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BDO AG - Rechtsberatung Zentralschweiz, Landenbergstrasse 34, 6005 Luzern

## Einladung zur ordentlichen Generalversammlung Fenix Outdoor International AG

**Betroffene Organisation:**

Fenix Outdoor International AG  
CHE-206.390.054  
Weidstrasse 1A  
6300 Zug

**Angaben zur Generalversammlung:**

21.04.2023, 14:00 Uhr, Hemvärnsgatan 9, Solna (Sweden)

**Einladungstext/Traktanden:**

Invitation to the ordinary General Meeting. Agenda items and motions:

- Approval of the Annual Report 2022 and taking note of the audit report
- Appropriation of the available earnings 2022
- Discharge of the members of the Board of Directors and the Senior Executives
- Elections
- Compensation

# 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 2022

**Date:** Friday, April 21 2023, 2 pm  
**Place:** Hemvärnsgatan 9, Solna (Sweden)

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

### 1. Approval of the Annual Report 2022 and taking note of the audit report

The Board of Directors proposes that the General Meeting approves the Annual Report 2022 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 available earnings 2022

The Board of Directors proposes that the General Meeting approve the appropriation of the available earnings 2022 as follows:

<u>Retained earnings</u>		
Profit reserves at the beginning of the period	TEUR	164,391
Dividend on own shares	TEUR	231
Net profit of the year	TEUR	10,612
<b>Profit reserves at the end of the year</b>	<b>TEUR</b>	<b>175,234</b>
Allocation to the general legal profit reserves	TEUR	-
<b>Profit to be carried forward</b>	<b>TEUR</b>	<b>175,234</b>
<u>Proposal of the appropriation</u>		
<b>Capital contribution reserves</b>	<b>TEUR</b>	<b>322,478</b>
Dividends	TEUR	-18,154
<b>Capital contribution reserves to be carried forward</b>	<b>TEUR</b>	<b>304,324</b>

### Dividend

The Board of Directors proposes that the General Meeting approve the distribution of a dividend in the amount of SEK 15.00 (EUR 1.35), previous year SEK 15.00 (EUR 1.46), per share of category B. Per category A the Board of Directors proposes a dividend of SEK 1.50 (EUR 0.135), previous year SEK 1.5 (EUR 0.146). In total SEK 201,900,000 (EUR 18,153,536) for 2022. EUR value calculated at rate 11.1218.

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

The Board of Directors proposes that the General Meeting grant discharge to the members of the Board of Directors and the Senior Executives for their actions taken in the financial year 2022.

## 4. Elections

### 4.1. Members of the Board of Directors

- The Board of Directors propose that the General Meeting re-elect:
- a) Mr. Ulf Gustafsson as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;
  - b) Mr. Mats Olsson as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;
  - c) Mr. Hans-Sebastian Graf Von Wallwitz as member of the Board of Directors for a term until the conclusion of the next ordinary General Meeting of Shareholders;
  - d) 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;
  - e) 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 that the General Meeting re-elect Mr. Erik 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 that the General Meeting re-elect:
- a) Mr. Ulf Gustafsson as member of the Compensation Committee for a term until the conclusion of the next ordinary General Meeting of Shareholders;
  - b) 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 that the General Meeting 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.

## 4.5. Auditor

The Board of Directors proposes that the General Meeting 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 2024

The Board of Directors proposes that the General Meeting approve the total compensation to the Board of Directors for the financial year 2024 amounting to a maximum of EUR 1,700,000.

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

The Board of Directors proposes that the General Meeting approve the total compensation to the Board of Directors of EUR 1,892,000 for 2022.

### 5.3. Approval of the total fixed compensation to the Senior Executives for the financial year 2024

The Board of Directors proposes that the General Meeting approve the total fixed compensation to the Senior Executives for the financial year 2024 amounting to a maximum of EUR 3,000,000.

### 5.4. Approval of the total variable compensation to the Senior Executives for the financial year 2022

Board of Directors proposes that the General Meeting approve the total variable compensation to the Senior Executives for the financial year 2022 equal to an amount of EUR 446,000.

### 5.5. Approval Personnel option program

The Board of Directors proposes that the General meeting approve the following option grants by the Board of Directors:

- a. 22,000 options in 2022 to defined Fenix Outdoor executives.
- b. 44,000 options in 2023 to defined Fenix Outdoor executives.

Each option gives a right to buy one B-share in Fenix Outdoor International AG. The options are exercised in tranches in fixed periods from November 2025 to March 2030. The options vest if the person is still employed at each respective option exercise. Shares for this program is covered by treasury shares held by the Company.

## II. Document

The annual report, the financial statements, the consolidated financial statements as well as the audit report for the business year 2022 and additional information on the option program according to 5.5 above 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](http://www.fenixoutdoor.se) and at Fenix Outdoor office at Hemvärnsgatan 15, 171 54 Solna.

## 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 by Thursday, 13 April 2023 at the latest and must notify the Company no later than Tuesday, 18 April 2023, 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](mailto: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, April 13 2023 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; or
- by the designated 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](mailto:lars.sandberg@skarplaw.se).

In case attendance is intended by representative, the power of attorney should be submitted to the representative in original along with the notification.

In case attendance is intended by the Independent Proxy, the instruction form should be submitted 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 Monday April 17, 2023.

**V.    Shares and votes**

As of March 29 2023, 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 29 2023, the company holds 132,337 B-shares, of these as treasury shares.

Zug, March 29 2023

**Fenix Outdoor International AG**

On behalf of the Board of Directors

Martin Nordin, Executive Chairman