

# RESOLUTION OF THE BOARD OF DIRECTORS TO AMEND THE ARTICLES OF ASSOCIATION (ITEM 19)

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The Board of Directors of Zinzino AB (publ) proposes that § 10 of the Articles of Association be amended as follows, in order to be consistent with the new wording of the Swedish Companies Act, and that the current § 10 of the Articles of Association be deleted and certain editorial changes be made.

## **Current wording § 10 Registration**

Shareholders who wish to participate in the proceedings at a general meeting must first be included in a transcript or other presentation of the entire share register relating to the circumstances five working days before the meeting, and secondly submit a registration to the Company no later than 12 noon on the day stated in the notice of the meeting.

The latter day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not be earlier than the fifth working day before the meeting.

## **Proposed new wording § 10 Registration**

Shareholders wishing to participate in the proceedings of the General Meeting must submit a registration to the Company no later than 4 pm on the day stated in the notice of the meeting.

The latter day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not be earlier than the fifth working day before the meeting.

The Board further proposes that the current § 14 be deleted and replaced by a new § 11 to allow for collection of proxies and postal voting at General Meetings.

## **Current wording § 14 Collection of proxies**

The Board of Directors may collect proxies at the Company's expense in accordance with the procedure laid down in the Companies Act Chapter 7 § 4, second paragraph.

## **Proposed new wording § 11 Collection of proxies and postal voting**

The Board may collect proxies in accordance with the procedure laid down in Chapter 7 § 4, second paragraph of the Companies Act (2005:551). The Board of Directors may resolve for a General Meeting that the shareholders may exercise their voting rights prior to the General Meeting in accordance with the provisions of Chapter 7 § 4 a of the Companies Act (2005:551).

Finally, the Board of Directors proposes below two amendments to the Articles of Association, which are prompted by previously implemented changes in the law, and that renumbering be made so that the former § 11 becomes § 12, the former § 12 becomes 13 and the former § 13 becomes § 14.

### **Current wording § 1 Company**

The Company's name is Zinzino AB (publ).

### **Proposed new wording § 1 Company name**

The Company's business name is Zinzino AB. The Company is a public company (publ).

### **Current wording § 11 Record day provision**

The Company's shares shall be registered in a record register in accordance with the Financial Instruments Accounts Act (1998:1479).

### **Proposed new wording § 12 Record day provision**

The shareholder or nominee who, on the record date, is entered in the share register and registered in a record register pursuant to Chapter 4 of the Financial Instruments Accounts Act (1998:1479) or who is registered in a record account pursuant to Chapter 4, § 18, first paragraph, 6 - 8 of the said Act, shall be deemed to be authorised to exercise the rights set out in Chapter 4, § 39 of the Companies Act (2005:551).

### **NOTES**

A resolution in accordance with the proposal under **item 19** shall require the support of shareholders representing at least two thirds of the votes cast and of the shares represented at the meeting.

Gothenburg, April 2021

**Zinzino AB**

The Board of Directors