



## **Resolutions at RevolutionRace's Annual General Meeting 2023**

**At the Annual General Meeting (the "AGM") of RVRC Holding AB (publ) on 21 November 2023, 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 2022/23.

### **Dividend**

In accordance with the proposal by the Board of Directors, the AGM resolved on a dividend of SEK 0.86 per share. 23 November 2023 was determined as record date for the dividend. The dividend is expected to be distributed by Euroclear Sweden AB starting 28 November 2023.

### **Discharge from liability**

The Board members and the CEO(s) were discharged from liability for their administration of the company for the financial year 2022/23.

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

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

### **Board remuneration**

The AGM resolved that Board fees, excluding remuneration for Committee work, shall be paid with SEK 550,000 (525,000) to the Chairperson and SEK 260,000 (210,000) 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 110,000 (105,000) to the Chairperson and SEK 60,000 (55,000) to each of the other members. It was further resolved that work in the Remuneration Committee shall be compensated with SEK 70,000 (65,000) to the Chairperson and SEK 40,000 (35,000) to each of the other members.

### **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.



### **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 2022/23.

### **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 2023.

### **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 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 2023/2027) for approximately 20 current and potential future senior executives and other key employees in the RevolutionRace group. The program entails that a maximum of 750,000 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 2023. Transfer to any additional participants may, however, take place up until and including 30 June 2024. 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 2 January 2027–2 July 2027. The subscription price for new shares shall correspond to 140 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 2023/2027 acquires the warrants, however not lower than the nominal value of the share. The maximum dilution effect of the program is approximately 0.66 per cent calculated as the number of new shares in proportion to the number of existing shares.



**PRESS RELEASE**

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**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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