



Instructions to the Independent Proxy for the ordinary General Meeting of Shareholders of Fenix Outdoor International AG, Maj 7 2020, 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 or abstention	Yes	No	Abstention
1 Approval of the Annual Report 2019 and taking note of the audit report			
2 Appropriation of the balance sheet profit 2019			
3 Discharge of the Members of the Board of Directors and the Senior Executives			
4. Elections			
4.1 Members of the Board of Directors			
Re-election of;			
a) Mr. Ulf Gustafsson as member of the Board of Directors			
b) Mr. Mats Olsson as member of the Board of Directors			
c) Mr. Hans Sebastian von Wallwitz as member of the Board of Directors			
d) Mrs. Gitte Susanne Dalsgaard Nordin as member of the Board of Directors			
e) Mr. Rolf Schmid as member of the Board of Directors			
4.2 Re-election of Mr. Martin Nordin as chairman of the Board of Directors			
4.3 a) Re-election of Mr. Ulf Gustafsson as member of the Compensation Committee			
4.3 b) Re-election of Mrs Gitte Susanne Dalsgaard Nordin as member of the Compensation Committee			
4.4 Election of Dr. jur. Philippe Meyer and Mr. Lars Sandberg as Independent Proxies			
4.5 Re-election of Ernst & Young Ltd, Zürich, as auditors of the Company			
5.1 Approval of the total compensation to the Board of Directors for the financial year 2021			
5.2 Approval of the total fixed compensation to the Senior Executives for the financial year 2021			
5.3 Approval of the total variable compensation to the Senior Executives for the financial year 2019			

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



4. Questions to the Board of Fenix Outdoor International AG

Please add any question you want to ask to the Board. The answer will be distributed back by mail after the General meeting of shareholders is closed. We also refer to the press release distributed directly after the meeting, where all central decisions taken will be stated. The press release will be available at www.fenixoutdoor.se.

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Place and date

Signature

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

**Skarp Advokatbyrå AB
Attn. Lars Sandberg
Grev Turegatan 35
SE-114 38 Stockholm
Sweden**