

Invitation to the 24th Annual General Meeting

TalkPool AG

(TalkPool SA) (TalkPool Ltd) (TalkPool Inc)
with registered office in CH-7000 Chur, Gäuggelistrasse 7

on

June 11, 2026, 10.00 a.m.

at the business premises of Talkpool AG, Gäuggelistrasse 7, 7000 Chur

Powers of attorney and instructions to the independent proxy can be issued in writing or electronically. Further information can be found below in the section "Proxy voting".

Dear Ladies and Gentlemen Shareholders,

We are pleased to invite you to the Annual General Meeting of TalkPool AG (**Company**), which will be held at the above address with the following agenda:

Agenda

1. Report of the statutory auditors, approval of the annual report (management report), annual financial statements 2025, consolidated financial statements 2025

The Board of Directors proposes that the annual report (management report), the 2025 annual financial statements and the 2025 consolidated financial statements be approved, taking note of the auditors' report.

Explanations: The Board of Directors is required by law to submit the operational and financial management reports, the annual financial statements and the consolidated financial statements for each financial year to the Annual General Meeting for approval. The auditors, Balmer-Etienne AG, Zurich, have audited the consolidated financial statements of TalkPool AG and the statutory financial statements of TalkPool AG and recommended their approval.

2. Approval of the balance sheet result

The Board of Directors proposes that the loss carried forward be carried forward to the new account:

CHF	2025	2024
Accumulated profits (loss carried forward)	-10'539'672	-9'072'393
Profit for the year	1'551'318	-1'467'279
Profit carried forward	-8'988'354	-10'539'672
Distributions/allocations to reserves	0	0
Profit carried forward to new account	-8'988'354	-10'539'672

3. Discharge of the members of the Board of Directors and the Executive Board

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be discharged from liability for their activities in the 2025 financial year.

4. Elections to the Board of Directors

4.1 Individual elections of the members of the Board of Directors

The Board of Directors proposes the **reelection** of the following members of the Board of Directors (including the Chairman), each for a term of office up to and including the conclusion of the next Annual General Meeting:

- Erik Magnus Sparrholm, Swedish citizen, in Chur, as member and Chairman of the Board of Directors
- Björn Erik Strömstedt, Swiss and Swedish citizen, in Chur
- Mats Palving, Swedish citizen, in Vallentuna, Sweden

The Board of Directors proposes that the following person be elected as **new** member of the Board of Directors until the conclusion of the next Annual General Meeting:

- Johan Niklas Lindqvist Svenneus, Swedish citizen, in Täby, Sweden

4.2 Individual election of the members of the Remuneration Committee

The Board of Directors proposes the re-election of the following members of the Remuneration Committee, each for a term of office up to and including the conclusion of the next Annual General Meeting:

- Erik Magnus Sparrholm, Swedish citizen, in Chur
- Björn Erik Strömstedt, Swiss and Swedish citizen, in Chur

5. Election of the auditors for the 2025 financial year

The Board of Directors proposes that the previous auditors Balmer-Etienne AG, Bederstrasse 66, 8027 Zurich (CHE-258.485.259), be re-elected as auditors of the company for the 2026 financial year.

6. Re-election of the independent proxy

The Board of Directors proposes that Josef Gabrieli, Winkelweg 3, 8853 Lachen, be elected as independent proxy with the right of substitution until the end of the next Annual General Meeting.

7. Remuneration

7.1 Consultative vote on the 2025 remuneration report

The Board of Directors proposes that the remuneration report for the 2025 financial year be approved based on a consultative vote (non-binding).

Explanatory notes: The remuneration report can be accessed as part of the annual report. The remuneration report describes in detail the structure and elements of salary, bonus and other benefits paid to the Board of Directors and the Executive Board as well as the remuneration paid in the 2025 financial year and in the previous year. The report meets the requirements of the Swiss Code of Obligations regarding remuneration for companies whose shares are listed on a stock exchange and the applicable stock exchange regulations.

7.2 Approval of the maximum total amount of remuneration for the Board of Directors for the coming year of office

The Board of Directors proposes the approval of the maximum total amount of CHF 30,000 for the remuneration of the members of the Board of Directors for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting.

Explanations: The Annual General Meeting annually approves the proposals of the Board of Directors for the maximum total remuneration of the Board of Directors. In accordance with the Articles of Association (Article 20), the remuneration is approved until the next Annual General Meeting. Further details can be found in the remuneration report.

7.3 Approval of the maximum total amount of fixed remuneration for the Executive Board for the coming year of office

The Board of Directors proposes the approval of the maximum total amount of CHF 500,000 (previously CHF 500,000) for the fixed remuneration of the members of the Executive Board for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting.

Explanations: Each year, the Annual General Meeting approves the proposals of the Board of Directors for the maximum fixed remuneration of the Executive Board for the coming financial year. The principles of remuneration are contained in Article 20 of the Articles of Association. Further details can be found in the remuneration report.

7.4 Approval of the total amount of variable remuneration for the Executive Management for the 2025 financial year

The Board of Directors informs you that no variable remuneration was paid to the Executive Board in the 2025 financial year.

8. Increase of Capital Band / Amendments to the Articles of Association

The Board of Directors proposes to increase the authorised capital band and to amend Article 3a para 1 of the Articles of Association concerning the authorised capital band to read as follows:

“The Board of Directors is authorised, at any time until 11 June 2031, in any amount within in the upper limit of CHF 686,660, to issue a total of 4,577,621 registered shares with a par value of CHF 0.05 each. The capital increases may be done in one or more steps.”

Explanation: By resolution dated 27 March 2026, the Board of Directors of TalkPool AG resolved and implemented an increase in share capital from the capital band by CHF 75,000.00, from CHF 382,778.95 to CHF 457,778.95, through the issue of 1,500,000 fully paid-up registered shares. As a result, the available capital band has been reduced to a total of 844,421 registered shares within the upper limit of CHF 500,000. In order to be able to raise further capital if necessary, the capital band is to be increased again and the Board of Directors authorised to issue, at any time and in any amount up to the upper limit of CHF 686,660.00, a total of 4,577,621 registered shares with a nominal value of CHF 0.05 each, until 11 June 2031.

9. Advisory Board

The Board of Directors is authorized to introduce an Advisory Board. The main purpose of the Advisory Board is to promote business development including hands-on initiation of contacts. The Advisory Board adheres to the same corporate governance, including code of ethics, as the rest of Talkpool Group.

10. Miscellaneous

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Yours sincerely

On behalf of the Board of Directors of TalkPool AG

Signed Magnus Sparrholm
Chairman of the Board of Directors

Organizational Information

1. Documents

The annual report, including the management report, consolidated financial statements, annual financial statements, auditors' report, and the minutes of the 24th Annual General Meeting are available for inspection at the registered office of Talkpool AG during business hours. Any shareholder may request a copy of these documents. These documents can also be viewed on the website at www.talkpool.com

2. Entitlement to participate

Shareholders who are entered into the share register with voting rights on May 15, 2026 are entitled to vote at the Annual General Meeting. From May 15, 2026, to June 11, 2026, the share register will remain closed, and no transfers of registered shares will be made in the share register.

3. Personal attendance

To simplify the organization of the Annual General Meeting, we kindly ask shareholders who wish to attend the Annual General Meeting in person to register by June 1, 2026, at the latest by sending an e-mail to sarah.rocco@talkpool.com. Shareholders must present a form of identification to gain access to the Annual General Meeting.

4. Granting of proxies

The shareholders of Talkpool AG entered in the share register who do not attend the Annual General Meeting in person may be represented by a freely chosen third party or by the independent proxy in accordance with Art. 689d CO, Mr. Josef Gabrieli, Attorney at Law, (office at Winkelweg 3, 8853 Lachen). If a shareholder wishes to authorize the independent proxy to represent his or her share votes, he or she may send the enclosed proxy form completed and signed with voting instructions to the independent proxy in writing (by post) or electronically. The signed and completed proxy and instruction form as well as postal delivery to the independent proxy must be arranged by June 1, 2026, 5 p.m. (receipt) at the latest. The delivery of the signed and completed proxy and instruction form to the independent proxy may also be affected by electronic delivery of scans via e-mail to the address gabrieli@eplaw.ch or gabrieli@gabrieli-law.ch by June 1, 2026, 5 p.m. (receipt) at the latest.

The independent proxy will vote in accordance with the instructions issued by the shareholders. In the absence of written or prior electronic instructions to the contrary, the independent proxy will be instructed in accordance with the proxy form to vote in favor of the proposals of the Board of Directors. This also applies if proposals not listed in the invitation are voted on at the Annual General Meeting. The independent proxy has the right to be represented by an auxiliary person.

If a shareholder wishes to authorize a freely chosen third party to represent them, they must notify the company by e-mail to sarah.rocco@talkpool.com by June 1, 2026 at the latest. In addition, they must send the original, legally signed authorization to the third party. The proxy must identify himself/herself in person at the Annual General Meeting.

Participation via video conference is possible by registering by e-mail to sarah.rocco@talkpool.com by June 1, 2026, at the latest. In the case of attendance via video conference, voting and election rights can only be exercised via the independent proxy.

Chur, 15th of May, 2026

TalkPool AG

The Board of Directors

Reply form

**24th Annual General Meeting
of TalkPool AG**
(TalkPool SA) (TalkPool Ltd.) (TalkPool Inc.)
on
June 11, 2026, 10.00 a.m.
Talkpool AG, Gäuggelistrasse 7, 7000 Chur

I am a shareholder in Talkpool AG with

Registered shares _____, of which _____ have voting rights.

Bearer shares _____, of which _____ have voting rights.

I hereby authorise the Independent Proxy Representative, Mr. Josef Gabrieli, or a person authorised by him, to represent me at the Annual General Meeting 2026.

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

<u>Guidance on the individual votes</u>		Yes	No	Abstain
1.	Report of the auditors/approval of the annual report (management report), the 2025 financial statements and the 2025 consolidated financial statements			
2.	Allocation of retained earnings			
3.	Discharge of the members of the Board of Directors and the Executive Board			
4.1	Re-election of the Board of Directors (individual election) - Erik Magnus Sparrholm, a Swedish national, residing in Chur, as a member and Chairman of the Board of Directors - Björn Erik Strömstedt, a Swiss and Swedish national, residing in Chur- Mats - Palving, a Swedish national, residing in Vallentuna, Sweden Election as new member of the Board of Directors - Johan Lindqvist, Swedish citizen, in Täby, Sweden			
4.2	Individual election of the members of the Remuneration Committee - Erik Magnus Sparrholm, a Swedish national, in Chur - Björn Erik Strömstedt, a Swiss and Swedish national, in Chur			
5.	Re-election of the auditors: Balmer-Etienne AG, Zurich			
6.	Re-election of the independent proxy: Josef Gabrieli, lawyer, Winkelweg 3, 8853 Lachen			
7.1	Consultative vote on the 2025 remuneration report			
7.2	Approval of the maximum total amount of remuneration for the Board of Directors for the coming financial year			
7.3	Approval of the maximum total amount of fixed remuneration for the Executive Board for the coming financial year			
7.4	Information on the variable remuneration of the Executive Board for the 2025 financial year			
8.	Adjustment of the capital band (Art. 3 para. 1) with an upper limit of CHF 686,660.00 (corresponding to 13,732,000 registered shares with a nominal value of CHF 0.05 each) and a lower limit of CHF 343,300.00 (corresponding to 6,866,000 registered shares with a nominal value of CHF 0.05 each); exact wording as per the invitation.			

General Instructions

In the event that motions are put to the vote at the Annual General Meeting which are not listed in the invitation, I/we authorise the proxy to act as follows:

to vote in favour of the Board of Directors' motions regarding additional or amended motions

to reject additional or amended motions

to abstain

Please send the proxy and instruction form by 1 June 2026 (date of receipt) to the following address:

Mr Josef Gabrieli, Solicitor, Winkelweg 3, 8853 Lachen, or to gabrieli@gabrieli-law.ch or gabrieli@eplaw.ch