

Agenda Extraordinary General Meeting Talenthouse AG

Date: Friday, 13 January 2023
Start: 14:00 hrs CET (door opening 13:30 hrs CET)
Kind: Physical Extraordinary General Meeting
Place: City Garden Hotel, Metallstrasse 20, 6304 Zug

Agenda and motions by the Board of Directors

1. Restructuring measures: Strengthening of equity base and ensuring solvency

1.1 Reduction of nominal value combined with ordinary capital increase in an amount no less than the reduction amount

The Board of Directors proposes an ordinary capital increase combined with a reduction of the nominal value under the following conditions:

1. a) The share capital of the Company shall be reduced from CHF 46,727,735.00 to CHF 23,363,867.50 by reducing the par value from currently CHF 0.10 to now CHF 0.05 per registered share.
b) Simultaneously, the share capital shall be increased from CHF 23,363,867.50 by a minimum of CHF 23,363,867.50 and a maximum of CHF 36,636,132.50 to a minimum of CHF 46,727,735.00 and a maximum of CHF 60,000,000.00 by issuing a minimum of 233,638,675 and a maximum of 366,361,325 fully paid registered shares with a par value of CHF 0.10 each.
2. a) Issue price:
The issue price shall be determined by the Board of Directors, but shall be at least equal to the par value of CHF 0.10 of the newly issued registered shares.
b) Start of dividend entitlement:
As of entry of the capital increase in the Commercial Register (i.e. presumably for the first time for the financial year ending 31 December 2022).
3. Privileges of individual categories: none
4. Type of contributions:
 - a) by settlement of off-settable claims against the Company (*Verrechnung*) against the issue of registered shares with a par value of CHF 0.10 each; and
 - b) in cash by one or more new anchor shareholders against issuance of registered shares with a par value of CHF 0.10 each.
5. Acquisitions in kind (including intended acquisitions in kind): none
6. Special advantages: none
7. Restriction on the transferability of new registered shares with a par value of CHF 0.10 each:
The transferability of the new registered shares with a par value of CHF 0.10 each is restricted in accordance with the Articles of Association.
8. Restriction or cancellation of subscription rights and allocation of subscription rights not exercised or withdrawn:
The new registered shares with a par value of CHF 0.10 each will be used (i) as consideration for the settlement of claims against the Company pursuant to section 4 a) above and (ii) for subscription by one or more new anchor shareholders pursuant to section 4 b) above. The subscription rights of the existing shareholders of the Company shall therefore be cancelled for good cause within the meaning of Art. 652b para. 2 of the Swiss Code of Obligations and fully allocated (i) for restructuring purposes to creditors of the Company pursuant to clause 4 a) above and (ii) to one or more new anchor shareholders for subscription of shares pursuant to clause 4 b) above.



9. Prerequisite for the exercise of contractually acquired subscription rights: do not exist
10. Implementation of the capital reduction and increase: The Board of Directors is instructed to implement this capital reduction and increase within the statutory period of six months (in accordance with the new article 650 para. 3 of the Swiss Code of Obligations, in force as of 1 January 2023), whereby the declaratory resolution (*Feststellungsbeschluss*) on the ordinary capital increase must be adopted already within two months of the date of the Extraordinary General Meeting, i.e. by 13 March 2023 at the latest, otherwise the resolution of the General Meeting on the capital reduction and increase will lapse.
11. Provided that the share capital is increased by the maximum amount of CHF 36,636,132.50 through the issuance of 366,361,325 new registered shares with a par value of CHF 0.10 each by completion of the ordinary capital increase, article 4 of the Articles of Association shall be amended as follows, otherwise in accordance with the number of newly issued shares:

"Article 4 Share Capital

The share capital of the company amounts to CHF 60,000,000.00 and is divided into (i) 467,277,350 registered shares with a nominal value of CHF 0.05 each (voting shares) und (ii) 366,361,325 registered shares with a nominal value of CHF 0.10 each. The shares are fully paid-up."

Explanations: The proposed capital reduction and simultaneous ordinary capital increase are intended to strengthen the Company's equity base. The ordinary capital increase shall be at least in the amount of the capital reduction to be carried out in the course of this measure. Accordingly, the share capital of the Company shall be reduced in accordance with article 653q paragraph 1 of the Swiss Code of Obligations (in force as of 1 January 2023) and simultaneously increased to at least the previous amount without reducing the amount of the contributions made. In the context of the ordinary capital increase, a separate class of shares of the Company with a nominal value of CHF 0.10 per share shall be created.

As a further step, the Board of Directors intends to propose to the shareholders, presumably at the next Ordinary General Meeting, that (i) the number of shares of the Company shall be increased by splitting the registered shares with a par value of CHF 0.10 each at a ratio of 1:2 (*creation of a single registered share category by way of a share split*) and, thereafter, (ii) the number of shares of the Company shall be reduced by merging the single registered shares category with a par value of CHF 0.05 each at a ratio of up to 50:1, in order to create single registered shares with a par value of up to CHF 2.50 each (*reverse share split*). Registered shares with a nominal value of CHF 0.10 created in the course of the ordinary capital increase pursuant to agenda item 1.1 shall thereby, after implementation of the share split and the reverse share split, be listed and admitted to trading on SIX Swiss Exchange. Accordingly, an implementation of the share split and the reverse share split is expected to require prior approval (i) of a prospectus of the Company pursuant to Art. 35 et seq. of the Swiss Federal Act on Financial Services by the Prospectus Office of SIX Exchange Regulation Ltd. and (ii) of an application for listing and admission to trading by the Admission Board of SIX Exchange Regulation Ltd.

1.2 Partial amendments of Articles of Association (conditional resolutions)

Preliminary remark: The following resolutions on agenda items 1.2.1 to 1.2.3 are to be passed as conditional resolutions in view of the execution of the proposed capital reduction and simultaneous ordinary capital increase and the related creation of different share categories pursuant to agenda item 1.1, i.e. they are subject to the condition precedent that the Board of Directors passes the declaratory resolution (*Feststellungsbeschluss*) on the ordinary capital increase pursuant to agenda item 1.1 and that this capital increase is entered in the Commercial Register.

1.2.1 Amendment of article 19 of the Articles of Association: Eligibility, Term and Organization of the Board of Directors (conditional resolution)

The Board of Directors proposes, subject to the above-mentioned condition precedent, to amend article 19 of the Articles of Association by adding a paragraph 4 as follows, the existing paragraphs 1 to 3 remaining unchanged:

"If there are different categories of shares with regard to voting rights or pecuniary claims, the shareholders of each category shall elect at least one member of the board of directors (article 709 paragraph 1 Swiss Code of Obligations)."



1.2.2 Amendment of article 4a of the Articles of Association: Introduction capital band (conditional resolution)

The Board of Directors proposes, subject to the above-mentioned condition precedent, the amendment of article 4a of the Articles of Association in order to (i) replace the existing authorized capital of the Company by a capital band and (ii) align the par value of the registered shares of the Company to be created in the course of a capital increase within the capital band with the par value of the registered shares with a par value of CHF 0.05 each (voting shares) created in the course of the capital reduction by par value reduction. Subject to the above-mentioned condition precedent, article 4a of the Articles of Association shall accordingly read as follows, assuming that the share capital is increased by the maximum amount of CHF 36,636,132.50 through the execution of the ordinary capital increase pursuant to agenda item 1.1 by issuing 366,361,325 new registered shares with a par value of CHF 0.10 to CHF 60,000,000.00, otherwise the upper limit of the capital band as well as the corresponding total number of registered shares with a par value of CHF 0.05 each shall be adjusted accordingly based on the actual share capital after the implementation of the ordinary capital increase pursuant to agenda item 1.1:

"Article 4a Capital band

The board of directors is authorized until 13 January 2028 at any time and in any amounts up to the maximum amount of CHF 90,000,000.00 divided into a maximum of 1,800,000,000 registered shares with a par value of CHF 0.05 each (voting shares) and/or a maximum of 900,000,000 registered shares with a par value of CHF 0.10, not exceeding the upper limit in total, to carry out one or more increases of the share capital.

In the event of a capital increase within the scope of the capital band:

- a. the board of directors shall determine the number of shares, the nominal value, the issue price, the type of contribution (namely in cash, by means of offsetting of claims, against contribution in kind or by conversion of freely disposable equity), the time of issue of the shares, the conditions for the exercise of subscription rights and the start of dividend entitlement. In this context, the board of directors may issue new shares by means of firm underwriting by a bank or another third party and subsequent offer to the existing shareholders. The board of directors is authorized to restrict or exclude trading in subscription rights. The board of directors may allow subscription rights that have not been exercised to lapse or place them on the shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interests of the company.*
- b. the board of directors is entitled to restrict or exclude shareholders' subscription rights and to allocate them to third parties, the company or one of its group companies if the new shares are to be used (1) for the acquisition of companies, parts of companies or participations by means of an exchange of shares, (2) for financing or refinancing the acquisition of companies, (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) for an international placement of shares. Shares for which subscription rights are granted but not exercised shall be used in the interest of the company.*

The subscription and acquisition of new shares as well as any subsequent transfer of shares are subject to the transfer restrictions pursuant to Article 6 of the articles of association.

The board of directors is authorized to amend the articles of association in accordance with the capital increase and may adjust both the capital and the number of shares.

Apart from that, no other restrictions, requirements and conditions of the authorization, no other special benefits for beneficiary persons and no other requirements for the exercise of contractually acquired subscription rights shall apply."

1.2.3 Amendments of articles 4b and 4c of the Articles of Association: Conditional capital (conditional resolution)

The Board of Directors proposes, subject to the above-mentioned condition precedent, the amendment of articles 4b and 4c of the Articles of Association in order to align the par value of registered shares of the Company to be created in the context of a conditional capital increase with that of the registered shares with a par value of CHF 0.05 each (voting shares) created in the context of the capital reduction by par value reduction and to adjust



the number of shares of the registered shares with a par value of CHF 0.05 each (voting shares) to be created in the context of a conditional capital increase accordingly. The conditional capital of the Company is to be created outside the capital band according to agenda item 1.2.2. Accordingly, articles 4b and 4c of the Articles of Association shall now read as follows subject to the above-mentioned condition precedent:

"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 160,000,000 fully paid-up new registered shares, each with a nominal value of CHF 0.05 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 260,000,000 fully paid-up new registered shares, each with a nominal value of CHF 0.05, 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.

2. Alternative restructuring measures: Strengthening of equity base and ensuring solvency

Preliminary remark: The resolutions under this agenda item 2 are to be passed for the event that the Board of Directors will not be able to declaratory resolve the ordinary capital increase pursuant to agenda item 1.1 at least in the amount of the reduction of CHF 23,363,867.50 resulting from the capital reduction to be carried out simultaneously, within two months from the date of the Extraordinary General Meeting, i.e. by 13 March 2023 at the latest, i.e. they are subject to the condition precedent that the Board of Directors does not adopt its declaratory resolution (*Feststellungsbeschluss*) on the ordinary capital increase in the context of the capital reduction and the simultaneous ordinary capital increase pursuant to agenda item 1.1 within two months from the date of the Extraordinary General Meeting, i.e. by 13 March 2023 at the latest.

2.1 Reduction of the nominal value combined with ordinary capital increase in an amount lower than the reduction amount (conditional resolution)

The Board of Directors proposes, subject to the above mentioned condition precedent, an ordinary capital increase combined with a reduction of the nominal value under the following conditions:

1. a) The share capital of the Company shall be reduced from CHF 46,727,735.00 to CHF 23,363,867.50 by reducing the par value from currently CHF 0.10 to now CHF 0.05 per registered share.



- b) Simultaneously, the share capital shall be increased from CHF 23,363,867.50 by a maximum of CHF 23,363,867.40 to a maximum of CHF 46,727,734.90 by issuing a maximum of 233,638,674 fully paid registered shares with a par value of CHF 0.10 each.
2. Reduction:
 - a) Based on the annual financial statements of the company as of 31 December 2022 and the result of the debt call, a licensed audit expert must confirm in writing that the claims of the creditors are fully covered despite the reduction of the share capital. The Board of Directors must inform on the result of this audit confirmation.
 - b) Utilization of the reduction amount: Retention as reserves (capital contribution reserves).
3. a) Issue price:

The issue price shall be determined by the Board of Directors, but shall be at least equal to the par value of CHF 0.10 of the newly issued registered shares.

 - b) Start of dividend entitlement:

As of entry of the capital increase in the Commercial Register (i.e. presumably for the first time for the financial year ending 31 December 2022).
4. Privileges of individual categories: none
5. Kind of contributions:
 - a) by settlement of off-settable claims against the Company (*Verrechnung*) against the issue of registered shares with a par value of CHF 0.10 each; and
 - b) in cash by one or more new anchor shareholders against issuance of registered shares with a par value of CHF 0.10 each.
6. Acquisitions in kind (including intended acquisitions in kind): none
7. Special advantages: none
8. Restriction on the transferability of new registered shares with a par value of CHF 0.10 each:

The transferability of the new registered shares with a par value of CHF 0.10 each is restricted in accordance with the Articles of Association.
9. Restriction or cancellation of subscription rights and allocation of subscription rights not exercised or withdrawn:

The new registered shares with a par value of CHF 0.10 each will be used (i) as consideration for the settlement of claims against the Company pursuant to section 5 a) above and (ii) for subscription by one or more new anchor shareholders pursuant to section 5 b) above. The subscription rights of the existing shareholders of the Company shall therefore be excluded for good cause within the meaning of Art. 652b para. 2 of the Swiss Code of Obligations and fully allocated (i) for reorganization purposes to creditors of the Company pursuant to clause 5 a) above and (ii) to one or more new anchor shareholders for subscription of shares pursuant to clause 5 b) above.
10. Prerequisite for the exercise of contractually acquired subscription rights: do not exist
11. Implementation of the capital reduction and increase: The Board of Directors is instructed to implement this capital reduction and increase within the statutory period of six months (in accordance with the new Art. 650 para. 3 of the Swiss Code of Obligations, in force as of 1 January 2023).
12. Provided that the share capital is increased by the maximum amount of CHF 23,363,867.40 through the issuance of 233,638,674 new registered shares with a par value of CHF 0.10 each by completion of the ordinary capital increase, article 4 of the Articles of Association shall be amended as follows, otherwise in accordance with the number of newly issued shares:

"Article 4 Share Capital

The share capital of the company amounts to CHF 46,727,734.90 and is divided into (i) 467,277,350 registered shares with a nominal value of CHF 0.05 each (voting shares) und (ii) 233,638,674 registered shares with a nominal value of CHF 0.10 each. The shares are fully paid-up."

Explanations: The proposed capital reduction and simultaneous ordinary capital increase is intended to strengthen the Company's equity base. The ordinary capital increase is to be effected in an amount below the capital reduction to be carried out in the course of this measure. Accordingly, the share capital of the Company shall be reduced in accordance with article 653q paragraph 1 of the Swiss Code of Obligations (in force as of 1 January 2023) and simultaneously increased to an amount below the existing share capital. Accordingly, the legal provisions regarding the capital reduction, i.e. the securing of claims, the interim financial statements, the audit confirmation and the



declaratory resolutions of the Board of Directors, apply. In the context of the ordinary capital increase, a separate category of shares of the Company with a nominal value of CHF 0.10 per share shall be created.

As a further step, the Board of Directors intends to propose to the shareholders, presumably at the next Ordinary General Meeting, that (i) the number of shares of the Company shall be increased by splitting the registered shares with a par value of CHF 0.10 each at a ratio of 1:2 (*creation of a single registered share category by way of a share split*) and, thereafter, (ii) the number of shares of the Company shall be reduced by merging the single registered shares category with a par value of CHF 0.05 each at a ratio of up to 50:1, in order to create single registered shares with a par value of up to CHF 2.50 each (*reverse share split*). Registered shares with a nominal value of CHF 0.10 created in the course of the ordinary capital increase pursuant to agenda item 2.1 shall thereby, after implementation of the share split and the reverse share split, be listed and admitted to trading on SIX Swiss Exchange. Accordingly, an implementation of the share split and the reverse share split is expected to require prior approval (i) of a prospectus of the Company pursuant to Art. 35 et seq. of the Swiss Federal Act on Financial Services by the Prospectus Office of SIX Exchange Regulation Ltd. and (ii) of an application for listing and admission to trading by the Admission Board of SIX Exchange Regulation Ltd.

2.2 Partial amendment of Articles of Association (conditional resolutions)

Preliminary remark: The following resolutions on agenda items 2.2.1 to 2.2.3 are to be passed as conditional resolutions in view of the execution of the proposed capital reduction and simultaneous ordinary capital increase and the related creation of different share categories pursuant to agenda item 2.1, i.e. they are subject to the condition precedent that the Board of Directors adopts the declaratory resolution (*Feststellungsbeschluss*) on the capital reduction and ordinary capital increase in the context of the capital reduction and simultaneous ordinary capital increase pursuant to agenda item 2.1 and that this capital increase is entered into the Commercial Register.

2.2.1 Amendment of article 19 of the Articles of Association: Eligibility, Term and Organization of the Board of Directors (conditional resolution)

The Board of Directors proposes, subject to the above-mentioned condition precedent, to amend article 19 of the Articles of Association by adding a paragraph 4 as follows, the existing paragraphs 1 to 3 remaining unchanged:

"If there are different categories of shares with regard to voting rights or pecuniary claims, the shareholders of each category shall elect at least one member of the board of directors (article 709 paragraph 1 Swiss Code of Obligations)."

2.2.2 Amendment of article 4a of the Articles of Association: Introduction capital band (conditional resolution)

The Board of Directors proposes, subject to the above-mentioned condition precedent, the amendment of article 4a of the Articles of Association in order to (i) replace the existing authorized capital of the Company by a capital band and (ii) align the par value of the registered shares of the Company to be created in the course of a capital increase within the capital band with the par value of the registered shares with a par value of CHF 0.05 each (voting shares) created in the course of the capital reduction by par value reduction. Subject to the above-mentioned condition precedent, article 4a of the Articles of Association shall accordingly read as follows, assuming that the share capital is increased by the maximum amount of CHF 23,363,867.40 through the execution of the ordinary capital increase pursuant to agenda item 2.1 by issuing 233,638,674 new registered shares with a par value of CHF 0.10 to CHF 46,727,734.90, otherwise the upper limit of the capital band as well as the corresponding total number of registered shares with a par value of CHF 0.05 each shall be adjusted accordingly based on the actual share capital after the implementation of the ordinary capital increase pursuant to agenda item 2.1:

"Article 4a Capital band

The Board of Directors is authorized until 13 January 2028 at any time and in any amounts up to the maximum amount of CHF 70,000,000.00 divided into a maximum of 1,400,000,000 registered shares with a par value of CHF 0.05 each (voting shares) and/or a maximum of 700,000,000 registered shares with a par value of CHF 0.10, not exceeding the upper limit in total, to carry out one or more increases of the share capital.



In the event of a capital increase within the scope of the capital band:

- c. the board of directors shall determine the number of shares, the nominal value, the issue price, the type of contribution (namely in cash, by means of offsetting of claims, against contribution in kind or by conversion of freely disposable equity), the time of issue of the shares, the conditions for the exercise of subscription rights and the start of dividend entitlement. In this context, the board of directors may issue new shares by means of firm underwriting by a bank or another third party and a subsequent offer to the existing shareholders. The board of directors is authorized to restrict or exclude trading in subscription rights. The board of directors may allow subscription rights that have not been exercised to lapse or place them on the shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interests of the company.*
- d. the board of directors is entitled to restrict or exclude shareholders' subscription rights and to allocate them to third parties, the company or one of its group companies if the new shares are to be used (1) for the acquisition of companies, parts of companies or participations by means of an exchange of shares, (2) for financing or refinancing the acquisition of companies, (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) for an international placement of shares. Shares for which subscription rights are granted but not exercised shall be used in the interest of the company.*

The subscription and acquisition of new shares as well as any subsequent transfer of shares are subject to the transfer restrictions pursuant to Article 6 of the articles of association.

The board of directors is authorized to amend the articles of association in accordance with the capital increase and may adjust both the capital and the number of shares.

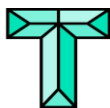
Apart from that, no other restrictions, requirements and conditions of the authorization, no other special benefits for beneficiary persons and no other requirements for the exercise of contractually acquired subscription rights shall apply."

2.2.3 Amendments of articles 4b and 4c of the Articles of Association: Conditional capital (conditional resolution)

The Board of Directors proposes, subject to the above-mentioned condition precedent, the amendment of articles 4b and 4c of the Articles of Association in order to align the par value of registered shares of the Company to be created in the context of a conditional capital increase with that of the registered shares with a par value of CHF 0.05 each (voting shares) created in the context of the capital reduction by par value reduction and to adjust the number of shares of the registered shares with a par value of CHF 0.05 each (voting shares) to be created in the context of a conditional capital increase accordingly, taking into account the reduced share capital from previously CHF 46,727,735.00 to now a maximum of CHF 46,727,734.90. Subject to the above-mentioned condition precedent, articles 4b and 4c of the Articles of Association shall accordingly read as follows, assuming that the share capital is increased by at least CHF 18,636,132.50 through the execution of the ordinary capital increase pursuant to agenda item 2.1 by issuing 186,361,325 new registered shares with a par value of CHF 0.10 each to CHF 42,000,000.00 otherwise the conditional capital under articles 4b and 4c of the Articles of Association is to be reduced proportionally in each case so that the total amount of the conditional capital corresponds to half of the share capital after implementation of the ordinary capital increase pursuant to agenda item 2.1:

"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 160,000,000 fully paid-up new registered shares, each with a nominal value of CHF 0.05 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 260,000,000 fully paid-up new registered shares, each with a nominal value of CHF 0.05, 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.

3. Elections

3.1 Elections to the Board of Directors

In light of the resignation of Scott Lanphere from the Board of Directors of the Company and the renouncement of the Chairmanship of Roman Scharf, who remains a member of the Board of Directors, effective as of the date of the Extraordinary General Meeting of January 13, 2023, the Board of Directors proposes the election of Dr. Marcel Reichart as Chairman of the Board of Directors and Jeremy Banks and Peter Wild as new members of the Board of Directors of the Company, each for a term of office until the conclusion of the next Ordinary General Meeting.

Explanations:

Dr. Marcel Reichart is an international executive, investor and advisor in creative, tech and growth industries. He is currently an executive board member and co-founder of CultureWorks Inc. (owner of NeueHouse and Fotografiska) and a board member of BBTV Holdings Inc. and serves as advisor to Picsart and other international growth companies and investors. Dr. Reichart was the Executive Vice President of Digital Development and Partnerships of Bertelsmann AG and the Executive Vice President of RTL Group S.A. He also served on the Corporate Centre Board of Bertelsmann AG and on the global investment committees of Bertelsmann Investments in the US, Europe, India and China. He was previously a Managing Director of Hubert Burda Media and Co-Founder of DLD Conferences. During his doctorate, Dr. Reichart was associate to Former German Federal Minister of Economics Dr. Otto Count Lambsdorff. Dr. Reichart was a ten-year delegate and Young Global Leader of the World Economic Forum and is a guilt member of Harambe and an advisory board member of Karman Foundation. He graduated from the Otto-Beisheim-School of Management (WHU) and holds a Doctorate in Economic Sciences.

Jeremy Banks, Chief Executive, Coolabi Group has transformed the company from an AIM quoted shell into a global creative powerhouse. It is the market leading creator of series fiction for middle grade children, internationally, and is a multi-award winning producer of television series, apps, games and digital destinations. The group owns some of the biggest children's brands in the world including Warriors and Beast Quest. Prior to joining Coolabi Mr. Banks had been Group Commercial Director and Group Finance Director at Chorion plc until its acquisition by 3i. Chorion was focussed on the international exploitation of classic intellectual property brands such as the *Mr Men*, Enid Blyton (*Noddy*) and Agatha Christie (*Poirot & Miss Marple*). Previously, Mr. Banks had worked for Guinness Mahon Development Capital shortly before it was bought out by its management to form ProVen Private Equity, the niche venture capital house whose focus was media and branded content transactions.

Peter Wild is an internationally recognized banking executive in Switzerland and the USA who has held executive positions in prestigious financial institutions and served as CEO, CFO, Treasurer and Head Trading. He is currently the owner and CEO of Beryll-SFA Multi Family Office specialized in family governance, family business governance, risk management and family business strategy. As a family office, Beryll invests in Swiss start-ups and supports them in several functions. Having started his career at Julius Bär where Mr. Wild served as Head of Trading until 1997, he helped to build and grow AIG Private Bank where he initially held the position of CFO and became CEO in 2005. In 2009, Mr. Wild joined the Executive Board of Bank Sarasin in Zurich. Since 2004 he has also been a board member of the Global Angels Foundation.

3.2 Representation in Board of Directors (conditional resolutions)

- a) The Board of Directors proposes that, subject to the condition precedent that the capital reduction and simultaneous ordinary capital increase pursuant to agenda item 1.1 or 2.1 has been implemented and entered in the Commercial Register, Roman Scharf is elected as shareholder representative of the registered shares with a par value of CHF 0.05 each (voting shares).
- b) The Board of Directors proposes that, subject to the condition precedent that the capital reduction and simultaneous ordinary capital increase pursuant to agenda item 1.1 or 2.1 has been implemented and entered in the Commercial Register, Clare McKeeve is elected as shareholder representative of the registered shares with a par value of CHF 0.10 each.

4. Various

Voting rights/Access cards

All shareholders entered in the share register as of 4 January 2023 at 17:00 hrs CET. Admission cards, if not already received, can be ordered from the Company.

Representation

Shareholders may be represented by a person authorized by them or by the independent proxy, Mr. Philipp Andermatt, Bright Law AG, Bundesplatz 9, 6302 Zug. In the event that the independent proxy is unable to attend, the Board of Directors will appoint a new independent proxy. The powers of attorney issued to the independent proxy shall also apply to such new independent proxy appointed by the Board of Directors.

Granting written power of attorney and instructions to the independent proxy

Shareholders may be represented by Mr. Philipp Andermatt as independent proxy by using the enclosed proxy and instruction form or by making a note on the admission card. Unless otherwise instructed in writing, the signing of the proxy form authorizes the independent proxy to vote in favor of the proposals of the Board of Directors. This also applies in the event that proposals are voted on at the Extraordinary General Meeting which are not listed in the invitation. The independent proxy has the right to substitute a third person if compelling reasons so require.

Granting electronic power of attorney and instructions to the independent proxy

Alternatively, shareholders may grant power of attorney and issue instructions to the independent proxy electronically via the shareholder platform "InvestorPortal" (see instructions enclosure), or they may arrange for the proxy to be represented by making a note on the power of attorney and instructions form. The electronic issuance of proxies and instructions must be completed no later than 10 January 2023 at 23:59 hrs CET at the latest.

If you issue instructions to the independent proxy - electronically via the "InvestorPortal" and in writing using the registration form - only the electronic instructions will be taken into account.



Baar, 23 December 2022

Roman Scharf
Chairman of the Board of Directors

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