

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

Dear Shareholder,

The Board of Directors is pleased to invite you to the ordinary General Meeting concerning the financial year 2017

Date: Wednesday, 25 April 2018, 2 pm
Place: Hemvärnsgatan 9, Solna (Sweden)

I. Agenda items and motions of the Board of Directors

1. Approval of the Annual Report 2017 and taking note of the audit report

The Board of Directors proposes to approve the Annual Report 2017 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 2017

The Board of Directors proposes to approve the appropriation of the balance sheet profit 2017 as follows:

Retained earnings

Profit reserves at the beginning of the period	TEUR	48 194
Net profit of the year	TEUR	42 768
Profit reserves at the end of the year	TEUR	90 962
Allocation to the general legal profit reserves	TEUR	-
Profit to be carried forward	TEUR	90 962

Proposal of the appropriation

Capital contribution reserves	TEUR	423 946
Capital contributions	TEUR	-
Dividends	TEUR	13 674
Capital contribution reserves	TEUR	410 272

Dividend

The Board of Directors proposes the distribution of a dividend in the amount of EUR 1,016/SEK 10,00 (previous year: 0,837/8,00) per share of category B and EUR 0,1016/SEK 1,00 (previous year: 0,0837/0,80) per share of category A, total EUR 13 673 581).

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 2017.

4. Elections

4.1. Members of the Board of Directors

The Board of Directors proposes to elect:

Mr. Rolf Schmid as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;

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. Hans 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. Gitte Susanne Dalsgaard Nordin as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders.

The Board of Directors also proposes to elect Mr Sven Stork as Permanent honorary member of the Board.

4.2. Chairman of the Board of Directors

The Board of Directors proposes to 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 elect:

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

The Board of Directors proposes to re-elect:

Mrs. Gitte 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. iur. 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.

4.5. 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 fixed compensation to the Board of Directors for the financial year 2019

The Board of Directors proposes to approve the total fixed compensation to the Board of Directors for the financial year 2019 amounting to a maximum of EUR 900 000.

5.2. Approval of the total fixed compensation to the Senior Executives for the financial year 2019

The Board of Directors proposes to approve the total fixed compensation to the Senior Executives for the financial year 2019 amounting to a maximum of EUR 3 200 000

5.3. Approval of the total variable compensation to the Senior Executives for the financial year 2017

Board of Directors proposes to approve the total variable compensation to the Senior Executives for the financial year 2017 equal to a maximum amount of EUR 600 000.

II. Documents

The annual report, the financial statements, the consolidated financial statements as well as the audit report for the business year 2017 are available for inspection at the Company's registered office in Zug. Copies of the documents are also available on the Company's website www.fenixoutdoor.se.

III. Notification

Shareholders who wish to attend (in person, representation by proxy or by the Independent Proxy) the ordinary General Meeting must be recorded in the Company's share register as at Thursday 19 April 2018 and must notify the Company no later than Monday 23 April 2018, 1 p.m. by telephone +46 660 26 62 00, by mail to Fenix Outdoor International AG, Hemvärnsgatan 15, 171 54 Solna (Sweden) or by e-mail info@fenixoutdoor.se of their attendance. An e-mail from the Company confirming the receipt of the notification must be presented at the entrance in order to be admitted to the ordinary General Meeting. The notification of the Shareholder must include name, personal identification number (registration number), address, email address (if applicable), phone number and the names of accompanying advisors, if any.

Shareholders holding shares through a nominee must, in order to be entitled to attend and vote (in person, representation by proxy or by the Independent Proxy) at the ordinary General Meeting, temporarily register the shares in their own name. For the shares to be re-registered in time, shareholders should instruct the nominee, bank or broker that manages the shares, well in advance of Thursday 19 April 2018 for temporary re-registration, so called voting registration. After the shares have been registered in the shareholder's own name, the shareholder shall follow the instructions as set out above in this section III.

IV. Representation and proxy

Shareholders who do not personally attend the ordinary General Meeting may be represented as follows:

- by any representative, who does not need to be a shareholder;
- by the designated Independent Proxy being Mr. Lars Sandberg (Skarp Stockholm Advokatbyrå AB, attn. Lars Sandberg, P.O. Box 7467, 103 92 Stockholm, Sweden).

In case representation is intended by proxy, 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. In case representation is intended by the Independent Proxy, 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. The instruction form must reach the Independent Proxy by e-mail no later than Friday 20 April 2018.

V. Shares and votes

As of 27 March 2018, 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 the same date, the company holds 6 700 B-shares, of these as treasury shares.

Zug, 27 March 2018

Fenix Outdoor International AG

On behalf of the Board of Directors

Sven Torsten Stork, Chairman

FENIX
OUTDOOR International AG