

Talkpool's Board of Directors decides, given the Extraordinary General Meeting's approval, to carry out a directed new issue of registered shares

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PRESS RELEASE
30 August, 2017

Talkpool's Board of Directors has, subject to approval by the Extraordinary General Meeting of 19 September 2017, resolved to carry out a directed new share issue of approximately SEK 32.9 million before issue costs ("New Share Issue"). The New Share Issue is guaranteed to 81 percent. The proceeds will be used to part-finance the acquisition of LCC Pakistan (Pvt).

Due to administrative reasons related to the settlement process linked to Talkpool AG's (**Talkpool** or **Company**) electronic shares in Switzerland, Talkpool announced in a press release dated 10 August 2017 that the Company had decided not to pursue the rights issue with the trading of subscription rights in accordance with previous decisions published on 21 June 2017. Instead, Talkpool's Board of Directors, given the Extraordinary General Meeting's approval on 19 September 2017, has decided to carry out a directed new issue of registered shares in which existing shareholders will be prioritized in the allotment.

The New Share Issue in summary and preliminary timetable

- The subscription price in the New Share Issue is SEK 22 per registered share.
- Upon full subscription of the New Share Issue, the proceeds will amount to approximately SEK 32.9 million before issue costs.
- The Board of Directors will give priority to investors registered as shareholders of Talkpool in the share register held by SIX SIS and Euroclear as of 22 September 2017, to subscribe for new shares in proportion to their existing shareholding.
- Subscription period for the New Share Issue is 25 September 2017– 9 October 2017. The New Share Issue is guaranteed to 81 percent through subscription undertakings and guarantees. The guaranteed amount has been lent to Talkpool
- The New Share Issue requires the approval of an Extraordinary General Meeting which will be held on Tuesday, 19 September 2017
- Each new registered share has the same rights as existing registered shares in the Company

Preliminary timetable

Tuesday 19 September 2017	Extraordinary General Meeting
Wednesday 20 September 2017	Estimated date for publication of prospectus
Friday 22 September 2017	Date to become prioritized as existing shareholder in

	connection with allotment of new registered shares
Monday 25 September 2017	Subscription period begins
Monday 9 October 2017	The subscription period ends
Wednesday 11 October 2017	Publication of results of the New Share Issue
Friday 3 November, 2017	Estimated 1 st trading day of new shares

Conditions for the New Share Issue

Talkpool's share capital amounts to 149,611.10 CHF before the New Share Issue, and the number of existing registered shares amount to 2,992,222. The nominal value of each registered share is 0.05 CHF. The new share issue refers to a maximum of 1,496,111 new registered shares. In addition, the board of directors will have a so-called over-allotment option to issue additional 227,273 registered shares upon transfer of the New Share Issue, which may increase the issue amount by up to SEK 5.0 million.

In total, Talkpool can thus issue up to 1,723,384 registered shares, given that the New Share Issue is fully subscribed and the over-allotment option is fully utilized. This would mean that the share capital of the Company increases by a maximum of 86,169.1864 CHF to a maximum of 235,780.30 CHF and the total number of registered shares increases to a maximum of 4,715,606.

The subscription price per registered share is 22 kr.

Guarantees

The New Share Issue is guaranteed to 81 percent through subscription undertakings of approximately SEK 23.4 million and guarantees amounting to SEK 9.0 million. The guarantee is valid up to SEK 26.6 million. The guarantee fee is 10.0 percent of the guaranteed amount and thus amounts to SEK 0.9 million. The guarantee fee will be paid in cash. In order to enable early payment of the purchase price of LCC Pakistan (Pvt), SEK 21.8 million of the subscription undertakings together with the entire guaranteed amount plus SEK 4.0 million has been lent to the Company. The loan from the guarantors has an interest rate equivalent to 2 percent per month. No interest is paid in respect of pre-paid subscription undertakings. Loans based on subscription undertakings will be set-off in the New Share Issue. Loans raised from guarantors will, if necessary, be set-off in the New Share Issue up to the guaranteed amount. The remaining guarantor loan will be repaid on 31 October 2017. However, each guarantor has the option to choose that up to 100 per cent of the remaining loan shall mature on 30 June 2018. Further information regarding the parties that have entered into subscriptions and guarantee commitments will be found in the prospectus that is expected to be published on 20 September 2017 in accordance with the above preliminary timetable of the New Share Issue.

Extraordinary General Meeting

The board of director's decision on the New Share Issue and related decisions are subject to

approval by the Extraordinary General Meeting, which will take place on Tuesday, 19 September, 2017 in Chur, Switzerland.

At the Extraordinary General Meeting, the board of director's decision and proposal for a decision as set out below will be presented for approval.

- (i) a new issue of a maximum of 1,496,111 registered shares with a nominal value of CHF 0.05 each
- (ii) a new issue of no more than 227,273 shares in respect of such an overdraft option
- (iii) introduction of a new authorized capital, which will authorize the Board of Directors to issue a maximum of 1,496,111 new registered shares within the next two years with the purpose of, inter alia, preparing for any future acquisitions.
- (iv) amendment of article 18 of the articles of association concerning the compensation committee

Advisors

G & W Fondkommission acts as financial advisor and Setterwalls Advokatbyrå acts as legal adviser to Talkpool in connection with the New Share Issue.

Important information

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The new shares will not be registered under the Securities Act or any provincial law in Canada and may not be transferred or offered for sale in the United States or Canada or to any resident there or on behalf of such person other than in such exceptional cases Which does not require registration under the Securities Act or any provincial law in Canada.

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About Talkpool

Talkpool AG is listed on NASDAQ First North. Talkpool builds, maintains and improves telecommunication networks globally. Through its cutting-edge technical expertise, long experience and agile business model, Talkpool offers global telecom vendors and operators high-quality services on short notice no matter the location. Moreover, Talkpool is one of few companies with actual solutions and contracts in place in the exciting Internet of Things-market. Remium Nordic AB is Talkpool's Certified Advisor.

This information is inside information that Talkpool AG (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, on the 30th of August, 2017 at 23.30 CET.