



**Invitation to the Extraordinary General Meeting for
TalkPool AG**

with head office in CH-7000 Chur, Gäuggelistrasse 7, Switzerland

The shareholders of TalkPool AG

(TalkPool SA) (TalkPool Ltd.) (TalkPool Inc.)

are invited to attend the shareholders' meeting

on

Tuesday the 19th of September 2017 at 10:00 AM

in Restaurant Va Bene, Gäuggelistrasse 60, 7000 Chur, Switzerland

AGENDA

1. Cancellation of the ordinary capital increase resolved at the Annual General Meeting on the 21st of June 2017 (then Item 7 on the agenda)
Board Proposal: Approval
2. Cancellation of the authorized capital increase approved at the Annual General Meeting on 21st of June 2017 (then Item 8 on the agenda)
Board Proposal: Approval
3. Ordinary increase of share capital
The Board of Directors proposes to carry out a capital increase in accordance with the following provisions:
 - 3.1 Increase in share capital from CHF 149,611.10 by a maximum of CHF 74,805.55 to a total maximum of CHF 224,416.65 by issuing a maximum of 1,496,111 registered shares with a quota (par) value of CHF 0.05 each
 - 3.2 The issue price is SEK 22.00 (Swedish krona) per share
 - 3.3 The new shares entitle the holder to dividends from the 1st of January 2017
 - 3.4 The new shares to do not carry privileged subscription rights
 - 3.5 The contribution for the new shares to be issued shall be made either in cash or by offsetting with claims against the Company
 - 3.6 The new shares to be issued are not subject to any transfer restrictions
 - 3.7 The subscription rights of existing shareholders are excluded. The new shares to be issued shall be allocated by the Board of Directors in the best interests of the Company, taking into account the following order of allocation:



- Existing shareholders in proportion to share ownership, by payment in cash
- Lenders to the company, by reducing loans
- New shareholders, by payment in cash

Note from the Board of Directors: Existing shareholders will be prioritized and hence the subscription rights of existing shareholders are indirectly protected.

3.8 The Board of Directors shall carry out and register the ordinary capital increase within 3 months.

4. Authorized Capital Increase

The Board of Directors proposes that the following authorized capital be created with regard to the issue of up to 1,496,111 registered shares with a par value of CHF 0.05 each according to the following new Article 3a of the Articles of Incorporation:

"Art. 3a

After completion of the ordinary capital increase approved at the ordinary general meeting on 21 June 2017, the Board of Directors is authorised to increase the company's share capital within a period of two years by a maximum of half the capital after the ordinary capital increase from 24 May 2017 (max. CHF 112,208.00) by issuing a maximum of 2,244,160, registered shares, to be fully paid up, with a nominal value of CHF 0.05 each.

150,000 new registered shares, to be fully paid up, with a nominal value of CHF 0.05 each are being issued at a maximum issue amount of SEK 36.00 (Swedish krona) and being paid up by offsetting them against the loans granted to the company (convertible option) in accordance with the agreements concluded with the lenders. The shareholders at that time cannot exercise a subscription right. Shares not acquired by the creditors must be allocated to the shareholders at that time based on the proportion of the shares in their ownership at that time. Shares not acquired by the shareholders at that time must be used to serve the interests of the company.

With regard to the remaining shares, the Board of Directors is authorised to limit or exclude the subscription right of the shareholders and grant it to third parties if the new shares are to be used (i) for the acquisition of companies, parts of companies, holdings or other investment projects of the company, (ii) for financing or refinancing the acquisition of companies, parts of companies, holdings or other investment projects of the company, (iii) for the national and international placement of shares and (iv) for expanding the circle of shareholders. Shares for which subscription rights are granted but not exercised must be used to serve the interests of the company.

The capital may be increased incrementally or by way of a firm commitment. The Board of Directors is authorised to set the issue price of the shares, the type of contribution, and the date of the dividend entitlement.

5. Revision of Articles of Association



Resolution of the amendments to the Articles of Association resulting from the implementation of the provisions of the Swiss "Ordinance on Excessive Remuneration for Stock Companies (VegüV)".

The Board of Directors proposes to amend and restate Article 18 of the Articles of Incorporation as follows:

"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 re-elected immediately. For vacancies on the Compensation Committee, the Board of Directors may appoint members from within its own ranks 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 does not have to be a member of the Board of Directors. 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 motions 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."

6. Miscellaneous and corporate information

Access authorization

The shareholders that have shares registered in the company shareholder ledger on the 30th of August 2017 are entitled to participate in the Extraordinary General Meeting in accordance with the Swedish Financial Accounts Act (1998: 1479). Shares sold after August 30, 2017 have no voting rights at the Extraordinary General Meeting.

Representation

Shareholders may be represented at the General Meeting by their legal representative or as follows:

- a) By another person who does not need to be a shareholder
- b) By the representative of Talkpool AG
- c) Through their custodian bank as depositary agent
- d) By the independent proxy within the meaning of Art. 689c OR. As such, lawyer Mlaw Josef Gabrieli, Hinterm Bach 40, 7000 Chur is designated.

A copy of the power of attorney as well as the instructions to the independent proxy are sent to the name shareholders by ordinary mail or can be downloaded from the homepage www.talkpool.com

General remark

This announcement does not constitute an offer or an invitation to purchase securities. It is neither an issuance prospectus within the meaning of Art. 652a of Swiss law nor a listing prospectus within the meaning



of the listing rules of NASDAQ First North.

The Board of Directors reserves the right to revoke this General Meeting invitation if the purpose pursued by the intended capital increase should cease.

The board of directors

For additional information contact:

Erik Strömstedt, CEO Talkpool, erik.stromstedt@talkpool.com , Tel: +41 81 250 2020

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 14 September, 2017 at 18.00 CET.