

# Item 18 – Resolution on issue of warrants and implementation of incentive programme

The Board of Directors proposes that the Meeting resolves on a directed issue of a maximum of 1,000,000 warrants of series 2025/2030 :1, entailing an increase in the share capital upon full exercise by a maximum of SEK 100,000. The decision shall otherwise be subject to the following conditions.

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to the subsidiary Zinzino Operations AB, reg. no. 556655-2658 (the "Subsidiary"), with the right and obligation to transfer the warrants to employees and others as set out below.

Oversubscription is not possible.

The reasons for the deviation from the shareholders' preferential rights are to stimulate share ownership in the company through an incentive programme whereby the company's management, employees and key persons in the external sales organisation can take part in and work for a positive value development of the company's share during the period covered by the proposed programme, and to enable the company to retain and recruit competent and committed personnel.

The warrants shall be issued free of charge. Subscription of the warrants shall take place within two weeks from the date of the issue decision on a separate subscription list. The Board of Directors is entitled to extend the subscription period.

Each warrant entitles the holder to subscribe for (1) Class B-share in the company. Subscription for new shares by virtue of the warrants may take place during the period from the registration of the warrants by the Swedish Companies Registration Office up to and including 31 May 2030. The subscription price per share shall amount to an amount determined on the day of the meeting in accordance with the following principles: the closing price of the company's share on the day of the meeting, multiplied by a multiple of 1.4. The final price shall be determined by the party independent of the company that has been commissioned to value the warrants in accordance with the Black & Scholes valuation model and rounded off so that the price is even 5 öre. The part of the subscription price that exceeds the quota value shall be transferred to the unrestricted share premium reserve. The new shares that may be issued upon subscription are not subject to any restrictions.

Shares issued after subscription in accordance with these terms and conditions carry the right to dividends for the first time on the record date for dividends that occurs immediately after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB. Warrants held by the Subsidiary and not transferred in accordance with the below may be cancelled by the company following a decision by the board of directors of the company with the consent of the board of directors of the Subsidiary. Any cancellation shall be notified to the Swedish Companies Registration Office for registration.

The Board, or the person appointed by the Board, is authorised to make the minor adjustments and clarifications required for the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

Other terms and conditions for the warrants are set out in the full terms and conditions of the

warrants, which are provided in accordance with what is stated under the heading "Provision of documents" below.

### **Authorisation of transfer of warrants**

The Board of Directors proposes that the Annual General Meeting approves the Subsidiary's transfers of warrants on the following terms. The right to acquire warrants from the Subsidiary shall belong to the following categories:

Category	Maximum number of options/person	Maximum number of options/category
Key persons in the external sales organisation (maximum 20 persons/company including Saele invest AS)	100 000	4 00 000
Group management and sales management (maximum 20 persons)	200 000	500 000
Key personnel (maximum 20 persons)	5 000	100 000

The right to acquire warrants from the Subsidiary shall only be granted to those persons who, at the end of the application period, have not resigned or been dismissed.

Options may also be offered to future new employees, e.g. in connection with the possible introduction of new services/positions in the company. These new employees shall not be included in the maximum amounts specified under each job category, however, the maximum number of options per category shall not be affected. For such acquisitions, the terms and conditions shall be the same or equivalent to those set out in this decision. This means, among other things, that acquisitions shall be made at the then current market value.

Transfer to participants requires that the warrants can be legally acquired and that, in the judgement of the Board of Directors, it can be done at a reasonable administrative and financial cost.

### **Enrolment and allocation**

If warrants within a certain category remain after all applications within the category have been satisfied, the remaining number may be allocated to participants in another category, whereby the board of directors shall determine the allocation based on category affiliation, personnel category and the number of warrants applied for. However, such allocation may at most result in the maximum number of warrants per person within a certain category being exceeded by 50 per cent.

The Board of Directors of the company decides on the final allocation.

### **Price and payment etc.**

The warrants shall be transferred on market terms at a price (premium) determined on the basis of a calculated market value for the warrants using the Black & Scholes valuation model calculated by an

independent valuation institute. For acquisitions made by new employees after the end of the initial application period, the new market price shall be determined in the same way. A preliminary calculation of the market value of the warrants, taking into account current circumstances, shows a market value per warrant of SEK 2.83.

Participants in the programme will acquire the warrants at the market value established. Payment will be made in cash.

Further information on the warrant programme

### **Dilution**

Upon full subscription with the support of all warrants, 1,000,000 new shares may be issued, which corresponds to a dilution of approximately 2.0 per cent of the total number of shares and votes in the company, however subject to any recalculation in accordance with the terms of the warrants and taking into account already outstanding warrants.

### **Impact on key figures and costs for the company, etc.**

The Company's earnings per share will not be affected by the issue of the warrants as the present value of the exercise price of the warrants will exceed the current market value of the share at the time of the transfer to employees.

The Warrant Programme will only incur certain limited costs in the form of external consultancy fees and administration relating to the Warrant Programme.

### **Preparation of the case**

The principles of the stock option programme have been developed by the company's Board of Directors. The Board of Directors has subsequently decided to submit this proposal to the General Meeting. Apart from the officials who prepared the matter in accordance with instructions from the Board of Directors, no employee who may be covered by the programme has participated in drawing up the terms and conditions.

### **Instruction to the Board**

The Board of Directors proposes that the Meeting authorises the Board of Directors of the Company to execute the above resolution and to ensure that the Board of Directors of the Subsidiary carries out transfers of warrants in accordance with the above.

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.

### **Other share-based incentive programmes, etc.**

In addition to the proposed incentive programmes, there are currently five outstanding option programmes. All programmes are mainly aimed at the external distributor organisation in the Group, but also with some allocation to employees of the company.

The first warrant programme comprises 1,000,000 warrants at an exercise price of SEK 45 per B-share expiring on 31 May 2025, of which 220,000 have been subscribed for by the Group's management team, 51,000 by key employees and 22,100 by other Group employees. The other warrants in the

programme have been subscribed by the company's external distributors. 910,850 warrants have already been exercised for subscription of shares under this warrant programme.

The second option programme comprises 900,000 warrants at an exercise price of SEK 56 per B-share expiring on 31 May 2027, of which 200,000 have been subscribed for by key members of the external sales organisation, 90,000 by the management team and 165,000 by key employees of the company. 173,214 warrants have already been exercised for subscription of shares under this warrant programme.

The third option programme comprises 120,000 warrants at a strike price of SEK 56 per B-share, expiring on 31 May 2027. The programme is directed solely at the Board of Zinzino AB and as of the publication date of this notice 100,000 warrants have been subscribed for, of which 40,000 by the Chairman of the Board and 20,000 by the other members of the Board, in accordance with the resolution of the Annual General Meeting. 52,857 warrants have been exercised for subscription of shares under this warrant programme.

The fourth option programme comprises 500,000 warrants at a strike price of SEK 63 per B-share expiring on 31 May 2026. The programme is aimed at group and sales management as well as key employees of Zinzino AB and as of the publication date of this notice, 178,000 warrants have been subscribed and 3,000 warrants have been exercised for share subscription under this option programme.

The fifth option programme comprises 500,000 warrants at an exercise price of SEK 76.50 per B-share, expiring on 31 May 2028. The programme is aimed at group and sales management as well as key employees of Zinzino AB and, as of the publication date of this notice, have no warrants been subscribed for or exercised for share subscription under this option programme.

If all outstanding warrants that have not yet been exercised for subscription of shares in accordance with the above are exercised for subscription, a total of 1,880,079 B shares will be issued, which corresponds to a total dilution of the share capital amounting to a total of approximately 5.3 %.

Gothenburg, May 2025

**Zinzino AB**

Board of Directors