

Item 16 – Resolution on directed share issue with payment through set-off of claim to Jay Shafer.

On 14 February 2025, Zinzino acquired the assets of Zurvita Inc, including IP rights to its brands, associated distributor organisation and inventory. Zinzino paid a fixed debt-settled purchase price at closing, totalling USD 9.4 million, of which USD 2.5 million will be finally settled by the company via newly issued Zinzino shares. In addition, there are conditional additional considerations based on the sales development generated by the acquired distributor organisation during the period 2025-2029. The total additional considerations amount to a maximum of USD 1.9 million and shall be 100% settled with newly issued Zinzino shares.

The Board of Directors now proposes that the General Meeting resolves to issue the Zinzino B shares to be paid to Jay Shafer as part of the fixed purchase price for the asset acquisition under the current agreement.

The Board of Directors therefore proposes that the Meeting resolves to increase the share capital by SEK 23,237.40 by issuing 232,374 new B shares. The new 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 232,374 class B shares is granted solely to Jay Shafer. 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 Jay Shafer's claim on Zinzino AB amounting to SEK 26,881,024.32. The subscription price for each newly subscribed share amounts to SEK 115.68. The part of the subscription price that exceeds the quota value shall be transferred to the unrestricted share premium reserve.

The reasons for deviating from the shareholders' preferential rights are to enable the fulfilment of the company's obligations under the transfer agreement from which the set-off claim in question arises. The possibility of being able to carry out strategically important acquisitions for the company through directed share issues is of great operational importance to the company. In the opinion of the Board of Directors, this indicates, on the whole and with sufficient strength, 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 share transfer agreement, which in turn was determined after extensive negotiations with the subscriber at arm's length. The subscription price is thus considered by the Board of Directors to be at market level.

A resolution as described 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