

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 21th Annual General Meeting

of TalkPool AG

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

on

21 June 2023 10.00 a.m.

TalkPool AG, Gäuggelistrasse 7, 7000 Chur

Important information from the Board of Directors in accordance with the Coronavirus (Covid-19) regulation. The following has been decided:

- Shareholders can not attend the ordinary general meeting of TalkPool AG on 21 June 2023 in person.
- Shareholders can exercise their voting rights only by written proxy to the independent proxy.

Agenda

1. Minutes of the 20th Annual General Meeting on the 8th of June 2022

The Board of Directors proposes the approval of the minutes of the 20th General Meeting dated May 8, 2022.

2. Auditor's report

3. Acceptance of the Financial Statement, the Annual Accounts for 2022 and the Remuneration Report for 2022

3.1 The Board of Directors proposes the approval of the Annual Report for 2022, consisting of the Annual Report and the Financial Statement of TalkPool AG for the financial year 2022.

3.2. Consultative vote on the Remuneration Report for 2022: The Board of Directors proposes the approval of the Remuneration Report for the fiscal year 2022 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	CHF 167'061
+ loss brought forward as of 01/01/2022	CHF 8'739'394
Allocation from the free reserves	CHF 0
Loss carried forward	CHF 8'906'455

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|---|-----|---|
| 1. 5% of the annual profit (Art. 671 Section 1, Swiss Law of Obligations (<i>hereafter "OR"</i>)) | CHF | 0 |
| 2. 10% of the super dividend (Art. 671 Section 2 para. 3 OR) | CHF | 0 |
- Proposed dividend
 - Normal dividend
 - **Super dividend**

Distribution of the following dividends

1 Registered shares	per	CHF	0
Balance to be carried forward		CHF	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 2022 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
- Oliver Guggenheim, from Endingen (CH), in Kilchberg
- Professor Dr. Nils Nicolas Tschanz, from Röthenbach im Emmental (CH), in Russikon

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

- Franco Benedetto De Rose, citizen of the USA, in New York (USA)
- Faisal Mahmood Hamdad, citizen of the United Kingdom, in New York (USA)

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 member of the Board of Directors is proposed for re-election to the Remuneration Committee:

- Erik Magnus Sparrholm, citizen of Sweden, in Chur

The following member of the Board of Directors is proposed for election to the Remuneration Committee:

- Professor Dr. Nils Nicolas Tschanz, from Röthenbach im Emmental (CH), in Russikon

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 2023 financial year

The Board of Directors proposes the election of Balmer-Etienne AG, Bederstrasse 66, 8027 Zürich (CHE-258.485.259) as the new auditing body of the company for the financial year 2023.

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 72'000 up to the Annual General Meeting 2024.

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 600'000 up to the Annual General Meeting 2024.

9. Approval of the total sum of the variable remuneration of the Executive Management for the financial year 2023

Proposal of the Board of Directors: approval of the total sum of the variable remunerations of the Executive Management of maximum CHF 60'000 for the financial year 2023.

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 20th 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. Voting rights and access restrictions

The Board of Directors has decided that for the benefit of all shareholders of TalkPool AG, it is not possible to attend the ordinary general meeting of TalkPool AG on 21 June 2023 in person. Accordingly, the general meeting is held without the physical participation of the shareholders.

The voting and voting rights of shareholders are fully guaranteed. The shareholders registered with voting rights on the 31st of May 2023 are entitled to vote at the 21st Annual General Meeting. The share register will remain closed from 1 June 2023 to 21 June 2023 inclusive.

Shareholders can exercise voting and voting rights (in accordance with the COVID-19 Ordinance) only by written proxy to the independent proxy, Mr. Josef Gabrieli, Hinterm Bach 40, 7000 Chur, Switzerland. For this purpose, the original power of attorney attached to this invitation, legally signed, must be sent by post to Mr. Josef Gabrieli, Hinterm Bach 40, 7000 Chur, Switzerland or to the address of the company, TalkPool AG, Gäuggelistrasse 7, 7000 Chur, Switzerland no later than 14 June 2023. If there are no written instructions, the independent proxy will exercise the voting right as proposed by the Board of Directors. This also applies to additional or change requests that are made at the General Assembly. Participation by video conference is possible by registering by email to gabriela.weber@talkpool.com by 14 June 2023 at the latest. Even if you are attending a video conference, you can only exercise your voting and voting rights through the independent proxy.

The Board of Directors

TalkPool AG

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