

# The Board's resolution proposal to the Annual General Meeting of Zinzino AB (publ.) Regarding issue authorization (items 19 and 20)

## **Item 18 - Decision on issue authorization for rights issues**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions during the period up to the next Annual General Meeting, decide on a new issue of B shares and / or warrants and / or convertibles against cash payment and / or with a provision in kind or set-off or otherwise terms and conditions taking into account the shareholders' preferential rights. Any warrants or convertibles issued under this authorization shall entitle the holder to subscribe for Class B shares.

The issues shall take place at a market subscription price determined by the Board. The number of Class B shares that can be issued and the number of Class B shares that can be subscribed for on the basis of warrants to subscribe for new shares and the number of Class B shares to which convertibles must be eligible for conversion shall in total amount to such number as within the Articles of Association and share capital.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is that issues should be able to take place to finance the company's operations, commercialization and development of the company's products and markets and / or acquisitions of companies, companies or parts of companies, and / or to enable a broadening of the ownership base in the company.

## **Item 19 - Decision on issue authorization for directed issues**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions during the period up to the next Annual General Meeting, decide on a new issue of B shares and / or warrants and / or convertibles against cash payment and / or with a provision in kind or set-off or otherwise conditions and to thereby be able to deviate from the shareholders' preferential rights. Any warrants or convertibles issued under this authorization shall entitle the holder to subscribe for Class B shares.

The issues shall take place at a market subscription price determined by the Board. The number of Class B shares that can be issued and the number of Class B shares that can be subscribed for on the basis of option rights to subscribe for new shares and the number of Class B shares to which convertibles are eligible for conversion shall total 3,000,000 Class B shares.

The purpose of the authorization and the reasons for any deviation from the shareholders' preferential rights is that issues should be able to take place to finance the company's operations, commercialization and development of the company's products and markets and / or acquisitions of companies, companies or parts of companies, and / or to enable a broadening of the ownership base in the company.

Decisions according to the above require the assistance of shareholders representing at least 2/3 of both the votes cast and the shares represented at the meeting.

Gothenburg in April 2023

**Zinzino AB**

The board