

Instructions to the Independent Proxy for the ordinary General Meeting of Shareholders of **Fenix Outdoor International AG** 5 May 2015 in Solna (Sweden)

Introduction and guidance:

Hereinafter, you have the possibility to instruct the Independent Proxy with respect to the announced agenda items and proposals to the General Meeting of Shareholders as follows:

- a) one general instruction covering all agenda items and proposals to the General Meeting of Shareholders (see section 1 below); or
- b) concrete instructions regarding the specifically announced agenda items and proposals to the General Meeting of Shareholders (see section 2 below).

Please give your instructions only (i) either under section 1 (as one general instruction) (ii) or under section 2 (as concrete instructions). Should you give instructions in both sections, the Independent Proxy will primary follow your concrete instructions pursuant to section 2 and will follow subsidiarily your general instruction pursuant section 1.

Important note: Should you return this instruction form without giving general and/or concrete instructions with respect to the specifically announced agenda items and proposals to the General Meeting of Shareholders as set out in the invitation to the ordinary General Meeting of Shareholders, the Independent Proxy will then abstain from voting.

Furthermore, you have the possibility to give general instructions to the Independent Proxy regarding agenda items and/or proposals to the shareholders meeting which have not been announced in advance (see section 3 below).

In the event that the Independent Proxy is unable to represent the shareholders at the ordinary General Meeting of Shareholders, all instructions will remain valid and will be passed to the Independent Proxy's deputy or, respectively, his successor (appointed by the board of directors) who will follow the respective instructions.

1. General instructions regarding announced agenda items and proposals to the General Meeting of Shareholders

The Independent Proxy shall vote regarding announced agenda items and proposals to the General Meeting of Shareholders as follows:

- vote in favor of the proposals of the board of directors
- vote against the proposals of the board of directors
- abstain from voting.

2. Concrete instructions regarding announced agenda items and proposals to the General Meeting of Shareholders

The Independent Proxy shall vote regarding specifically announced agenda items and proposals to the General Meeting of Shareholders as follows:

Agenda item	yes	no	abstention
1 Approval of the Annual Report 2014 and taking note of the audit report			
2 Appropriation of the balance sheet profit 2014			
3 Discharge of the Members of the Board of Directors and the Senior Executives			
4.1 a) Re-election of Mr. Erik Martin Nordin as member of the Board of Directors			
4.1 b) Re-election of Mr. Ulf Gustafsson as member of the Board of Directors			
4.1 c) Re-election of Mr. Anders Hedberg as member of the Board of Directors			
4.1 d) Re-election of Mr. Mats Olsson as member of the Board of Directors			
4.2 Re-election of Mr. Sven Torsten Stork as chairman of the Board of Directors			
4.3 a) Re-election of Mr. Sven Torsten Stork as member of the Compensation Committee			
4.3 b) Re-election of Mr. Erik Martin Nordin as member of the Compensation Committee			
4.4 Election of Dr. iur. Philippe Meyer and Mr. Lars Sandberg as Independent Proxys			
4.5 Re-election of Ernst & Young AG, Zürich, as auditors of the Company			
5.1 Approval of the total fixed compensation to the Board of Directors for the financial year 2016			
5.2 Approval of the total fixed compensation to the Senior Executives for the financial year 2016			
5.3 Approval of the total variable compensation to the Senior Executives for the financial year 2014			

3. General instructions regarding agenda items and/or proposals to the General Meeting of Shareholders which have not been announced in advance

In the event that the General Meeting of Shareholders votes on agenda items and / or proposals to the General Meeting of Shareholders which have not been announced, the Independent Proxy shall vote as follows:

- vote in favor of the proposals of the board of directors
- vote against the proposals of the board of directors
- abstain from voting.

Place, date

Signature

Please send **the complete and signed instruction form along with the Company's notification** in advance by e-mail to lars.sandberg@skarplaw.se and the original to the following address:

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attn. Lars Sandberg
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