



## Resolutions at RevolutionRace's Annual General Meeting 2024

**At the Annual General Meeting (the "AGM") of RVRC Holding AB (publ) on 19 November 2024, the following was resolved.**

### **Adoption of the income statement and the balance sheet**

The AGM adopted the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet for the financial year 2023/24.

### **Dividend**

In accordance with the proposal by the Board of Directors, the AGM resolved on a dividend of SEK 1.20 per share. 21 November 2024 was determined as record date for the dividend. The dividend is expected to be distributed by Euroclear Sweden AB starting 26 November 2024.

### **Discharge from liability**

The Board members and the CEO were discharged from liability for their administration of the company for the financial year 2023/24.

### **Election of Board of Directors**

Sara Diez Jauregui, Cecilie Elde, Andreas Källström Säfweräng, Alexander Martensen-Larsen, Birgitta Stymne Göransson and David Thörewik were re-elected as members of the Board. Alexander Martensen-Larsen was re-elected as Chairperson of the Board.

### **Board remuneration**

The AGM resolved that Board fees, excluding remuneration for Committee work, shall be paid with SEK 680,000 (550,000) to the Chairperson and SEK 320,000 (260,000) to each of the other Board members elected by the General Meeting. In addition, the AGM resolved that work in the Audit Committee shall be compensated with SEK 125,000 (110,000) to the Chairperson and SEK 70,000 (60,000) to each of the other members. It was further resolved that work in the Remuneration Committee shall be compensated with SEK 75,000 (70,000) to the Chairperson and SEK 45,000 (40,000) to each of the other members.

The AGM further resolved that in addition to the approved fees, for each physical meeting of the Board held in Sweden, a meeting fee of EUR 2,000 shall be paid to each Board member that resides in Europe but outside the Nordics.

### **Election of auditor**

Ernst & Young AB was re-elected as auditor of the company until the next Annual General Meeting. Ernst & Young AB has informed the company that the authorised public accountant Andreas Mast will continue to be auditor in charge. It was resolved that auditor fees shall be paid in accordance with approved invoice.



### **Nomination Committee instruction**

The AGM resolved to adopt a new instruction for the Nomination Committee, which mainly aligns with the current instruction, except that the Chairperson of the Board shall be adjunct to the Nomination Committee.

### **Remuneration report**

The AGM resolved to approve the Board of Directors' remuneration report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, regarding the financial year 2023/24.

### **Remuneration guidelines**

In accordance with the proposal of the Board of Directors, the AGM resolved to adopt new guidelines for remuneration to the company's group management. No substantive changes have been made compared to the guidelines most recently adopted by the Extraordinary General Meeting on April 15, 2021, except for certain minor editorial adjustments.

### **Authorisation for the Board of Directors to resolve on new issues**

In accordance with the proposal of the Board of Directors, the AGM resolved to authorise the Board to resolve on new issues of shares, subscription warrants and/or convertible bonds. The Board of Directors is authorised to, within the scope of the articles of association, on one or several occasions, during the period until the next AGM, resolve on new issues of shares, subscription warrants and/or convertible bonds, with or without deviation from the shareholders' preferential right. Such resolution on new share issues can be made by contribution in kind, by set-off or against cash payment. The number of shares to be issued by way of a new share issue, exercise of subscription warrants or conversion of convertible bonds may not exceed 10 per cent of the registered share capital at the time of the AGM 2024.

### **Authorisation for the Board of Directors to resolve on acquisition and transfer of own shares**

In accordance with the proposal of the Board of Directors, the AGM resolved to authorise the Board to resolve on acquisition and transfer of own shares. Acquisition may take place on Nasdaq Stockholm, on one or several occasions up to the next Annual General Meeting, of maximum as many own shares that the shares held by the company at any point in time does not exceed ten (10) percent of all shares in the company, at a price which falls within the prevailing price range registered on Nasdaq Stockholm at each point in time. During the same period, transfer may take place of maximum as many own shares that the company holds at the time of the Board of Directors' resolution, on Nasdaq Stockholm or in connection with acquisition of companies or businesses, on market terms, at a price which falls within the prevailing price range registered on Nasdaq Stockholm at each point in time. The authorisation includes the right to resolve on deviation from the shareholders' preferential right.

### **Resolution on reduction of share capital and bonus issue**

In accordance with the proposal of the Board of Directors, the AGM resolved to reduce the share capital by SEK 33,222.79 with cancellation of 3,322,279 repurchased own shares and to increase the share capital through a bonus issue of SEK 33,222.79, without the issuance of new shares.

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After the reduction of the share capital and the bonus issue have been completed, the company's share capital will amount to SEK 1,129,189.18, and the number of registered shares will be 109,596,639, each with a quota value of approximately SEK 0.010303.

**Resolution on incentive program**

In accordance with the proposal of the Board of Directors, the AGM resolved to adopt a long-term share-related incentive program (LTIP 2024/2028) for approximately 10 current and potential future senior executives and other key employees in the RevolutionRace group. The program entails that a maximum of 1,000,000 subscription warrants shall be issued, for subsequent transfer to the participants. There will be no over-subscription. Transfer of the subscription warrants is intended to be effected as soon as practicably possible after the AGM, however not later than 31 December 2024. Transfer to any additional participants may, however, take place up until and including 30 June 2025. Transfer shall be made at market value and in accordance with the principles set out in the Board of Directors' proposal. Subscription of shares by virtue of subscription warrants may be effected as from 22 November 2027–22 May 2028. The subscription price for new shares shall correspond to 125 per cent of the volume weighted average price paid for the company's share on Nasdaq Stockholm during the period of five trading days before the day the Participants in LTIP 2024/2028 acquires the warrants, however not lower than the nominal value of the share. The maximum dilution effect of the program is approximately 0.91 per cent calculated as the number of new shares in proportion to the number of existing shares after the cancellation of shares in accordance with the resolution by the AGM.

**For more information, please contact:**

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Email: [jesper.alm@revolutionrace.se](mailto:jesper.alm@revolutionrace.se)**About RevolutionRace**

RVRC Holding AB (publ) (RevolutionRace) is a fast-growing outdoor brand offering multifunctional products including clothes, shoes, backpacks, and accessories to people with an active lifestyle. RevolutionRace ambition is to create high-quality, colorful, and affordable outdoor products with an amazing design and fit at unmatched value under the tagline "Nature is our playground." The company operates with a digital D2C business model reaching customers in approximately 40 countries. The company was founded in 2013 and is listed on Nasdaq Stockholm since 2021. RevolutionRace is on a mission – to make the nature accessible for everyone!

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**Attachments**

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