Board of Directors represents the Company towards third parties and attends to all matters which are not delegated to or

reserved for another corporate body of the Company by law, the Articles of Association or the regulations.

The Board of Directors may entrust the management and the representation of the company wholly or in part (except the non-transferable duties), to one or several members of its Executive Management or representatives of the company, members of the Board of Directors or third parties who need not be shareholders of the company. The Board of Directors shall enact the organizational regulation and arrange for the appropriate contractual relationships.

#### **Art. 16**

#### **Duties**

The Board of Directors has the following non-transferable and irrevocable duties:

1. to ultimately direct the Company and issue the necessary directives;
2. to determine the organization;
3. to organize the accounting, the financial control, as well as the financial planning;
4. to appoint and recall the persons entrusted with the management and representation of the Company and to grant signatory power;
5. to ultimately supervise the persons entrusted with the management, in particular with respect to compliance with the law and with the Articles of Association, regulations and directives;
6. to prepare the business report, as well as the Shareholders' Meeting and to implement the Shareholders' resolutions;
7. to inform the judge in the event of overindebtedness;
8. to pass resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares;

9. to pass resolutions confirming increases in share capital and regarding the amendments to the Articles of Association entailed thereby;
10. for any vacancies that arise during the year, determining an interim Chairman of the Board of Directors, interim members of the Compensation Committee or an independent interim proxy, each for a term lasting until the next ordinary General Meeting.

### **Art. 17**

**Organization, Minutes** The President calls the meetings of the Board of Directors. Any member of the Board of Directors may, stating the reasons, request the President to immediately call a meeting. The majority of the members must be present in order to pass resolutions, whereby a telephone and/or video conference shall fulfil the requirement of presence. No minimum presence is required for resolution requiring the form of a public deed (Art. 634a, 651a, Art. 652g, Art. 653g and Art. 653i OR).

The President or his/her deputy shall chair the meeting. The resolutions of the Board of Directors are adopted by the majority of votes cast. In the event of equality of votes, the Chairman shall have the casting vote.

Resolutions may also be adopted by way of written consent in lieu of a meeting of the members, unless a member requests discussion.

Minutes shall be kept of the deliberations and resolutions of the Board of Directors. The minutes shall be signed by the Chairman and the Secretary of the Board of Directors..

In other respects, and subject to the Articles of Association, the organisation of the Board of Directors shall be in accordance with the organisational regulation.

## Art. 18

### **Compensation Committee**

The Compensation Committee consists of at least two members of the Board of Directors. Each member of the Compensation Committee is elected individually by the General Meeting for a term of office lasting until the end of the next ordinary General Meeting. Members of the Compensation Committee whose term of office expires may be reelected immediately. For vacancies on the Compensation Committee, the Board of Directors may appoint members from among the remaining members of the Board to serve the remaining term of the missing members.

The Compensation Committee constitutes itself and elects a Chair from among its members. It appoints a secretary, who need not be a member of the Board of Directors or of the Compensation Committee.

The Compensation Committee assists the Board of Directors in establishing and reviewing the company's compensation strategy and guidelines and the performance criteria, as well as in preparing the proposals to the General Meeting in respect of the compensation to be paid to the Board of Directors and the Executive Management. It may prepare proposals and recommendations for the Board of Directors relating to other compensation-related matters. The Board of Directors issues a regulation that determines the purpose, composition and procedural rules of the Compensation Committee, including its duties and powers for filing applications and passing resolutions relating to the compensation of the members of the Board of Directors and Executive Management in accordance with the legal and regulatory requirements, these Articles of Association and the relevant compensation system that is approved from time to time by the Board of Directors. The Board of Directors can assign the Compensation Committee further duties and powers.

*C. The Auditors*

**Art. 19**

**Auditing**

The General Meeting elects one or more Auditors as the auditing body each year; these must be independent of the company and must meet the special professional criteria stipulated by law. The Auditors may be reelected. The term of office lasts until the end of the next ordinary General Meeting.

The rights and obligations of the Auditors are governed by the applicable legal provisions. The Auditors are obliged to attend the General Meetings they have to report on.

**IV. Compensation of the Board of Directors and the Executive Management**

**Art. 20**

**Compensation of the members of the Board of Directors and Executive Management**

The General Meeting bindingly approves the motions of the Board of Directors each year with regard to:

- a) the maximum total fixed compensation of the members of the Board of Directors for the next term of office;
- b) the maximum total fixed compensation of the Executive Management for the next term of office;
- c) the total variable compensation of the Executive Management for the last term of office.

The Board of Directors may file deviating or additional applications relating to the same or other periods for approval at the General Meeting.

If the General Meeting does not approve an application of the Board of Directors, the Board of Directors will set the corresponding (maximum) total amount(s) or the corresponding (maximum) partial amount(s) in a new application, taking into account all relevant factors, and will propose the amount(s) set in this way for approval to the same General Meeting, an extraordinary General Meeting or the next ordinary General Meeting.

The company itself or companies controlled by it can pay or allocate compensation before it has been approved by the General Meeting, subject to retroactive approval by a General Meeting as well as any applicable claw-back provisions.

The Board of Directors submits the compensation report to the General Meeting each year for consultative (non-binding) vote.

#### Art. 21

##### **Additional amount for changes in the Executive Management**

If the maximum total compensation already approved by the General Meeting is not sufficient to compensate a person who will become a member of the Executive Management or who is promoted within the Executive Management, then the company itself or companies controlled by it are entitled to pay or allocate each such member an additional amount for the duration of the compensation period(s) already approved. For each compensation period and member, the additional amount may not exceed 10% of the total compensation of the Executive Management that has been approved by the General Meeting pursuant to Art. 20 of the Articles of Association. This additional amount includes any compensation for any disadvantages suffered due to the change of job. If the additional amount is not sufficient to cover these disadvantages, then a joining bonus that exceeds the additional amount must be approved at the next ordinary General Meeting.

## Art. 22

### **Principles governing the compensation of the Board of Directors and Executive Management**

In addition to fixed compensation, the members of the Board of Directors and Executive Management can be paid variable compensation based on the achievement of certain performance objectives.

The performance objectives can include personal objectives, TalkPool Group objectives or departmental objectives, as well as objectives that are calculated relative to the market, other companies or comparable metrics, taking into account the role and level of responsibility of the recipient of the variable compensation. The Board of Directors, or the Compensation Committee if delegated to it, determines the weighting of the performance objectives and the corresponding target values.

The compensation can be paid in the form of money, shares, financial instruments/units, payments in kind, or services. The Board of Directors, or the Compensation Committee if delegated to it, determines the allocation, investment, vesting and forfeiture conditions. These may stipulate that, due to specific events such as a change of control or the termination of mandate or mandate relationships, vesting conditions will continue to apply, be reduced or revoked, that compensation will be paid on the assumption that target figures will be achieved, or that compensation will be forfeit. When doing so, the Board of Directors, or the Compensation Committee if delegated to it, may take into account the company's ability to recruit suitable people from the labour market and retain employees in the company. The compensation must be assessed in accordance with generally recognised analysis models on the date that the compensation element in question is allocated. The company can make the shares that are to be issued or delivered available in the form of a conditional capital increase or by using its own shares that have been acquired on the market.

The compensation can be paid or allocated by the company itself or companies controlled by it.

**V. Contracts with members of the Board of Directors and Executive Management, external mandates, credits and loans**

**Art. 23**

**Contracts with members of the Board of Directors and Executive Management**

The company itself or companies controlled by it can conclude fixed-term or open-ended contracts with members of the Board of Directors to govern their compensation. The duration and termination are based on the term of office and the applicable legislation.

The company itself or companies controlled by it can conclude temporary or permanent employment contracts with members of the Executive Management. Temporary employment contracts are agreed for a maximum of one year. Renewal is permitted. Permanent employment contracts are subject to a notice period of twelve (12) months.

Members of the Board of Directors who must observe a notice period can be relieved of their duties. The company itself or companies controlled by it can conclude severance agreements.

Employment contracts with members of the Board of Directors may include non-compete clauses that apply for up to one (1) year following the termination of an employment contract. The compensation relating to such a non-compete obligation may not exceed 100% of the annual compensation that was last paid to this member of the Board of Directors.

**Art. 24**

**External mandates**

No member of the Board of Directors may hold more than ten (10) additional mandates, of which no more than three (3) may

be in listed companies.

No member of the Executive Management may hold more than two (2) additional mandates, of which no more than one (1) may be in a listed company.

The following mandates are not subject to the restrictions in para. 1 and 2 above:

- a) Mandates in companies that are controlled by the company or which control the company;
- b) mandates that are taken up on the instruction of the company itself or a company controlled by it;
- c) unpaid mandates, whereby the reimbursement of expenses is not classed as compensation. No member of the Board of Directors or Executive Management may hold more than ten (10) such mandates.

Activities of the members of the Board of Directors and Executive Management in the highest managerial and governing body of a legal entity that has to be entered in the commercial register or in an equivalent foreign register are considered mandates. Mandates in different legal entities that are controlled jointly are considered one mandate.

In each case, the Board of Directors will check that the number of external mandates held by members of the Board of Directors or Executive Management is compatible with the effort, availability, performance capacity and independence that are required for them to fulfil their duties as a member of the Board of Directors or Executive Management. Acceptance of mandates outside of the TalkPool Group by members of the Executive Management must be approved by the Board of Directors.

### **Art. 25**

#### **Credits and Loans**

Credits and loans may be granted to members of the Board of Directors and Executive Management. The total amount of such outstanding credits and loans may not exceed CHF 23,000.00 for each member of the Board of Directors or Executive Management.

## **VI. Financial year, financial reporting and distribution of profit**

### **Art. 26**

#### **Annual Accounts**

The term of the business year as well as the end of each business year will be decided by the Board of Directors.

The annual accounts, consisting of the profit and loss statement, the balance sheet and the annex, shall be drawn up in accordance with the provisions of the Swiss Code of Obligations, in particular art. 663b et seq. and 957 et seq. CO, and in accordance with generally accepted commercial principles and customary rules in that business area.

### **Art. 27**

#### **Distribution of Profits**

Subject to the legal provisions regarding the distribution of profits, in particular art. 671 et seq. CO, the profits as shown on the balance sheet may be allocated by the General Meeting at its discretion.

The dividend may only be determined after the transfers foreseen by law to the compulsory reserve funds have been deducted. All dividends unclaimed within a period of five years after their due date shall be forfeited to the Company.

## **VII. Liquidation**

### **Art. 28**

#### **Dissolution and Liquidation**

The General Meeting may at any time resolve the dissolution and liquidation of the Company in accordance with the provisions of the law and of the Articles of Association.

The liquidation shall be carried out by the Board of Directors to the extent that the General Meeting has not entrusted the same to other persons.

The liquidation of the Company shall take place in accordance with art. 742 et seq. CO. The liquidators are authorized to dispose of the assets (including real estate) by way of private contract.

After all debts have been satisfied, the net proceeds shall be distributed among the shareholders in proportion to the amounts paid-in.

## **VIII. Information**

### **Art. 29**

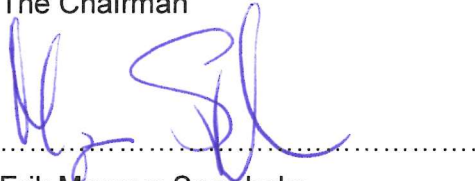
#### **Notices and Announcements**

Announcements to the shareholders are made in writing by regular letter or by email to the addresses recorded in the share register.

The Company's journal of record is the Swiss Official Journal of Commerce. The Board of Directors may determine additional journals of record.

Chur, 12<sup>th</sup> May 2026

The Chairman



Erik Magnus Sparrholm

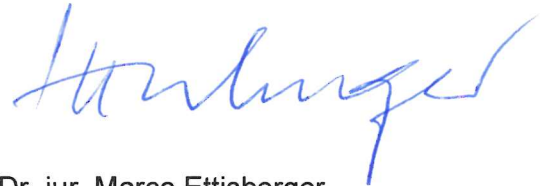
### OFFICIAL NOTARISATION

The undersigned notary, Dr. iur. Marco Ettisberger, Chur, hereby certifies that the above Articles of Association of Talkpool AG, with its registered office in Chur, correspond to those previously in force and now include the new provisions of Article 3 (Capital) and Article 3a (Capital Band) adopted at today's meeting of the Board of Directors. They constitute the company's current Articles of Association.

Chur, 12<sup>th</sup> May 2026

Chur, twelfth May two thousand and twenty-six

THE NOTARY:



Dr. iur. Marco Ettisberger

Reg. A/2026/No.....

### Notarial Legalisation of Translation

Dr. Marco Ettisberger, notary public of the Canton of Grisons (Switzerland), with office at Hinterm Bach 40, 7000 Chur

certifies:

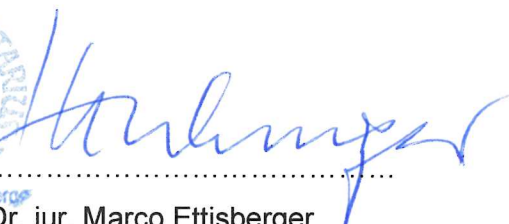
The foregoing document is a complete and accurate translation of the articles of association of Talkpool AG, Talkpool SA, Talkpool Ltd., Talkpool Inc., with registered seat in Chur.

The certification was requested by Erik Magnus Sparrholm, president of the Board of Directors, Swedish citizen, domiciled in Chur.

Chur, 12<sup>th</sup> May 2026

Chur, twelfth May two thousand and twenty-six

The notary



Dr. iur. Marco Ettisberger

Reg. A/2025/Nr. 63