

Invitation to the Annual General Meeting

Talkpool AG

with head office in CH-7000 Chur, Gäuggelistrasse 7

To the shareholders of Talkpool AG

**Invitation to the 16th Annual General Meeting
of Talkpool AG**

(Talkpool SA) (Talkpool Ltd.) (Talkpool Inc.)

on

28th May 2018, 10.00 a.m.

Hotel Stern, Reichsgasse 1, 7000 Chur

Agenda

1. Minutes of the 15th Annual General Meeting on 21st June 2017

The Board of Directors proposes the approval of the minutes of the 15th General Meeting dated 21st June 2017.

2. Auditor's report

3. Acceptance of the Financial Statement, the Annual Accounts for 2017 and the Remuneration Report for 2017

3.1 The Board of Directors proposes the approval of the Annual Report for 2017, consisting of the Annual Report and the Financial Statement of Talkpool AG for the financial year 2017.

3.2. Consultative vote on the Remuneration Report for 2017: The Board of Directors proposes the approval of the Remuneration Report for the fiscal year 2017 on the basis of a consultative vote.

4. Appropriation of available earnings

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

Annual loss	1'133'442
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+ Profit brought forward as of 01/01/2017	721'056
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Allocation from the free reserves	0
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Loss carried forward	412'386
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1. 5% of the annual profit (Art. 671 Section 1, Swiss Law of Obligations (<i>hereafter</i> "OR"))	0
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2. 10% of the super dividend (Art. 671 Section 2 para. 3 OR)	0
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- Proposed dividend
- Normal dividend
- **Super dividend**

Distribution of the following dividends

1 Registered shares	per 0	0
Balance to be carried forward		0

5. Discharge of the members of the Board of Directors and the Executive Committee

The Board of Directors proposes to discharge the members of the Board of Directors and the Management Board for their activities in the 2017 financial year.

6. Elections

6.1 Individual election of the members of the Board of Directors

The Board of Directors proposes that the following persons be re-elected as members of the Board of Directors until the conclusion of the next Annual General Meeting:

- Erik Magnus Sparrholm, citizen of Sweden, in Chur
- Wolfgang Essig, from Nesslerau, in Lottstetten (D)
- Stefan Lindgren, citizen of Sweden, in Vallda (SE)
- Constantinus Schreuder, citizen of the Netherlands, in Ulvenhout (NL)

The Board of Directors justifies its proposal with the entrepreneurial competence, the experience and the convincing performance of the existing members of the Board of Directors.

6.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes the re-election of Mr. Erik Magnus Sparrholm as Chairman of the Board of Directors.

6.3 Individual election of the members of the Remuneration Committee

The following members of the Board of Directors are proposed for election to the Remuneration Committee:

- Wolfgang Essig, from Nesslerau, in Lottstetten (D)
- Constantinus Schreuder, citizen of the Netherlands, in Ulvenhout (NL)

The election is for one year up to the conclusion of the next Annual General Meeting.

6.4 Election of the Auditing Body for the 2018 financial year

The Board of Directors proposes the re-election of the previous Auditing Body, PricewaterhouseCoopers AG, 7000 Chur, as the auditing body of the company for the financial year 2017.

6.5 Election of the Independent Proxy Representative

The Board of Directors proposes the election of Josef Gabrieli, Hinterm Bach 40, 7000 Chur, with the right to substitution, as the Independent Proxy Representative until the conclusion of the next Annual General Meeting.

7. Approval of the total amount of the future remunerations of the Board of Directors

Proposal of the Board of Directors: approval of the total amount of the remunerations of the Board of Directors to a maximum of CHF 48'000 up to the Annual General Meeting 2019.

8. Approval of the total amount of the future remunerations of the Executive Management

Proposal of the Board of Directors: approval of the total amount of the remunerations of the Executive Management to a maximum of CHF 700'000 up to the Annual General Meeting 2019.

9. Approval of the total sum of the variable remuneration of the Executive Management for the financial year 2017

Proposal of the Board of Directors: approval of the total sum of the variable remunerations of the Executive Management of maximum CHF 100'000 for the financial year 2017.

10. Miscellaneous

Yours sincerely

For the Board of Directors

Signed Erik Magnus Sparrholm

Chairman of the Board of Directors

Organisational information

1. Annual report

The Annual Report, the Auditor's Report and the minutes of the 15th General Meeting are available for inspection during business hours at the Head Office of Talkpool AG. Any shareholder* can request that a copy of these documents be sent to him/her. These documents can also be seen on the Website at www.talkpool.com.

2. Right of admission

Registered shareholders with voting rights that are registered in the Shares Book on 8th May 2018 are entitled to attend the 16th General Meeting. Please return the enclosed Reply Card by the 18th May 2018. Please register at the GM desk before the General Meeting. The admission card and the voting material will be handed to you personally once you have proven your identity. The Share Register will remain closed from 8th May 2018 until 29th May 2018.

3. Representation

Shareholders can let themselves be represented at the General Meeting by their legal representative or as follows:

- a) by another person who must (not) be a shareholder. The registered shareholder must thereby order the admission card, and fill in and sign the proxy on the back of the card. The admission card and the voting material are then to be handed over to the authorised person or the depositary representative. Bearer shareholders hand over the admission card and the voting material directly to the authorised person.
- b) by the company representative of Talkpool AG. The proxy indicated on the reply card or the admission card is given to this person. The reply card or the admission card must be correspondingly filled in, signed and be returned to us, Talkpool AG, Gäuggelistrasse 7, 7000 Chur, with or without instructions. The registrations or admission cards must be received by us by 18th May 2018. The company representative exercises the voting right in accordance with the proposals of the Board of Directors. This also applies to any supplementary or amendment proposals made at the General Meeting. Proxies that contain instructions that deviate from the proposals of the Board of Directors will be passed on to the independent proxy representative.
- c) through your depositary bank as depositary representative, by sending the registration directly to the latter with or without instructions. Depositary representatives are kindly requested to notify the company of the number of shares they represent as early as possible, but at the latest by 18th May 2018. Depositary representatives are institutions and professional asset managers that are subject to the Swiss Federal Act of 8 November 1934 regarding banks and savings banks.
- d) by the independent proxy representative within the meaning of Article 689c OR. We designate Mr. Josef Gabrieli, Hinterrn Bach 40, 7000 Chur, as such. The allocation of the proxy takes place on the registration or the admission card. This must be signed and be returned to us, Talkpool AG, Gäuggelistrasse 7, 7000 Chur, with or without instructions. The registrations must be received by us at the latest on 18th May 2018. In the absence of written instructions, the independent proxy representative shall exercise the voting right in favour of the proposals of the Board of Directors. This also applies to any supplementary or amendment proposals made at the General Meeting.

The Board of Directors

Talkpool AG

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

Reply form

**16th Annual General Meeting
of Talkpool AG**
(Talkpool SA) (Talkpool Ltd.) (Talkpool Inc.)
on
28th May 2018, 10.00 a.m.
Hotel Stern, Reichsgasse 1, 7000 Chur

I am a shareholder in Talkpool AG with

Registered shares _____, of which _____ have voting rights.

Bearer shares _____, of which _____ have voting rights.

Please select **only one of the Fields 1 to 4 with a cross!**

1. I will personally attend the Annual General Meeting 2018 and hereby order an Admission Card in my name.

2. I hereby authorise a person authorized by me to represent me at the Annual General Meeting, and instruct Talkpool AG to deliver the Admission Card directly to the authorised person.

Name and first name of the authorised person

Address of the authorised person _____

3. I hereby authorise Talkpool AG, to represent me at the Annual General Meeting 2018 and to approve the proposals of the Board of Directors.

4. I hereby authorise the Independent Proxy Representative, Mr. Josef Gabrieli, or a person authorised by him, to represent me at the Annual General Meeting 2018.

(If you wish to give instructions to the Independent Proxy Representative with regard to 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)