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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:

02.05.2024, 14:00 Uhr, Hemvärnsgatan 9, Solna (Sweden)

Einladungstext/Traktanden:

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

1. Approval of the Annual Report 2023 and taking note of the audit report
2. Appropriation of the available earnings 2023
3. Discharge of the members of the Board of Directors and the Senior Executives
4. Elections
5. Compensation
6. Approval of Sustainability report

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 2023

Date: Thursday, 2 May 2024, 2 pm
Place: Hemvärnsgatan 9, Solna (Sweden)

I. Agenda items and motions of the Board of Directors

- 1. Approval of the Annual Report 2023 and taking note of the audit report
The Board of Directors proposes that the General Meeting approves the Annual Report 2023 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 2023
The Board of Directors proposes that the General Meeting approves the appropriation of the available earnings 2023 as follows:

Table with 3 columns: Item, TEUR, Amount. Rows include Retained earnings (Profit reserves, Dividend, Net profit, Profit reserves at end of year, Allocation to general legal profit reserves, Profit to be carried forward), Proposal of the appropriation (Capital contribution reserves, Dividends, Capital contribution reserves to be carried forward).

Dividend
The Board of Directors proposes that the General Meeting approves the distribution of a dividend in the amount of SEK 15.00 (EUR 1.35), previous year SEK 15.00 (EUR 1.35), 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 0.135). In total SEK 201,908,000 (EUR 18,195,746) for 2023. EUR value calculated at rate 11.0960. The SEK amount is relevant for the payment and the calculation of the exact amount impacting the Capital contribution reserves (the Capital contribution reserves are covering any exchange rate impacts).

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

The Board of Directors proposes that the General Meeting grants discharge to the members of the Board of Directors and the Senior Executives for their actions taken in the financial year 2023.

4. Elections
4.1. Members of the Board of Directors

- The Board of Directors proposes that the General Meeting re-elects:
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-elects 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-elects:
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 elects: 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 that the General Meeting re-elects 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 2025
The Board of Directors proposes that the General Meeting approves the total compensation to the Board of Directors for the financial year 2025 amounting to a maximum of EUR 1,900,000.
- 5.2. Approval of the total fixed compensation to the Senior Executives for the financial year 2025
The Board of Directors proposes that the General Meeting approves the total fixed compensation to the Senior Executives for the financial year 2025 amounting to a maximum of EUR 3,500,000.
- 5.3. Approval of overdrafted fixed compensation to the Senior Executives for the financial year 2023
The Board of Directors proposes that the General Meeting approves the overdrafted compensation to the Senior Executives. Approved amount EUR 2,500,000. Compensated amount EUR 2,525,000.
- 5.4. Approval of the total variable compensation to the Senior Executives for the financial year 2023
The Board of Directors proposes that the General Meeting approves that no variable compensation to the Senior Executives for the financial year 2023 is approved. The 40,000 options granted in 2023, approved by last year Annual General Meeting, had an option value of EUR 1,382,000 on the date of the grant.
- 6. Sustainability report
The Board of Directors proposes that the General Meeting approves the Sustainability Report 2023.

II. Document

The annual report, the financial statements, the consolidated financial statements as well as the audit report for the business year 2023 and additional information on the option program according to 5.4 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 and at Fenix Outdoor office at Hemvärnsgatan 15, 171 54 Solna (Sweden).

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 Tuesday, 23 April 2024 at the latest and must notify the Company no later than Friday, 26 April 2024, 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 Tuesday, 23 April 2024 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.

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. The instruction form must reach the Independent Proxy by e-mail no later than Thursday, 25 April 2024.

V. Shares and votes

As of 4 April 2024, 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 4 April 2024, the company holds 132,337 B-shares, of these as treasury shares.

Zug, 4 April 2024
Fenix Outdoor International AG
On behalf of the Board of Directors
Martin Nordin, Executive Chairman