

## Instructions to the Independent Proxy for the extraordinary General Meeting of Shareholders of Fenix Outdoor International AG 4 May 2015 in Zug (Switzerland)

### **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 extraordinary 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 extraordinary 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
<b>1 Cancellation of the existing and creation of a new authorized share capital</b>			
<b>2 Transfer of the registered office</b>			
<b>3 Amendment of the articles of incorporation</b>			

**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 [pmh@pmhpartners.com](mailto:pmh@pmhpartners.com) and the original to the following address:

**RA Philipp Meyer  
Talstrasse 20  
8001 Zürich  
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