Item 15 - Resolution on a directed new share issue with payment through set-off of a claim against Enhanzz AG

On April 5, 2022, Zinzino acquired Enhanzz IP AG, including the intellectual property rights to its HANZZ+HEIDII and YU trademarks. Additionally, Enhanzz Global AG was acquired, along with its associated distributor organization and inventory. The seller in the transaction was Enhanzz AG. Zinzino paid a fixed purchase price of EUR 1 million, consisting of 75% cash and 25% newly issued Zinzino Class B shares. In addition, contingent additional purchase considerations were included, based on sales performance generated by the acquired distributor organization during the period 2022–2026. The total additional purchase considerations are estimated to amount to EUR 4.7 million but may, in the best-case scenario, amount to EUR 6 million and shall be settled in full with newly issued Zinzino Series B shares. The cash portion of the purchase price was financed with the company's own cash reserves.

The Board of Directors now proposes that the Annual General Meeting resolve to issue Zinzino Series B shares for the portion of the additional purchase price that became due in 2025 in accordance with the applicable terms and conditions.

The Board of Directors therefore proposes that the Annual General Meeting resolve to increase the share capital by SEK 15,293.50 by issuing 152,935 new Class B shares. New Class B shares entitle the holder to dividends for the first time on the record date for dividends occurring immediately after the new issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register at Euroclear Sweden AB. The right to subscribe for the 152,935 Class B shares is reserved exclusively for Enhanzz AG. Subscription for new shares shall be made on a separate subscription list at no later than June 15, 2026; however, the Board of Directors shall have the right to extend the subscription period. Payment for the shares shall be made by offsetting Enhanzz AG's claim against Zinzino AB amounting to SEK 19,850,963. The subscription price for each newly subscribed share is SEK 129.80. The portion of the subscription price exceeding the par value shall be allocated to the unrestricted share premium account.

The reason for deviating from the shareholders' preemptive rights is to enable the fulfillment of the company's obligations under the transfer agreement from which the current set-offable claim arises. The ability to carry out strategically important acquisitions for the company through directed new share issuances is of great operational importance to the company. In the Board's view, this, taken as a whole and with sufficient weight, indicates that it is in the interest of the company and the shareholders to carry out an issuance with a deviation from the shareholders' preferential rights. The current subscription price complies with the principles set forth in the relevant share transfer agreement, which in turn was established following extensive negotiations with the subscriber on an arm's-length basis. The Board therefore considers the subscription price to be in line with market conditions.

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 2026

Zinzino AB

Board of Directors