

# Invitation to the ordinary General Meeting of Shareholders of Fenix Outdoor International AG

**Date:** Tuesday, April 27 2021, 14 00.

**Place:** Hemvärnsgatan 9, Solna (Sweden)

Dear Shareholder,

Due to the coronavirus the Board of Directors has decided that the General Meeting should be conducted **without the physical presence of shareholders**, representatives or third parties and that the shareholders may exercise their voting rights by issuing a proxy with instructions to the independent proxy. Information on the resolutions passed at the meeting will be disclosed on April 27, 2021, as soon as the outcome of the voting has been finally confirmed.

## Voting authorization

Shareholders entered in the share register on April 19, 2021 as shareholders with voting rights are entitled to vote by issuing a proxy to the independent proxy. No entries will be made in the share register in the period from April 20 2021 to April 27, 2021. Shareholders who sell their shares before the General Meeting are no longer entitled to vote for these shares.

## Representation and proxy

Shareholders may exercise their voting rights by issuing a proxy to the independent Proxy being Mr. Lars Sandberg (Skarp Advokatbyrå AB, attn. Lars Sandberg, Grev Turegatan 35, SE – 114 38 Stockholm, Sweden E-mail address: lars.sandberg@skarplaw.se).

The proxy should be submitted to the representative in original along with the notification. Proxy forms are available on the Company's website [www.fenixoutdoor.se/bolagsstyrning/stamma](http://www.fenixoutdoor.se/bolagsstyrning/stamma). The instruction form should be submitted in original along with the notification to the Independent Proxy and in advance by e-mail (as mentioned on the instruction form). Instruction forms are available on the Company's website [www.fenixoutdoor.se](http://www.fenixoutdoor.se). The instruction form must reach the Independent Proxy by e-mail no later than Friday April 23, 2021.

## Right to request information

The shareholders have a right to request information from the Board of Directors and the President at the meeting on matters that may affect the assessment of a matter on the agenda. Requests for such information must be submitted in writing to the Company no later than ten days before the General Meeting, i.e. no later than Friday 16 April 2021, by post to Fenix Outdoor International AG, attn: Sofia Lans, Hemvärnsgatan 15, 171 54 Solna, or by e-mail to [info@fenixoutdoor.se](mailto:info@fenixoutdoor.se). The information will be kept available on the Company's website [www.fenixoutdoor.se/bolagsstyrning/stamma](http://www.fenixoutdoor.se/bolagsstyrning/stamma) no later than Wednesday, April 21, 2021. The information will also be sent to the shareholder who has requested it and provided mail address.

## I. Agenda items and motions of the Board of Directors

### 1. Approval of the Annual Report 2020 and taking note of the audit report

The Board of Directors proposes to approve the Annual Report 2020 consisting of the consolidated financial statements, parent financial statements as well as the compensation report and to take note of the Audit Reports.

### 2. Appropriation of the balance sheet profit 2020

The Board of Directors proposes to approve the appropriation of the balance sheet profit 2020 as follows:

<u>Retained earnings</u>		
Profit reserves at the beginning of the period	TEUR	170 637
Net loss of the year	TEUR	-6 841
<b>Profit reserves at the end of the year</b>	<b>TEUR</b>	<b>163 796</b>
Allocation to the general legal profit reserves	TEUR	-
<b>Profit to be carried forward</b>	<b>TEUR</b>	<b>163 796</b>

<u>Proposal of the appropriation</u>		
<b>Capital contribution reserves</b>	<b>TEUR</b>	<b>380 124</b>
Dividends	TEUR	-20 121
<b>Capital contribution reserves</b>	<b>TEUR</b>	<b>360 003</b>

### Dividend

The Board of Directors proposes the distribution of a dividend in the amount of EUR 1.20/SEK 12.00 (previous year: 0) per share of category B and EUR 0.12/SEK 1.20 (previous year: 0) per share of category A and an extra dividend of EUR 0.3/SEK 3.00 per share category B and EUR 0.03/SEK 0.3 per share of category A. In total EUR 20 120 985.

### 3. Discharge of the members of the Board of Directors and the Senior Executives

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the Senior Executives for their actions taken in the financial year 2020.

## 4. Elections

### 4.1. Members of the Board of Directors

The Board of Directors proposes to re-elect:

- Mr. Ulf Gustafsson as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;
- Mr. Mats Olsson as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;

- Mr. Sebastian Von Wallwitz as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;
- Mrs. Susanne Dalsgaard Nordin as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;
- Mr. Rolf Schmid as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders.

### 4.2. Chairman of the Board of Directors

The Board of Directors proposes to re-elect

Mr. Martin Nordin as Chairman of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders.

### 4.3. Compensation Committee

The Board of Directors proposes to re-elect:

- Mr. Ulf Gustafsson as member of the Compensation Committee for a term until the conclusion of the next ordinary General Meeting of Shareholders;
- Mrs. Susanne Dalsgaard Nordin as member of the Compensation Committee for a term until the conclusion of the next ordinary General Meeting of Shareholders.

### 4.4. Independent Proxy

The Board of Directors proposes to elect

Dr. jur. Philippe Meyer, attorney at law, as Independent Proxy (with respect to General Meetings of Shareholders to be held in Switzerland) and Mr. Lars Sandberg, attorney at law, as Independent Proxy (with respect to General Meetings of Shareholders to be held in Sweden), both for a term until the conclusion of the next ordinary General Meeting of Shareholders.

### 3.5 Auditor

The Board of Directors proposes to re-elect Ernst & Young Ltd (CHE-491.907.686), in Zürich, for a term until the conclusion of the next ordinary General Meeting of Shareholders.

## 5. Compensation

### 5.1. Approval of the total compensation to the Board of Directors, for the financial year 2022

The Board of Directors proposes to approve the total compensation to the Board of Directors for the financial year 2022 amounting to a maximum of EUR 1 400 000.

### 5.2. Approval of the total fixed compensation to the Senior Executives for the financial year 2022

The Board of Directors proposes to approve the total fixed compensation to the Senior Executives for the financial year 2022 amounting to a maximum of EUR 2 500 000.

### 5.3. Approval of the total variable compensation to the Senior Executives and the Executive Chairman, for the financial year 2020

Board of Directors proposes not to distribute any variable compensation to the Senior Executives and the Executive Chairman for the financial year 2020.

## II. Documents

The annual report, the financial statements, the consolidated financial statements as well as the audit report for the business year 2020 are available for inspection at the company's registered office, Weidstrasse 1A, 6300 Zug as well as at the Fenix Outdoor office in Sweden, Hemvärnsgatan 15, Solna. Copies of the documents are also available on the Company's website [www.fenixoutdoor.se](http://www.fenixoutdoor.se).

## III. Shares and votes

As of March 31, 2021, the total number of shares and votes in Fenix Outdoor International AG is 35 060 000, whereof 24 000 000 are category A shares and 11 060 000 are category B shares. As of March 31 2021, the company holds 119 598 B-shares, of these as treasury shares.

Zug, March 31 2021

**Fenix Outdoor International AG**

On behalf of the Board of Directors

Martin Nordin, Executive Chairman

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OUTDOOR International AG