Item 17 - Resolution on a directed new share issue with payment through set-off of receivables to the company's distributors

As part of Zinzino's compensation plan for the company's external distributors, a certain portion of the compensation may be settled via newly issued Zinzino Class B shares, subject to the Annual General Meeting's approval. During the period since the previous Annual General Meeting, the company's sales performance has been very strong, with some distributors within the external sales network having met the qualifications to offset their compensation, as shown in the table below, against newly issued Zinzino Class B shares.

Distributor	Number of shares
Marco Passanante Marketing Management LLC	33,739
Camilla Stene Invest AS	13,495
Stüttler Invest & Consult GmbH	13,495
CC Brilliant Marketing Corporation	13,495
	74,224

The Board of Directors therefore proposes that the Annual General Meeting resolve to increase the share capital by SEK 7,422.40 through the issuance of 74,224 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 74,224 Class B shares is granted to the named distributors in accordance with the allocation in the table above. Subscription for new shares must be made 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 will be made by offsetting the subscribers' claims against Zinzino AB totaling SEK 11,760,430, of which SEK 11,760,050.56 of the claim will be offset. The subscription price for each newly subscribed share amounts to SEK 158.44, which corresponds to the volume-weighted average price (VWAP) of a Zinzino Class B share during the period January–June 2025, in accordance with the applicable terms set forth in Zinzino's compensation plan for the company's distributors. The Board of Directors therefore considers the subscription price to be in line with market conditions.

The portion of the subscription price exceeding the par value shall be allocated to the unrestricted share premium account. The reasons for the deviation from shareholders' preemptive rights are to encourage share ownership in the company among the company's external sales organization through a share-based compensation model targeted at the company's distributors who can participate in and promote positive value growth of the company's shares, and to enable the company to retain and attract competent and committed distributors who drive sales growth in the company.

For the resolution above, the approval of shareholders representing at least 9/10 of both the votes cast and the shares represented at the meeting is required..

Gothenburg, May 2026

Zinzino AB

Board of Directors