

A white network diagram consisting of interconnected nodes and lines, resembling a mesh or web structure, is positioned in the upper left corner of the blue header.

talkpool

Information Memorandum

for acquiring shares issued to the public on
NASDAQ First North

TalkPool builds, maintains and improves telecommunication networks globally. Through its cutting-edge technical expertise, long experience and agile business model, TalkPool offers global telecom vendors and operators high-quality service on short notice no matter the location. Moreover, TalkPool is one of few companies with actual solutions and contracts in place in the exciting IoT-market.



Important information

Any offering of securities will only be made by means of this information memorandum. Investors should not invest in any securities of TalkPool AG (the "Company") except on the basis of information contained in this information memorandum.

Copies of this Information Memorandum are not being made and may not be distributed or sent into the United States, Australia, Canada, New Zealand, Hong Kong, Japan, South Africa, Switzerland or any other jurisdiction in which such distribution would be unlawful or would require registration or any other measures. The securities referred to in this Information Memorandum have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and accordingly may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and in accordance with applicable U.S. state securities laws. The Company does not intend to register any offering in the United States or to conduct a public offering of securities in the United States.

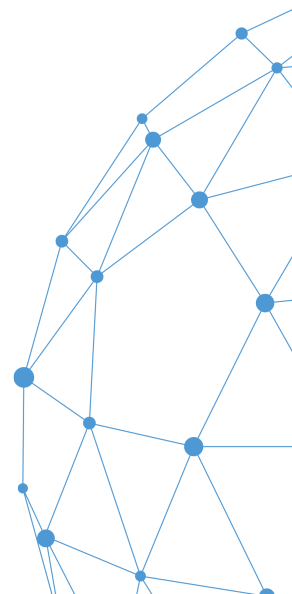
The Offer (as defined below) will be made pursuant to applicable exemptions in the Financial Instruments Trading Act (Sw. lag (1991:980) om handel med finansiella instrument) and the Directive 2003/71/EC (such Directive, together with any amendments thereto and any applicable implementing measures in the relevant home Member State under such Directive, the "Prospectus Directive"). The Offer will be made by means of this Information Memorandum which has been prepared by TalkPool (the "Offer").

This Information Memorandum does not constitute a prospectus for the purposes of the Prospectus Directive. No prospectus has been or will be prepared by TalkPool in relation to the Offer pursuant to the Prospectus Directive and approved by the Financial Supervisory Authority of Sweden (*Sw. Finansinspektionen*) or any other Financial Supervisory Authority in any other country.

Within such Member States of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken as of this date to make an offer to the public of securities requiring a publication of a prospectus in any Relevant Member State. As a result hereof, the securities may only be offered in Relevant Member States to a qualified investor (as defined in the Prospectus Directive or under applicable law) or pursuant to another applicable exemption in the Financial Instruments Trading Act and the Prospectus Directive. For the purposes hereof, the expression an "offer to the public of securities" in any Relevant Member State means the communication, in any form, of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in a Relevant Member State due to the implementation of the Prospectus Directive in that Member State.

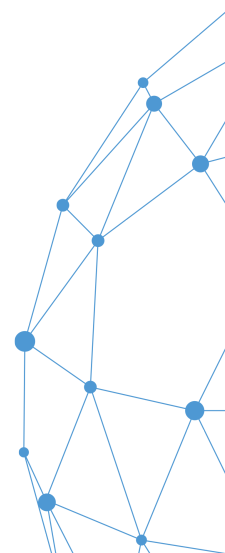
Matters discussed in this Information Memorandum may constitute forward-looking statements. The forward-looking statements in this Information Memorandum are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this Information Memorandum by such forward-looking statements. The information, opinions and forward-looking statements contained in this Information Memorandum speak only as at its date, and are subject to change without notice. The Board of Directors of TalkPool confirms that statements, estimates and projections set out herein with respect to the anticipated future results, performance or achievements of TalkPool reflect various assumptions, which may or may not prove to be correct. There can be no assurance that such views are accurate, or that such estimates and projections will be realised. No representations, warranties or other assurances can therefore be made as to the accuracy of such statements, estimates or projections.

No person has been authorised in connection with the Offer to give any information or to make any representation not contained herein,



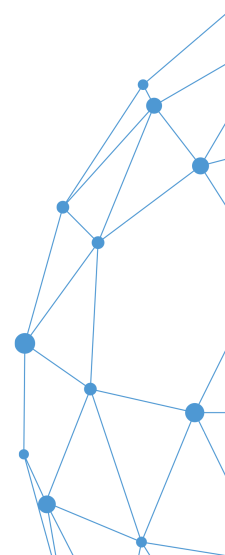
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1. Offer summary

Transaction	Shares issued to the public on NASDAQ First North
Offer price	SEK 45
Issue Volume	The offer comprises of 222 222 B-shares at most and 111 111 B-shares at least. Upon fully completed issuance the Company will receive SEK 10 000 000
Pre money value	SEK 138 500 000 (based on SEK 50 per share)
Application period	13 - 23 October 2016
Number of shares pre-issue	2 770 000 shares outstanding
Placing agent	Nordnet



2. TalkPool in brief

INTERNET OF THINGS (IoT)

The digitalization of businesses and society will increase efficiency. Research institutes estimate the number of connected devices to reach tens of billions by 2020. TalkPool enables the IoT ecosystem by offering professional services and solutions, comprising a comprehensive range of design, creation and realization of IoT solutions and products. TalkPool's core competences include telecom-, radio- and security and has great geographical reach.

TalkPool has to date deployed multiple IoT-specialized low power wide area networks and is active in several innovative IoT solution projects worldwide. The IoT-network is the foundation for the IoT-ecosystem. TalkPool works in several IoT verticals to explore the potential of utilizing IoT in our customers' business enabling them to offer an enhanced product or service to their customers.

TELECOM NETWORK SERVICES

The telecom network services business unit comprises TalkPool's core competence areas such as planning, implementation and maintenance of mobile and fixed telecom networks. The services offering is developed based on the needs for customized, but cost efficient and flexible services from equipment vendors and telecom operators around the world.

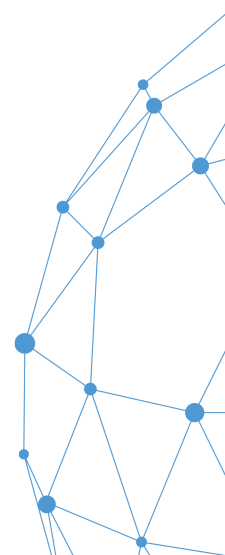
TalkPool has implemented telecom networks in over 50 countries on six continents with ongoing operations and maintenance contracts for telecom networks in several countries. TalkPool can quickly manage projects in different markets through a reliable team of global experts combined with local market presence on four continents.

TalkPool has a well-established market position, as a technology independent supplier with long-standing framework agreements with global equipment vendors.

GLOBAL PARTNERSHIP PLATFORM

In order to further increase growth and expand into new markets, TalkPool has launched a global partnership model that allows local partners and contractors to join TalkPool either by a joint venture or by franchising. Through the Global Partnership Model, TalkPool will be able to gain increased leverage from its expertise and long history in the Network Services market. TalkPool will together with local partners enter into new markets and highly profitable niches.

TalkPool's geographical base combined with the JV/Franchising model will allow the Company to grow in its established markets Europe, the Americas and Africa. In new and remote regions, TalkPool will aim at finding master franchise partners.



3. Background and purpose

Following the great demand for 3G telecom coverage and technicians in the early 2000's, TalkPool, an independent specialist telecom network services ("TNS") Company was established. Since the year of its foundation (2000) the Company builds, maintains and improves networks worldwide.

2016 is a milestone in TalkPool's history with the listing on Nasdaq First North on 24 May as the major highlight. The IPO marked the beginning of a new growth phase for TalkPool as it has opened an array of long-term growth possibilities for the Company.

The IPO consisted of an offering to the general public in Sweden as well as to institutional investors in Sweden and internationally, with a price of SEK 22 per share. The issued shares comprised 21 percent of the outstanding shares after the Offering and raised proceeds of approximately SEK 12.5 million before transaction costs.

The vast interest for subscription in the IPO is one reason why the board of directors in TalkPool have now decided to further increase the funding of the Company in order to:

- expand its growth ambitions even further, both organically and through acquisition. The Company is currently engaged in several well advanced negotiations with acquisition candidates within both IoT and Network Services. The ambition is to close at least one of these transactions within short.
- achieve a better spread of share ownership to new shareholder groups, with a better share liquidity as a benefit for all TalkPool shareholders.

4. Comments from the CEO

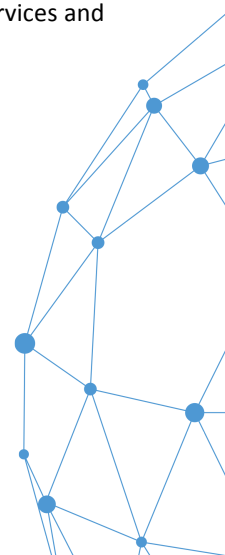
The year 2016 has so far been very exciting for TalkPool, with many achievements in both our TNS operation and our newer IoT growth business. The listing on Nasdaq First North was of course an important step for the Company's future development.

The listing process has had a slightly dampening effect on growth due to the vast amount of energy, time and management resources invested in the preparation and completion of the IPO.

However, the preparations, which included improving accounting standards, process development and rebranding will give long-term positive effects. TalkPool has also successfully initiated M&A cases in several markets to identify and evaluate potential acquisition candidates, within both Network Services and IoT. The Company is in final negotiations with a handful of acquisition candidates and has recently closed its first acquisition deal with the profitable telecom niche company Camouflage in Holland.

Although the nature of TalkPool's business may cause revenue generation that sometimes varies from quarter to quarter, our five-year plan, remains solid. We see this complementary issue of new shares as another step in the direction of our vision – to be one of the most respected and successful technology partner in the telecom services and the IoT-industry.

Erik Strömstedt, CEO



5. Terms and conditions

The Offer

The offer comprises of 222 222 B-shares at most and 111 111 B-shares at least. Upon fully completed issuance the Company will receive SEK 10 000 000.

Offer Price

The Offer Price for the Offer has been determined to SEK 45 per share. The Offer Price is the net price after a discount of 10 % on the closing share price per October 7, or a 12 % discount on the average market share price over the last 20 trading days on Nasdaq First North.

Application - through Nordnet in Sweden and Denmark

Applications for subscriptions of TalkPool's shares shall be made during the period 13 – 23 October. New Swedish and Danish shareholders who are account customers at Nordnet are invited to apply for the acquisition of shares through Nordnet's Online Service. If you do not hold an account with Nordnet today, you can create one online at www.nordnet.se or www.nordnet.dk using your BankID/NemID or by sending in an application. Creating an account is free of charge. Please visit Nordnet.se or Nordnet.dk for more details. Application with Nordnet can be made up until 23:59 on the 23rd of October 2016.

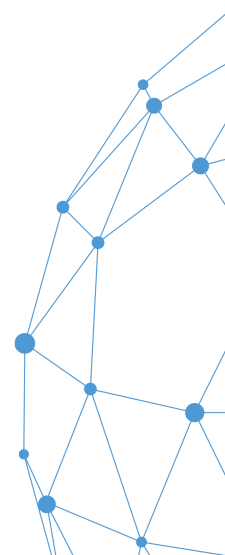
In order not to lose the right to allotment, account customers at Nordnet are to have enough cash equivalents available at the account during the period 23:59 on the 23rd of October 2016, until the settlement day, which is estimated to be on the 28th of October 2016. More information regarding the application process is available at www.nordnet.se and www.nordnet.dk

Allotment - through Nordnet

Customers whom have applied for the acquisition of shares through Nordnet's Online Service will receive the decision on the allotment of shares by the delivery of the allotted shares to the account designated by the customer. Payment for the allotted shares will be charged simultaneously from the account designated by the customer. This is estimated to occur approximately on the 26th of October.

Payment - through Nordnet

Allotted shares will be delivered to the account designated by the customer against payment for the allotted shares, which will be charged from the account designated by the customer. This is estimated occur around the 26th of October.



6. Financial overview

KEY FIGURES

EUR	Q2'16	Q2'15	H1'16	H1'15	FY'15
Sales, € thousand	2 653	2 592	5 109	4 827	10 353
Sales growth in %	2.3%	-*	5.8%	-*	14.5%
Gross profit, € thousand	563	534	1 114	928	2 065
Gross margin	21.2%	20.6%	21.8%	19.2%	19.9%
EBITDA, € thousand	-9	105	75	141	562
EBITDA margin	-0.3%	4.1%	1.5%	2.9%	5.4%
EBITDA excl. IPO related costs, € thousand **	135	105	219	141	562
EBITDA margin, excl. IPO related costs **	5.1%	4.1%	4.3%	2.9%	5.4%
EBIT, € thousand	-34	86	27	103	465
EBIT margin	-1.3%	3.3%	0.5%	2.1%	4.5%
EBIT excl. IPO related costs, € thousand **	110	86	171	103	465
EBIT margin, excl. IPO related costs **	4.1%	3.3%	3.3%	2.1%	4.5%

* No consolidated figures are available for the first half year 2014

** IPO related costs only refers to 2016

NET SALES

January - June

For the first half-year 2016 net sales amounted to EUR 5 109 thousand corresponding to an increase of 5.8% compared to last year.

EBITDA AND EBIT

January - June

The EBITDA, adjusted for IPO related costs, was EUR 219 thousand for H1 2016, with an EBITDA margin of 4.3%.

NET PROFIT/LOSS

January - June

For H1 2016 the net loss amounted to EUR -95 thousand. Net profit adjusted for IPO related costs was EUR 49 thousand.

Financial position and cash flow

KEY FIGURES

	Q2'16	Q2'15	H1'16	H1'15	FY'15
Solidity	35.0%	18.0%	35.0%	18.0%	23.4%
Return on equity	-5.3%	4.3%	-5.1%	-7.2%	14.7%
Net cash/debt	466	-640	466	-640	-372
Operating cash flow, € thousand	51	47	72	-141	119

BALANCE SHEET AND FINANCIAL POSITION

30 June 2016

As of 30 June 2016 the net cash position was EUR 466 thousand, with cash amounting to EUR 1 626 thousand (444). The rights issue as per 24 May 2016 positively affected the net cash, where the net proceeds amounted to EUR 848 thousand. The credit facility has increased in the period, amounting to EUR 332 thousand, used in ongoing operations.

The solidity has also been positively affected by the issuance of new shares, amounting to 35.0 percent as per 30 June 2016.

CASH FLOW AND INVESTMENTS

January - June

As per 30 June 2016 the operating cash flow was positive by EUR 72 thousand and the total cash flow positive by EUR 1 031 thousand.

Other disclosures

ACCOUNTING PRINCIPLES

For information regarding applied accounting principles please refer to page 5-6 in the consolidated annual report 2015.

EMPLOYEES

At June 30, the number of staff was 231 (199).

CERTIFIED ADVISOR

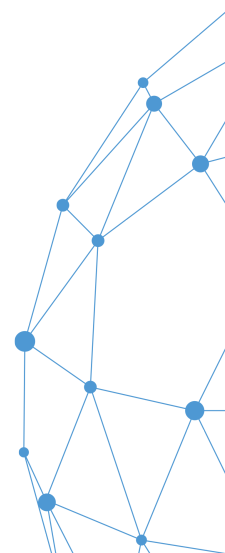
Remium Nordic AB is TalkPool's Certified Advisor.

ISSUER AGENT

Issuer Agent for the Offer is Aktieinvest FK AB

Chur, October 12

Erik Strömstedt, CEO, TalkPool



7. Risks

An investment in TalkPool's shares is associated with certain risks. TalkPool's business is affected, and may be affected, by numerous factors that are out of TalkPool's control. Such factors may affect the Company's business, financial position and profits which may cause the share price to decrease in the future. This may adversely cause the investor to lose part or all of their investment. Investors should carefully assess the information given in this chapter and other information in the Investor Memorandum prior to deciding whether they want to make an investment in the Company or not. The following risks are not described in detail nor in a prioritized order. There are other risks and uncertainties that the company currently is not aware of or deems to be immaterial at this point.

List of risks

Risks relating to the industry

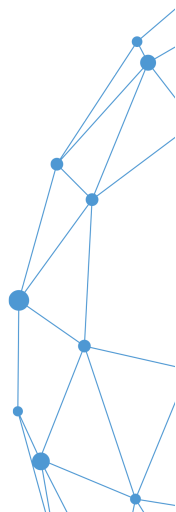
- Dependence on outsourcing
- Competition from other companies
- Rapid changes in the infranet and telecommunication industry
- Recently entered into the Internet of Things market
- Current and future operation in emerging and less developed markets
- Failure or inability to comply with rules and regulations

Risks relating to the Company and the Group

- Limited number of clients and non-exclusive agreements with clients
- Undertakings and lack of limitation of liability
- Key personnel and recruitment
- Risks relating to joint ventures and franchises
- Legal risks relating to foreign jurisdictions
- The Groups involvement in litigations and disputes
- Tax related risks
- Dealing in other currencies

Risks related to the shares and this listing

- The market price of the Company share
- Existing shareholders selling their shares
- New issues
- Future dividends
- Majority shareholder with significant influence
- First North is an multilateral trading facility



8. Board of directors and management

Name (year of birth)	Position	Relevant experience
Erik Strömstedt (1965)	CEO	Many years of experience with leading positions within the IT and telecom industry.
Hanna Rubensson (1980)	CFO	Many years of experience within financial due diligence and reporting.
Magnus Andersson (1965)	COO	Many years of experience with leading positions within the telecom industry.
Stefan Lindgren (1972)	CTO and Board member	Has been holding several leading positions within technology and is specialized in radio technology.
Magnus Sparrholm (1968)	Founder and Chairman of the Board	Entrepreneur within IT and telecom since 20 years.
Wolfgang Essig (1957)	Board member	Many years of experience with leading positions within the international telecom industry. He is presently consulting growth companies.
Dr. Beate Rickert (1969)	Board member	Has been on the board of the telecom operator Global Metro Networks and later Kabel Deutschland. Is currently running her own lawyer firm.
Constantinus Schreuder (1962)	Board member	Many years of experience within the TNC market in the EMEA-region.

9. Contact details

Erik Strömstedt, CEO

Telephone: +41 79 790 60 40
erik.stromstedt@talkpool.com

Hanna Rubensson, CFO

Telephone: +46 73 140 48 40
hanna.rubensson@talkpool.com

TalkPool

Gäuggelistrasse 7
CH-7000 Chur
Switzerland

Telephone: +41 81 250 20 20
Mail: info@talkpool.com
Web: www.talkpool.com

