

Talkpool's share option program



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Share Option framework

Why?

- The major reason for implementing a stock option program is to **incentivize** and **motivate** key staff
- A secondary reason is to **increase profitability** (financial income vs variable salary)

When?

- **Four share option rounds until 2031:**
 - March 2024 – June 2025
 - March 2026 – June 2027
 - March 2028 – June 2029
 - March 2030 – June 2031

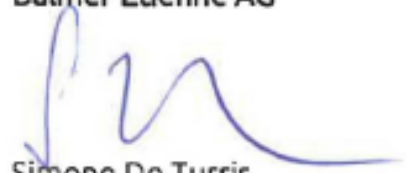
How?

- Employees and advisors that contribute to the company are selected to participate
- Max 2 million share options in total, hence 500'000 options per round

Ruling in Switzerland

Für Ihre Unterstützung danken wir Ihnen im Voraus bestens.

Freundliche Grüsse
Balmer-Etienne AG


Simone De Turris
lic. iur. HSG, dipl. Steuerexperte
Vizedirektor / Senior Manager


Patrick Wegmann
BSc ZFH in Betriebsökonomie
dipl. Steuerexperte

Approved by experts

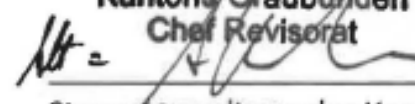
- Balmer-Etienne in Switzerland
- Noerr in Germany
- G&W and Setterwalls in Sweden

Beilagen

1. Share Option Agreement im Entwurf
2. Doppel dieser Anfrage, inkl. Rückantwortcouvert

Mit den vorstehenden Ausführungen für die Staats- und Gemeindesteuern und für die Direkte Bundessteuer einverstanden:

Chur, 10. Juni 2024


Steuerverwaltung des
Kantons Graubünden
Chef Revisorat

Alexander Heeb
Steuerverwaltung des Kantons Graubünden


Steuerverwaltung des
Kantons Graubünden
Revisorat

Fabian Schöbi

Black-Scholes-Merton (BSM)

calculation on the 15th of March 2024

The Black-Scholes model, aka the Black-Scholes-Merton (BSM) model, has been used as a basis to calculate the option price. Black-Scholes is a differential equation widely used to price options contracts, and the model resulted in a Nobel price. In mathematical notation:

where:

$$C = SN(d_1) - Ke^{-rt}N(d_2)$$

where:

$$d_1 = \frac{\ln \frac{S}{K} + (r + \frac{\sigma^2}{2})t}{\sigma \sqrt{t}}$$

and

$$d_2 = d_1 - \sigma \sqrt{t}$$

C = Call option price

S = Stock price on 2024-03-15 = **EUR 0.45**

K = Strike price on 2025-06-30 = **EUR 0.75**

r = Risk-free interest rate = 2.5%

t = Time to maturity = 1.3 years

N = Normal distribution of 35% volatility

Summary	Initial outlook (on 15 March 2024)
Call option price = C	EUR 0.01 (1 Euro cent)
Strike price = K	The seller receives EUR 0.75 per share if the option is executed
Risk	The option will be worthless if the share price increases less than from EUR 0.45 to EUR 0.75
Upside	The option is worth the share price at end-June 2025 reduced by EUR 0.75

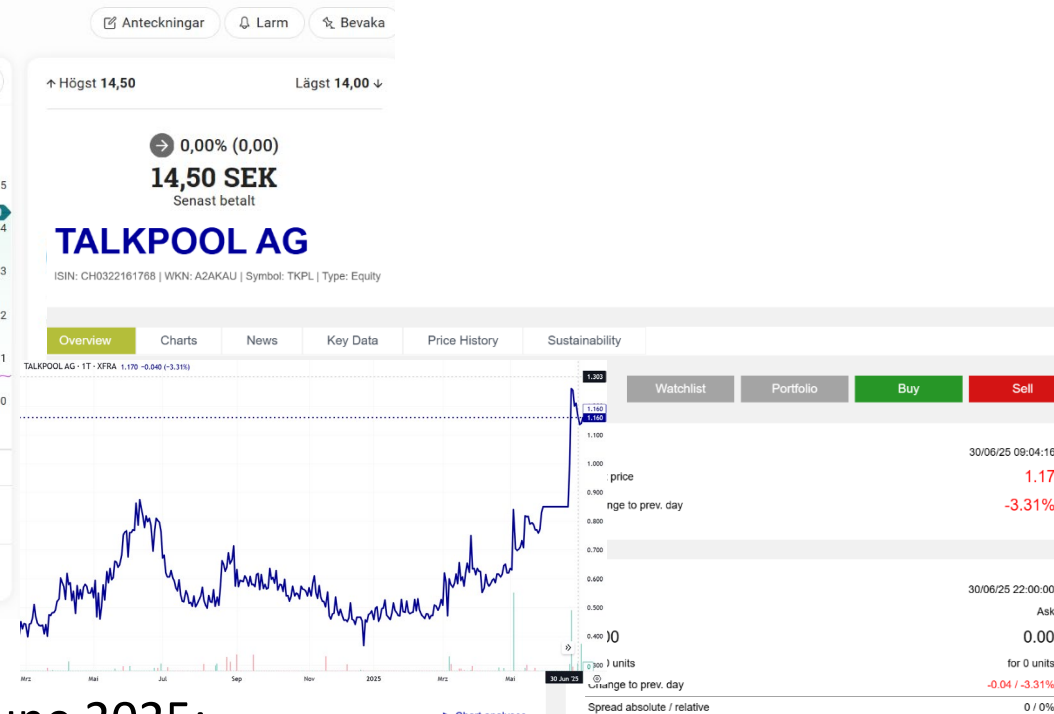
Determination of Share Price & Option Price

[EUR]	15 March 2024	30 June 2025
Execution share price	0.45	1.25
Option price	0.01 (BSM)	0.50 (1.25-0.75)

- Total 370'000 share options, of which 140 000 in Germany, 90'000 in Americas and 140'000 in HQ matured on determination day 1st of July 2025
- Execution share price of EUR 1.25 per option for all participants

TalkPool

Natleverantörer Telekommunikation Teknologi



Share price at closing on the 30th of June 2025:

- EUR 1.17 in Frankfurt
- SEK 14.5 in Stockholm


Successful outcome of test run

The 1st round options are “in the money”

- $1.25\text{€} - 0.75\text{€} = \text{EUR } 0.50$ per share option
- From 0.01€ to 0.50€ , an increase of **50 times** or **5'000%**



Execution



Signing attachments	Action	Date
1 st option exercise notice	Intent to execute as cash or shares	Jul - Sep 2025
2 nd pre-emptive right	Talkpool confirms intent	Aug - Sep 2025
3 rd exercise agreement	Both parties sign final conditions	Sep - Oct 2025

Payment / Final Execution:

Target by October 2025

Latest by January 2026



Launch of next share option round:

Preparations in February 2026

Start in March 2026

OPTION EXERCISE NOTICE

ATTACHMENT 1

This binding exercise notice shall be sent by the Buyer to the Chairman and the Seller in the period 1st of July 2025 until 30th of September 2025, preferably as an email attachment to magnus@talkpool.com. It makes sense to execute this binding notice if the Execution Share Price is above EUR 0.75 per Share.

I hereby confirm that I wish to exercise my Option to purchase _____ [amount of] Shares in TalkPool AG.

I wish to exercise _____ Options at an execution price of EUR _____ per Share. (The Execution Share Price is determined by the Chairman as average closings at the end of June 2025).

Please tick the relevant box:

- ☐ I prefer to **resell** the Shares to the Company and thereby receiving cash without first having to pay the Strike Price for the Shares and later selling the Shares over the stock exchange. I understand that the Company will pay EUR 0.75 per share to the Seller and the difference (between Execution Share Price and the Strike Price of EUR 0.75 per Share) to me.
- ☐ I prefer to **keep** the Shares by paying EUR 0.75 per Share to the Seller. I promise not to sell the Shares during the initial 12 months after the Share purchase.

Name _____

Address: _____

Bank: _____

IBAN: _____

Swift: _____

Confirmed by the Buyer of the Options who hereby confirms the legally binding exercise of the Options:

Place & Date:

Name:

Email:

Mobile number:

PRE-EMPTIVE RIGHT ATTACHMENT 2

This attachment shall be sent from the Company or any of its subsidiaries to the Buyer as soon as possible, but latest 3 months after receiving the signed option execution.

The Company hereby confirms the purchase of Options, in line with the share options agreement, at the following conditions:

Option owner (name):	
Amount of Options purchased (number):	[10'000]
Execution Share Price (EUR):	[share price end of June 2025]
Total Execution payment (EUR):	[Options * Execution price]
Payment to Seller (EUR):	[Options * EUR 0.75]
Payment to Option owner (EUR):	
Preliminary payment target date:	[1 st of October 2025]

Confirmed by the Company:

Place & Date:

Name:

Entity:

FINAL OPTION EXERCISE AGREEMENT

ATTACHMENT 3

This final Option exercise agreement states the conditions of the share Option transaction, and it shall be signed by the Parties involved in the share option transaction. The complete transaction including the signing of this agreement and payments shall be exercised as soon as possible after confirming the Company's pre-emptive right. It shall be finalised within 7 months after the determination date, hence latest by the end of January 2026.

The Parties agree on the following transaction conditions:

Option owner (name):	
Amount of Options (number):	[10'000]
Execution Share Price (EUR):	[share price end of June 2025]
Total Execution payment (EUR):	[Options * Execution price]
Payment to Seller (EUR):	[Options * EUR 0.75]
Payment to Option holder (EUR):	[Total execution payment – payment to Seller]
Payment date target:	[1 st of November 2025]
Option owner's address:	
Option owner's IBAN:	
Option owner's bank swift:	

Confirmed with date, place, and signature by the Parties:

Option holder:

Seller:

Company:

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1ST ROUND IN THE MONEY

- Share price increase from EUR 0.45 to 1.25 (178%)
- Option increase from EUR 0.01 to 0.50 (5'000%)

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