

# **ARTICLES OF ASSOCIATION**

of

**Talenthouse AG**  
**(Talenthouse SA)**  
**(Talenthouse Ltd)**

having its registered seat in Baar, Zug

**1. Company Name, Registered Seat, Duration and Purpose of the Company**

**Article 1**

**Name, registered Office and Duration**

Under the company name of Talenthouse AG, (Talenthouse SA), (Talenthouse Ltd) there exists a stock corporation in the sense of Chapter 26 of the Swiss Code of Obligations ("CO"). The company has its registered office in Baar, Zug. The duration of the company is indefinite.

**Article 2**

**Purpose**

The company operates, directly or through its group companies, online platforms, online marketplaces and online services for a global community of creatives, in particular to connect with leading brand suppliers.

The company may establish branches and subsidiaries in Switzerland and abroad and acquire, manage and sell participations.

The company may acquire, hold and sell real estate as well as patent, trademark, copyright, design and all other intellectual property rights in Switzerland and abroad.

The company may make and/or use financings of any kind for its own account or for the account of third parties and, in particular, enter into lending or hedging transactions (including guarantees, sureties or letters of comfort) against payment or free of charge for or with direct or indirect parent, subsidiary and other affiliated companies, even if such financing, lending or hedging transactions are in the exclusive interest of such parent, subsidiary and other affiliated companies. The company may also provide management services to parent, subsidiary or other associated companies.

The company may carry on any other business and take any other measures which appear likely to further the objects of the company or which are directly or indirectly connected therewith.

**Article 3**

[cancelled]

## **2. Share Capital and Shares**

### **Article 4 Share Capital**

The share capital of the company amounts to CHF 46,727,735.00 and is divided into 467,277,350 registered shares with a nominal value CHF 0.10 each. The shares are fully paid-up.

### **Article 4a Authorized Share Capital**

The board of directors is authorized to increase the share capital until 18 June 2023 by issuing a maximum of 124,347,093 fully paid-up new registered shares with a nominal value of CHF 0.10 each by a maximum amount of CHF 12,434,709.30. Increases by means of a firm underwriting and/or increases in partial amounts shall be permissible. The newly issued registered shares shall be subject to the transfer restrictions pursuant to Article 6 of the Articles of Association. The board of directors shall determine the issuance price, the date of dividend entitlement and the type of contribution (in particular in cash, by contribution in kind or conversion of freely available equity).

The board of directors is empowered to withdraw or restrict shareholders' subscription rights and to allocate such rights to third parties, the company or its group companies provided that the new shares shall be used (1) to acquire companies, parts of companies, or participations by share exchanges, (2) to finance or refinance the acquisition of companies, parts of companies, participations, real estate or new investments, (3) for the direct or indirect participation of employees, consultants, stakeholders and/or members of the board of directors of the company or of group companies, or (4) to be placed internationally. Shares for which pre-emptive rights have been granted but not exercised shall be used in the interest of the company.

### **Article 4b Conditional Share Capital**

Under the exclusion of pre-emptive rights of the existing shareholders, the share capital may be increased by up to CHF 8,000,000 through the issuance of a maximum of 80,000,000 fully paid-up new registered shares, each with a nominal value of CHF 0.10 through the exercise of option rights granted to selected employees, consultants and/or members of the board of directors of the company or of group companies in accordance with a plan to be drawn up by the board of directors. The new registered shares are subject to the transfer restrictions pursuant to Article 6 of these Articles of Association.

#### **Article 4c**

##### **Conditional Share Capital**

The share capital shall be increased by up to CHF 13,000,000 through the issuance of a maximum of 130,000,000 fully paid-up new registered shares, each with a nominal value of CHF 0.10, through the exercise of conversion and/or option rights granted in connection with convertible bonds, bonds with warrants or other financial market instruments of the company or of group companies.

When issuing convertible bonds, bonds with warrants or other financial market instruments with conversion and/or option rights attached, shareholders' pre-emptive are excluded. The respective holders of conversion and/or option rights are entitled to subscribe to the new shares.

The board of directors is authorized, when issuing convertible bonds, bonds with warrants or other similar financial market instruments, to limit or cancel the shareholders' preferential subscription rights if (1) the financing instruments with conversion or option rights are issued in connection with the financing or refinancing of the acquisition of companies, parts of companies, participations or new investment projects or (2) an issue of convertible bonds or similar instruments is made on international capital markets or by means of private placements.

If the preferential subscription right is cancelled by resolution of the board of directors, the following shall apply: (1) conversion rights may be exercised for a maximum of 20 years, option rights for a maximum of 10 years from the date of the relevant issue and (2) the relevant financial market instruments must be issued at then prevailing market conditions.

The acquisition of shares through the exercise of conversion and/or option rights as well as any subsequent transfer of the shares are subject to the transfer restrictions pursuant to Article 6 of the Articles of Association.

#### **Article 5**

##### **Form of Shares**

The registered shares of the company are issued in the form of uncertificated securities (in the sense of the Code of Obligations) and book entry securities (in the sense of the Book Entry Securities Act).

The shares are neither issued in the form of global certificates, nor in the form of certificates, single certificates or in any other form. The shareholders are not entitled to demand the issuance of share certificates. Each shareholder may request from the company a confirmation in writing of their legal title in the shares.

Book entry securities, which are based on the registered shares of the company, may not be transferred by way of assignment. No collateral security may be created over these book entry securities by way of assignment.

The company may withdraw shares issued as book entry securities from the depositary system.

By resolution of the Meeting of Shareholders and by amendment of the Articles of Association, the company may consolidate registered shares into shares with a higher par value or split them into shares with lower par value. By amendment of the Articles of Association, the Meeting of Shareholders may any time convert registered shares into bearer shares or bearer shares into registered shares.

## **Article 6**

### **Share Register, Transfer Restrictions**

Shareholders and usufructuaries are entered in the company's share register with their first name, surname, nationality and address (in case of legal entities with company name, registered office and address). Whoever is registered in the share register is deemed to be shareholder or usufructuary vis-à-vis the company. A person entered in the share register changing its address shall notify the company accordingly. The company shall accept only one representative per shareholder.

The company may, after consultation with the affected person, cancel entries in the share register if such entry was made based on untrue information given by the acquirer. The acquirer shall be informed of the cancellation immediately.

The entry of acquirers of shares as shareholders with voting rights shall be made upon request and shall require the recognition as a shareholder with voting rights by the board of directors. Such request may be refused if the acquirer does not explicitly declare, despite being asked by the company, that it has acquired and will hold the shares in its own name, in its own interests and on its own account.

The board of directors is authorised to grant exceptions to this provision in connection with the trading of shares, for example in the case of registration of persons holding shares on behalf of third parties ("Nominees"). The board of directors may enter such Nominees in the share register as shareholders with voting rights up to a maximum of 5% of the share capital registered in the commercial registry. Beyond this limit, the board of directors may register Nominees as shareholders with voting rights if the Nominee concerned discloses the names, addresses and shareholdings of those persons for whose account he holds 0.5% or more of the share capital registered in the commercial registry. The board of directors may enter into agreements with such Nominees regarding the duty of notification, the representation of shares and the exercise of voting rights and may, in particular, refuse the registration of voting rights until a Nominee has signed such an agreement.

Legal entities and legal communities that are affiliated through capital ownership, voting rights, common control or otherwise, as well as any individuals or legal entities, legal communities or trusts, acting in concert, as a syndicate or otherwise in view of a circumvention of the transfer restrictions, are deemed to be one Nominee.

Subject to article 653c para. 3 CO, this restriction also applies to the acquisition of registered shares by exercise of subscription rights, option rights and conversion rights.

Until an acquirer has not become a shareholder with voting rights in accordance with this Article 6, it may neither exercise voting rights connected with the shares nor other rights associated with the voting rights.

**Article 7**  
**Mandatory Tender Offer**

The acquirer of shares of the company has no duty to make a public tender offer pursuant to article 135 and 163 FinMIA.

**3. Corporate Structure**

**Article 8**  
**Corporate Bodies**

The bodies of the company are:

- (a) the shareholders' meeting;
- (b) the board of directors; and
- (c) the auditors.

**3.1 The Meeting of Shareholders**

**Article 9**  
**Powers**

The shareholders' meeting is the supreme body of the company.

It has the following non-delegable powers:

- (a) to adopt and amend the articles of association;
- (b) to elect and recall the chairperson as well as the members of the board of directors;
- (c) to elect and recall the members of the compensation committee;
- (d) to elect and recall the independent proxy;
- (e) to elect and recall the auditors;
- (f) to approve the annual accounts, the consolidated financial statements and the management report, and to determine the allocation of profits as shown on the balance sheet, in particular with regard to dividends;
- (g) to approve the aggregate amount of the compensation of the board of directors and the executive board pursuant to Article 26 of these articles of association;
- (h) to discharge the members of the board of directors and of the executive board; and

- (i) to pass resolutions concerning all matters which are reserved to the authority of the shareholders' meeting by law or by the articles of association or which are presented to it by the board of directors.

#### **Article 10**

##### **Ordinary and Extraordinary Shareholders' Meeting**

The ordinary shareholders' meeting shall be held annually within six months after the end of the financial year.

Extraordinary shareholders' meetings shall be called whenever necessary, in particular in the cases provided by law.

The board of directors shall call an extraordinary shareholders' meeting within two months upon written request of shareholders representing at least ten percent of the share capital. Such a request shall set forth the agenda items and the motions.

#### **Article 11**

##### **Place of Meeting**

The shareholders' meeting shall take place at the registered office of the company or at any other place designated by the board of directors.

#### **Article 12**

##### **Convocation and Meeting of all Shareholders**

Shareholder meetings shall be convened by the board of directors. The statutory right of the auditors and of the liquidators to convene a shareholders' meeting remains reserved.

The shareholders' meeting shall be convened at least 20 days prior to the day of the meeting according to article 34 or in electronic form by e-mail.

The members of the board of directors are entitled to participate at the shareholders' meeting. They may make motions.

The convocation notice shall state place and time of the meeting, the agenda items as well as the motions of the board of directors and of the shareholders having requested to hold a shareholder's meeting or the inclusion of an item in the agenda.

No resolutions may be passed on motions concerning agenda items which have not been duly announced in this way; excepted are motions for the convocation of an extraordinary shareholders' meeting or the initiating of a special audit. No prior announcement is required for the submission of motions within the scope of the agenda items or for discussions without passing resolution.

The business report and the auditors' report will be available for inspection of shareholders at the company's registered office no later than 20 days before the day of the meeting. Each shareholder may request immediate delivery of a copy of these documents. Shareholders will

be notified about this in the form provided for the convocation notice, unless mandatory law requires otherwise.

If no objection is raised, the owners of all the shares or their representatives, respectively, may hold a shareholders' meeting without complying with the formal requirements for convening such a meeting (meeting of all shareholders). As long as the owners of all the shares or their representatives, respectively, are present, all items within the powers of the shareholders' meeting may validly be discussed and decided upon at such a meeting.

### **Article 13**

#### **Agenda Items**

The right of shareholders to request that items be included on the agenda is as determined by the law. Such request must be made in writing until, at the latest, 45 days before the day of the meeting and it must specify the requested agenda item and motions.

### **Article 14**

#### **Chairperson, Secretary and Scrutineers**

The shareholders' meeting shall be chaired by the chairperson or, if prevented from doing so, by the vice-chairperson or, if also prevented from doing so, by another member of the board of directors appointed by the board of directors, or by another person elected by the shareholders' meeting for that particular meeting as chairperson.

The chairperson designates both the secretary and the scrutineer who do not need to be shareholders.

### **Article 15**

#### **Voting Rights and Proxy**

Each share conveys the right to one vote. In order to be entitled to participate in the shareholders' meeting and to vote, shareholders need to be entered in the share register as shareholders with voting rights until a record date prior to the shareholders' meeting as designated by the board of directors. In the absence of such designation, the record date shall be ten days prior to the shareholders' meeting. The board of directors may, in the notice of a shareholders' meeting or in general regulations or directives, specify or supplement the rules promulgated in this paragraph.

Representation by written proxy is permissible. The proxy holder does not need to be a shareholder. The recognition of proxies shall be determined by the board of directors.

### **Article 16**

#### **Resolutions**

Unless provided otherwise by mandatory provisions of law or by the articles of association, resolutions are passed by the absolute majority of all votes represented.



A resolution of the shareholders' meeting passed by at least two thirds of the votes represented and the absolute majority of the par values of the shares represented is required for:

- (a) the change of the company's purpose;
- (b) the creation of shares with privileged voting rights;
- (c) the restriction, easement or abolition of the transferability of registered shares;
- (d) the creation and increase of authorized or conditional share capital;
- (e) an increase of capital out of equity, against contributions in kind, or for the purpose of acquisition of assets and the granting of special benefits;
- (f) the limitation or withdrawal of pre-emptive rights;
- (g) the change of the registered office of the company;
- (h) the dissolution of the company;
- (i) the merger (subject to the provisions on simplified mergers pursuant to article 23 et seq. of the Federal Merger Act), the demerger and the transformation pursuant to the Federal Merger Act.

Unless mandatory law requires otherwise, the company may grant the possibility to the shareholders to exercise their rights at the shareholders' meeting electronically.

If no election has taken place at the first ballot and if there is more than one candidate, a second ballot shall be ordered in which the relative majority shall be decisive.

Resolutions and elections shall be taken either on a show of hands or by electronic voting, unless the shareholders' meeting decides for, or the chairperson orders, a secret ballot.

#### **Article 17**

##### **Independent Proxy**

The independent proxy shall be elected annually by the shareholder's meeting. The term of office ends with the conclusion of next ordinary shareholders' meeting. Re-election is permissible. Individuals as well as legal entities or partnerships are eligible for election. If the company does not have an independent proxy, the board of directors shall elect one for the next shareholders' meeting.

#### **Article 18**

##### **Minutes**

The board of directors is responsible for keeping the minutes concerning the represented shares in the shareholders' meeting as well as any motions, resolutions and election results, requests for disclosure and answers thereto as well as statements to the minutes. The minutes shall be signed by the person chairing the meeting and the secretary.

### **3.2 The Board of Directors**

#### **Article 19 Eligibility, Term and Organization**

The board of directors shall consist of at least 3 members.

The members of the board of directors and the chairperson are elected individually by the shareholders' meeting for a term of office of one year. The term of office ends on the day of the next annual shareholders' meeting subject to prior resignation or removal. Newly appointed members shall complete the term of their predecessors. The members of the board of directors are eligible for re-election.

With the exception of the election of the chairperson and the members of the compensation committee by the shareholders' meeting, the board of directors constitutes itself. It may appoint a vice-chairperson from among its members and a secretary who does not need to be a member of the board of directors.

#### **Article 20 Powers**

The board of directors may pass resolutions on all matters and conduct the business of the company, unless such matters are assigned to another corporate body of the company by law, the articles of association or regulations.

The board of directors has the following non-transferable and inalienable duties:

- (a) the ultimate direction of the business of the company and the issuance of the necessary directives;
- (b) the establishment of the organization;
- (c) the structuring of the accounting system, the financial control and, to the extent necessary for the management of the company, the financial planning;
- (d) the appointment and removal of the persons entrusted with the management and the representation of the company;
- (e) the ultimate supervision of the persons entrusted with the management of the company, namely in view of their compliance with the law, the articles of association, the regulations and instructions;
- (f) the preparation of the business report as well as the preparation of the shareholders' meeting and the implementing of its resolutions;
- (g) the preparation of the compensation report;
- (h) the notification of the judge in the case of over-indebtedness;

- (i) the passing of resolutions on the certification of capital increases as well as on the corresponding amendments of the articles of association; and
- (j) the passing of resolutions on the subsequent payment of capital with respect to non-fully paid-in shares.

The board of directors may assign the preparation and the implementation of its resolutions or the supervision of business transactions to committees or individual members. It shall provide for adequate reporting to its members.

The board of directors is authorized to delegate the management or parts of the management of the company, within the limits of the organizational regulations, to individual members or to third parties who need not be shareholders, subject to the non-transferable and inalienable duties of the board of directors.

#### **Article 21**

##### **Convening of Meeting**

A meeting of the board of directors shall be called for as often as business matters require or upon the request of any of its members. Such a request should be addressed to the chairperson by indicating the items to be submitted to the board of directors.

The meetings of the board of directors shall be called by the chairperson or, if prevented from doing so, by the vice-chairperson or, if also prevented from doing so, by any other member of the board of directors.

#### **Article 22**

##### **Quorum and Adoption of Resolutions**

The organization of the meetings, the presence quorum and the passing of resolutions of the board of directors shall be set out in the organizational regulations. No presence quorum is required for the certification of increases of capital and the respective amendments of the articles of association, as well as any subsequent payment of capital and the resulting amendments to the articles of association.

The chairperson shall have the casting vote.

#### **Article 23**

##### **Minutes**

The negotiations and the resolutions of the board of directors shall be kept in the minutes, which shall be signed by the person chairing the meeting and the secretary.

#### **Article 24**

##### **Compensation Committee**

The compensation committee shall consist of at least 2 members of the board of directors.

The members of the compensation committee shall be elected individually by the shareholders' meeting for a term of office until completion of the next ordinary shareholders' meeting. Members of the compensation committee, whose term of office has expired, may be re-elected immediately.

In the event that the compensation committee is not fully constituted, the board of directors shall appoint from amongst its members an appropriate number of compensation committee members for the remaining term of office.

The board of directors shall elect a chairperson of the compensation committee. Within the limits of the law and the articles of association, the board of directors shall define the organisation of the compensation committee in a regulation.

The compensation committee assists the board of directors in determining and periodically reviewing the company's compensation strategy and compensation guidelines and performance criteria as well as in the preparation of the proposals to the shareholders' meeting concerning the compensation of the members of the board of directors and of the executive board. It may submit to the board of directors proposals and recommendations on further compensation matters.

The board of directors promulgates regulations to determine for which positions of the board of directors and the executive board the compensation committee shall submit proposals for the compensation, and for which positions it shall determine the compensation in accordance with the articles of association.

### **3.3 The Auditors**

#### **Article 25 Auditors**

The shareholders' meeting shall elect the auditors. The auditors shall meet the professional requirements demanded by law.

The auditors shall be elected for one financial year. Their term shall end with the completion of the next ordinary shareholders' meeting. Re-election is possible. Dismissal is possible anytime with immediate effect.

The auditors shall perform a regular audit of the company's annual financial statements.

The auditors shall have the powers and duties vested in them by law.

#### **4. Compensation and Related Provisions**

##### **Article 26**

##### **Approval of the Compensation by the Meeting of Shareholders**

The shareholders' meeting approves annually in separate resolutions the proposals of the board of directors for the payment of the following maximum aggregate amounts:

- (a) the compensation of the board of directors until the following ordinary shareholders' meeting; and
- (b) the compensation of the executive board for the subsequent financial year.

The board of directors may submit to the shareholder's meeting additional proposals relating to the same or other time periods for approval.

If the shareholder meeting rejects the aggregate compensation for the board of directors and/or the executive board proposed by the board of directors, the board of directors shall decide on the further course of action. The board of directors may either convene an extraordinary shareholders' meeting for the purpose of submitting a new compensation proposal or set the compensation for the corresponding period on an interim basis, subject to the approval by the next ordinary shareholders' meeting.

Irrespective of the aforementioned, the company or companies that are controlled by the company may pay the compensation prior to the approval of the shareholders' meeting, subject to its subsequent approval.

The shareholders' meeting may at any time approve a subsequent increase of an approved aggregate amount or approve additional amounts for certain elements of compensation.

The company is authorized to pay compensation (including indemnification for loss of compensation or for financial disadvantages in connection with the change of employment) to such members of the executive board who after the relevant resolution by the shareholders' meeting join the executive board, even if the total amount already approved by the shareholders' meeting is not sufficient. These supplementary amounts do not need to be approved by the shareholders' meeting, provided that their sum in each single relevant period of time does not exceed 50% of the approved maximum aggregate amount (in full, not pro rata temporis) of the compensation of the members of the executive board for the same period of time for which approval by the shareholders' meeting has already been obtained.

The board of directors shall submit the compensation report to the shareholders' meeting for a consultative vote.

##### **Article 27**

##### **Principles of Compensation of the Board of Directors**

The members of the board of directors shall receive a fixed compensation. It consists of a fixed base fee and, if applicable, fixed fees for memberships in committees as well as for particular roles within the board of directors. Compensation may be paid or granted in the

form of cash, other benefits or in kind. The board of directors or a committee thereof may determine that the compensation of all or individual members of the board of directors be paid in part or in full in the form of shares that are freely tradable or blocked for trading, or similar equity rights (e.g. option rights) of the company. If so determined by the board of directors, such shares can be made subject to forfeiture conditions or claw back mechanisms.

## **Article 28**

### **Principles of Compensation of the Executive Board**

The members of the executive board receive a fixed compensation. The fixed compensation includes the base salary and may include other compensation elements and benefits from the employment relationship. The fixed compensation to members of the executive board may be paid or granted in cash, other benefits or in kind.

In addition, the members of the executive board may receive variable compensation. Variable compensation paid or granted to the members of the executive board in relation to a certain year may consist of a cash bonus, shares or similar equity rights of the company (e.g. option rights) and, if applicable, social security and pension plan contributions on the part of the employer. In exceptional cases and upon prior approval by the shareholders' meeting, the members of the executive board may receive an additional discretionary bonus.

Variable compensation shall be based on quantitative and qualitative performance criteria that take into account the performance of the company and the group and/or operating units thereof, and/or individual targets. The board of directors or the compensation committee determines performance criteria, target levels, and their achievement (it being understood that the determination of individual targets and their achievement may be delegated to the chief executive officer in respect to any other member of the executive board). If deemed appropriate, the board of directors or the compensation committee may also grant long-term incentive awards that are linked to future performance independently from the achievement of targets in the past.

The grant and the amount of a cash bonus and of equity rights granted shall be determined by the board of directors or the compensation committee and may consist of entitlements to receive shares, restricted stock, performance shares or any other equity rights (e.g. option rights).

The board of directors or the compensation committee shall be responsible for determining for each member of executive board the ratio between the base annual salary and the components of variable compensation respectively to set the mechanism based on which such ratio is determined. In accordance with, and subject to, article 26 of the articles of association, in no event shall the aggregate compensation (including fixed and variable compensation) paid with respect to any calendar year to all members of executive board exceed the total aggregate amount previously approved by the shareholders' meeting for the compensation of the executive board for such calendar year.

## **Article 29**

### **Agreements with Members of the Board of Directors and the Executive Board**

Agreements with members of the board of directors on which the compensation paid to such members is based, and employment agreements with the members of executive board may be concluded for a definite or indefinite term. The maximum term of agreements concluded for a definite term shall be one year. Renewal of such agreements is permitted. The maximum termination notice period for agreements of indefinite term shall be 12 months.

Employment contracts with members of the executive board may contain a non-competition undertaking for a period of up to 18 months after termination of the employment relationship. The annual compensation for such non-competition undertaking shall not exceed the last total annual compensation (i.e. base salary and annual bonus) paid to such executive board member.

## **Article 30**

### **External Mandates**

A member of the board of directors shall hold not more than 5 mandates in other listed legal entities and not more than 20 mandates in non-listed legal entities. Mandates as chairperson of the board of directors of other listed legal entities count double.

A member of the executive board shall hold not more than 2 mandates in other listed legal entities and not more than 3 mandates in non-listed legal entities. Any mandate with listed legal entities requires the approval of the board of directors.

The following mandates are not subject to the aforementioned restrictions:

1. mandates in legal entities controlled by the company or controlling the company;
2. mandates held by a member of the board of directors or the executive board at the direction of the company or companies controlled by it. No member of the board of directors or of the executive board shall hold more than 10 such mandates; and
3. mandates in associations, non-profit organisations, foundations, trusts and employee benefit foundations. No member of the board of directors or the executive board may hold more than 10 such mandates.

A "mandate" shall mean a mandate in superior governing or administrative bodies of legal entities that are obliged to register themselves in the commercial registry or any comparable foreign register.

The board of directors may issue regulations that may determine additional restrictions, taking into account the position of the respective member.

**5. Financial Year, Allocation of Profit**

**Article 31  
Financial Year**

The financial year of the company shall be determined by the board of directors.

**Article 32  
Allocation of Profit**

The shareholders' meeting decides on the allocation of the profits as shown on the balance sheet, subject to the statutory provisions, in particular those governing the allocation of statutory reserves.

Besides the statutory reserves, the shareholders' meeting may at any time create additional reserves, which may be used in the sense of the purpose of the company.

Dividends and similar distributions which have not been collected within five years after their due date shall lapse and shall be forfeited to the company.

**6. Dissolution and Liquidation**

**Article 33  
Dissolution and Liquidation of the Company by Shareholders' Resolution**

The shareholders' meeting may at any time resolve on the dissolution and liquidation of the company in accordance with the provisions of the law as well as of the articles of association.

**7. Notifications**

**Article 34  
Notifications and Communications**

Notifications of the company shall be published in the Swiss Official Gazette of Commerce. The board of directors may appoint other publishing organizations.

Communications by the company to the shareholders shall be made by written notice to the addresses of the shareholders and usufructuaries registered in the share register or by single publication in the Swiss Official Gazette of Commerce, unless mandatory law requires otherwise.



## 8. Qualifying Facts

### **Article 35 Contribution in Kind**

The company acquires by way of contribution in kind by Talenthouse Ltd, Vienna, Austria, respectively of third party contributors pursuant to article 1 as well as annexes 1 and 2 of the corresponding contribution in kind agreement in favour of Talenthouse Ltd, Vienna, Austria, (i) all share rights (according to the deed of transfer 100% membership interest) (corresponding to 100% of the shares) in Talenthouse IP LLC, New Mexiko, United States of America, with a total value of CHF 1, (ii) 843,340 shares (corresponding to 50.54% of the shares) in TLNT Holdings SA, Luxembourg, with a total value of CHF 3,990,329, (iii) 39,050 quotas (corresponding to 100% of the quotas) in Jovoto Ltd, Berlin, Germany, with a nominal value of EUR 1 each, and thus a total value of CHF 6,265,329, and (iv) 648,750 A Shares, 375,000 B Shares und 138,897 C Shares (corresponding to 100% of the shares) in Quest Digital Ltd, London, United Kingdom, with a total value of CHF 23,937,391, against issuance of 34,193,049 fully paid-up registered shares of the company with a nominal value of CHF 1 each to Talenthouse Ltd, Vienna, Austria.

### **Article 36 Contribution in Kind**

The company acquires by way of contribution in kind by Talenthouse Ltd, Vienna, Austria, 906,319 Series A Preferred Shares as well as 9,000,000 Series B Preferred Shares in TLNT Holdings SA, Luxembourg, with a total value of CHF 3,905,058, against issuance of 3,905,058 fully paid-up registered shares of the company with a nominal value of CHF 1.

### **Article 37 Contribution in Kind / Acquisition in Kind**

The Company acquires by way of contribution in kind/acquisition in kind of the quotaholders of EyeEM Group Ltd, Berlin, Germany, pursuant to article 1 and annex 1 of the corresponding contribution in kind agreement 474,681 quotas (corresponding to 100% of the quotas) in EyeEM Group Ltd, Berlin, Germany, with a total value of CHF 6,074,849 against issuance of 3,735,614 fully paid-up registered shares of the company with a nominal value of CHF 1 and a payment of EUR 2,046,697.45 in cash.

*Note: This is a translation of the German version of the articles of association of Talenthouse AG dated 26 August 2022. Only the German version shall be binding and effective.*