SUPPLEMENT NO. 3

TO THE PROSPECTUS DATED 12 FEBRUARY 2026

APPROVAL STATEMENT BY THE FMA

This supplement has been approved by the Financial Market Authority Liechtenstein ("FMA"), as competent authority under Regulation (EU) 2017/1129. The FMA only approves this supplement as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the Issuer or of the quality of the securities that are the subject of this supplement. Investors should make their own assessment as to the suitability of investing in the securities.

Approved on 21 July 2026.

REASON FOR THE SUPPLEMENT

This Supplement No. 3 to the Prospectus dated 12 February 2026 has been prepared in order to provide an update regarding a recent court and commercial register matter relating to the Issuer.

On 12 June 2026, the Bankruptcy Court of the District Court of Zurich issued a first-instance decision opening bankruptcy proceedings over the Issuer. The decision was subsequently entered in the Commercial Register of the Canton of Zurich.

The background to this matter was an outstanding tax liability of the Issuer. Based on an internal administrative assessment, the Issuer initially assumed that this liability would be offset against another tax receivable of the Issuer. This assessment was incorrect due to the different nature and categorization of the relevant tax positions. As a result, the tax liability was not settled in time.

Under Swiss debt enforcement rules, unpaid claims of the Swiss Federal Tax Administration may lead to bankruptcy enforcement proceedings against companies subject to bankruptcy enforcement. The first-instance bankruptcy decision was therefore issued as a consequence of this administrative error.

The Issuer filed an appeal against the first-instance bankruptcy decision. By order dated 29 June 2026, the Higher Court of the Canton of Zurich granted suspensive effect to the appeal. As a result, the enforcement effects of the first-instance bankruptcy decision are currently suspended pending the final decision on the appeal.

Following the granting of suspensive effect, the bankruptcy-related liquidation entry was deleted from the Commercial Register. The Issuer is currently registered as “Zazoon AG”. The Issuer is not currently registered as being in liquidation and is not subject to ongoing bankruptcy enforcement. The Issuer continues its ordinary business operations.

The final decision of the Higher Court of the Canton of Zurich on the appeal is currently still pending.

This Supplement No. 3 reflects these developments.

UPDATED INFORMATION

The Prospectus shall be supplemented by the following information:

Update regarding first-instance bankruptcy decision and appeal proceedings

On 12 June 2026, the Bankruptcy Court of the District Court of Zurich issued a first-instance decision opening bankruptcy proceedings over Zazoon AG. The decision related to an outstanding tax liability of the Issuer.

The Issuer filed an appeal against this decision. By order dated 29 June 2026, the Higher Court of the Canton of Zurich granted suspensive effect to the appeal.

As a result of the suspensive effect, the enforcement effects of the first-instance bankruptcy decision are currently suspended pending the final decision on the appeal. The bankruptcy-related liquidation entry was deleted from the Commercial Register. The Issuer is currently registered as “Zazoon AG”.

The Issuer is not currently registered as being in liquidation and is not subject to ongoing bankruptcy enforcement. The Issuer continues its ordinary business operations.

The underlying tax liability and the related enforcement and procedural costs have been settled. The Issuer has reviewed the internal administrative process that led to the matter and has implemented additional measures to reduce the risk of similar administrative errors occurring in the future.

The final decision of the Higher Court of the Canton of Zurich on the appeal is currently still pending. The Issuer will assess whether further disclosure is required once the final decision has been issued.

INVESTOR WITHDRAWAL RIGHTS

In accordance with Article 23 of Regulation (EU) 2017/1129, investors who have already agreed to purchase or subscribe for the securities before this supplement was published, but after the publication of the original prospectus on 12 February 2026, have the right to withdraw their acceptances within three working days after the publication of this supplement, provided that the significant new factor, material mistake or material inaccuracy referred to in this supplement arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first.

The withdrawal period will expire on 24 July 2026.

Investors wishing to exercise their withdrawal rights should contact the Issuer or the financial intermediary through which they subscribed for the securities.

EXPLANATIONS REGARDING THE CONTENT OF THE SUPPLEMENT TO THE PROSPECTUS

This Supplement to the Prospectus has been prepared in accordance with the applicable legal requirements. Zazoon AG, Beethovenstrasse 11, based in 8002-Zurich, Switzerland, assumes full responsibility for the content and completeness of this Supplement to the Prospectus and confirms, after thorough review, that the information contained in this Supplement to the Prospectus is correct to the best of its knowledge and that no material facts have been omitted.

Zurich, 21 July 2026

Walter Jucker

21. Juli 2026

QES Qualifizierte elektronische Signatur · EU-Recht
Signiert auf Skribble.com

Walter Jucker, President of the Board of Directors

Irina Kotorova

21 Jul 2026

QES Qualified electronic signature · EU law
Signed on Skribble.com

Irina Kotorova, Member of the Board of Directors