

# Item 17 – Resolution on a directed share issue with payment by way of set-off of claims against the company's distributors (updated)

As part of Zinzino's compensation plan for the company's external distributors, a certain part of the compensation can be settled by the company via newly issued Zinzino B shares, subject to the approval of the Annual General Meeting. During the period since the previous AGM, the sales development in the company has been very good, whereby listed distributors in the external sales network have achieved the qualifications to subscribe for new B-shares in the company to the extent below with payment by offsetting claims arising under the company's compensation plan.

Distributor	Number of shares
Vipa AS	18,750
Marco Passanante Marketing Management LLC	30,185
Blue Ocean Consulting GmbH	27,500
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76,435	

The Board of Directors therefore proposes that the Meeting resolves to increase the share capital by SEK 7,643.50 by issuing 76,435 new Class B shares. New Class B-shares will entitle to dividends for the first time on the record date for dividends that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the share has been entered in the share register of Euroclear Sweden AB. The right to subscribe for the B-shares in the issue will accrue to the named distributors according to the maximum allocation in the table above. Subscription for new shares shall be made on a separate subscription list no later than 15 June 2025; however, the Board shall be entitled to extend the subscription period. Payment of the proceeds for the shares will be made through set-off of each distributor's claim on Zinzino AB amounting, in total, to SEK 11,210,415.45. Subscription price for each newly subscribed share amounts to SEK 146,666. The part of the subscription price that exceeds the quota value shall be transferred to the unrestricted share premium reserve.

The reasons for the deviation from the shareholders' preferential rights are to stimulate share ownership in the company for the company's external sales organization through a share-based remuneration model aimed at the company's distributors, who can thus take part in and work for a positive value development of the share in the company, and that the company should be able to retain and attract competent and committed distributors who drive sales growth in the

company. In the opinion of the Board of Directors, these factors, taken together and with sufficient strength, indicate that it is in the interest of the company and the shareholders to make an issue with deviation from the shareholders' preferential rights. The current subscription price follows the principles set out in the current distributor agreement, which in turn was determined after extensive negotiations with the respective subscribers at arm's length. The subscription price is thus considered by the Board to be at market level.

A resolution in accordance with the above requires the support of shareholders representing at least 9/10 of both the votes cast and the shares represented at the meeting.

Gothenburg, May 2025

**Zinzino AB**

Board of Directors