

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 2016

Date: Tuesday, 9 May 2017, 2 pm
Place: Röntgenvägen 2, Solna (Sweden)

I. Agenda items and motions of the Board of Directors

1. Approval of the Annual Report 2016 and taking note of the audit report

The Board of Directors proposes to approve the Annual Report 2016 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 2016

The Board of Directors proposes to approve the appropriation of the balance sheet profit 2016 as follows:

<u>Retained earnings</u>			
Profit reserves at the beginning of the period	TEUR	53 352	
Net profit of the year	TEUR	-5 158	
Profit reserves at the end of the year	TEUR	48 194	
Allocation to the general legal profit reserves	TEUR	0	
Profit to be carried forward	TEUR	48 194	
<u>Proposal of the appropriation</u>			
Capital contribution reserves	TEUR	435 052	
Capital contributions	TEUR	0	
Dividends	TEUR	-11 272	
Capital contribution reserves	TEUR	423 780	

Dividend

The Board of Directors proposes the distribution of a dividend in the amount of EUR 0,837/SEK 8,00 (previous year: 0,539/5,00) per share of category B and EUR 0,084/SEK 0,8 (previous year: 0,054/0,5) per share of category A, total EUR 11 272 220).

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 2016.

4. Elections

4.1. Members of the Board of Directors

The Board of Directors proposes to elect:

Mr. Martin 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 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 Nordin 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. Sven Torsten Stork 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. Sven Torsten Stork as member of the Compensation Committee for a term until the conclusion of the next ordinary General Meeting of Shareholders;
- Mrs. Susanne 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 2018

The Board of Directors proposes to approve the total fixed compensation to the Board of Directors for the financial year 2018 amounting to a maximum of EUR 100 000.

5.2. Approval of the total fixed compensation to the Senior Executives for the financial year 2018

The Board of Directors proposes to approve the total fixed compensation to the Senior Executives for the financial year 2018 amounting to a maximum of EUR 3 100 000

5.3. Approval of the total variable compensation to the Senior Executives for the financial year 2016

Board of Directors proposes to approve the total variable compensation to the Senior Executives for the financial year 2016 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 2016 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 Tuesday 2 May 2017 and must notify the Company no later than Friday 5 May 2017 by telephone +46 660 26 62 00, by mail to Fenix Outdoor International AG, Hemvärnsgatan15, 171 54 Solna (Sweden) or by e-mail info@fenixoutdoor.se on 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 Tuesday 2 May 2017 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 5 May 2017.

V. Shares and votes

As of 10 April 2017, 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 12 900 B-shares, of these as treasury shares.

Zug, 10 April 2017

Fenix Outdoor International AG

On behalf of the Board of Directors

Sven Torsten Stork, Chairman

FENIX
OUTDOOR International AG