Item 16 - Resolution on a directed new share issue with payment through set-off of a claim against World Class Ventures LLC

In January 2024, Zinzino entered into a strategic agreement in Europe to collaborate with North American ACN, a direct-selling company specializing in telecommunications, energy, and essential services for homes and businesses, which had decided to wind down its distributor-led sales operations in Europe. The agreement between the companies included Zinzino acquiring, free of charge, the rights to ACN's European distributor database, which was subsequently integrated with Zinzino's existing technical platform.

Through the agreement, Zinzino committed to investing in the partnership based on the sales growth generated by the acquired distributor organization during the period 2024–2029 via the existing compensation model for the Company's distributors. In addition, conditional compensation in the form of newly issued Zinzino Class B shares may be granted during the period 2024–2027 at an estimated value corresponding to approximately SEK 4 million.

The Board of Directors now proposes that the Annual General Meeting resolve to issue Zinzino Class B shares for the portion of the equity-based compensation that vests in 2025 in accordance with applicable terms and conditions.

The Board of Directors therefore proposes that the Annual General Meeting resolve to increase the share capital by SEK 618.90 through the issuance of 6,189 new Class B shares. New Class B shares entitle the holder to dividends for the first time on the record date for dividends that occurs 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 6,189 Class B shares is granted exclusively to World Class Ventures LLC. Subscription for the new shares shall take place on a separate subscription list 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 World Class Ventures' claim against Zinzino AB amounting to SEK 1,069,130, of which SEK 1,069,025.97 of the claim shall be offset. The subscription price for each newly subscribed share amounts to SEK 172.73. The portion of the subscription price exceeding the quota value shall be allocated to the unrestricted share premium account.

The reason for deviating from the shareholders' preferential subscription rights is to enable the fulfillment of the company's obligations under the agreement from which the current offsetable claim arises. The ability to carry out strategically important acquisitions and collaborations for the company through directed new share issuances is of great operational importance to the company. In the Board's view, this collectively and with sufficient weight indicates that it is in the interest of the company and the shareholders to conduct an issuance with a deviation from the shareholders' preferential rights. The current subscription price complies with the principles set forth in the relevant 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