



# Annual report FY 2024

(DUELL FINANCIAL YEAR: SEPTEMBER 2023-AUGUST 2024)





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# Duell in brief

Duell Corporation (Duell) is an import and wholesale company based in Mustasaari, Finland, established in 1983. Duell has sales offices and warehouses in Tampere, Finland, Tranås, Sweden, Veghel, the Netherlands, Le Cavalier, France, and New Milton, the United Kingdom, as well as a sales office in Kongsvinger, Norway. Duell imports, manufactures, and sells products through an extensive distribution network in Europe covering approximately 8,500 dealers. The range of products includes around 150,000 items under more than 500 brands. The assortment covers spare parts and accessories for Motorcycling, Bicycling, Snowmobiling, ATVs/UTVs, Marine and Garden/Forest categories. Duell's net sales in 2024 was EUR 125 million and the company employs over 200 people. Duell's shares (DUELL) are listed on the Nasdaq First North Growth Market Finland marketplace.

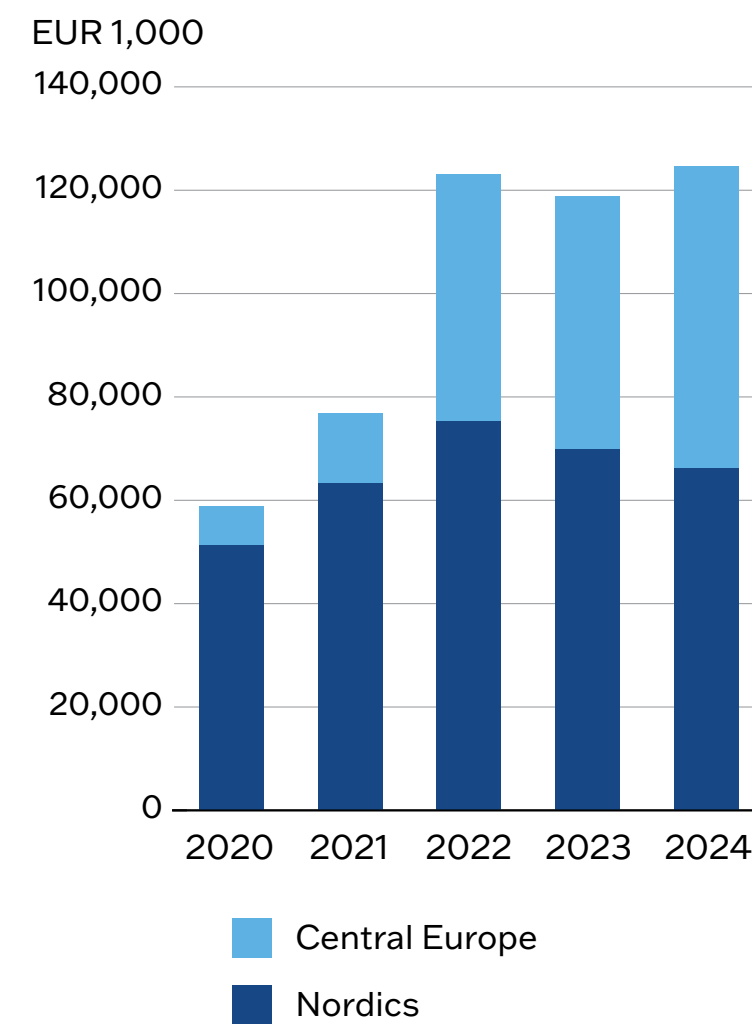
[www.duell.eu](http://www.duell.eu)





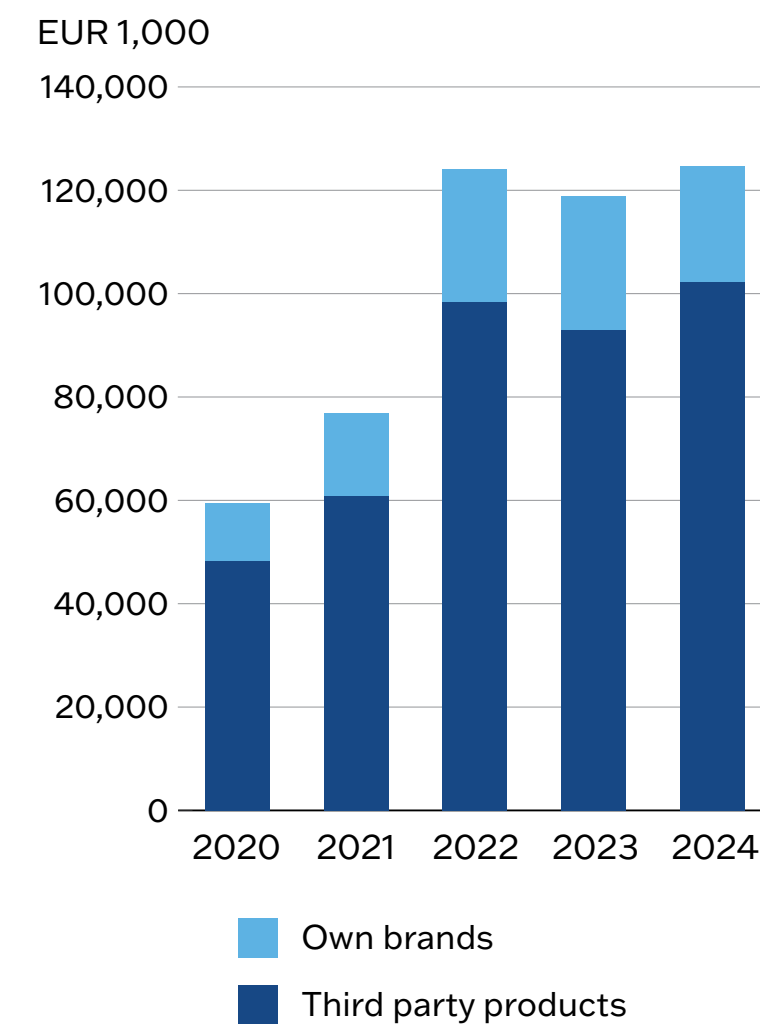
### GEOGRAPHICAL GROWTH

#### Sales by areas

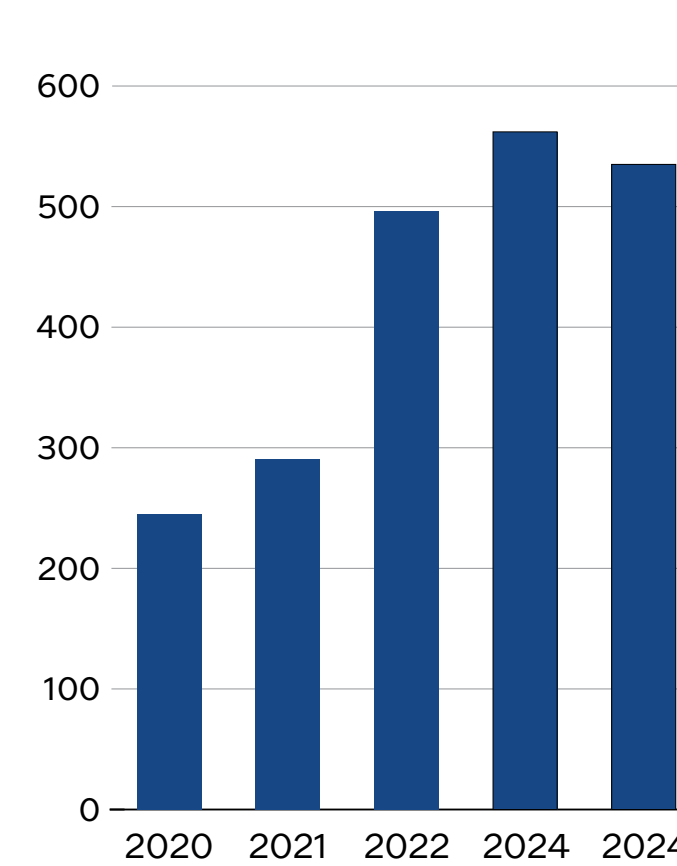


### DEVELOPMENT OF BRAND PORTFOLIO

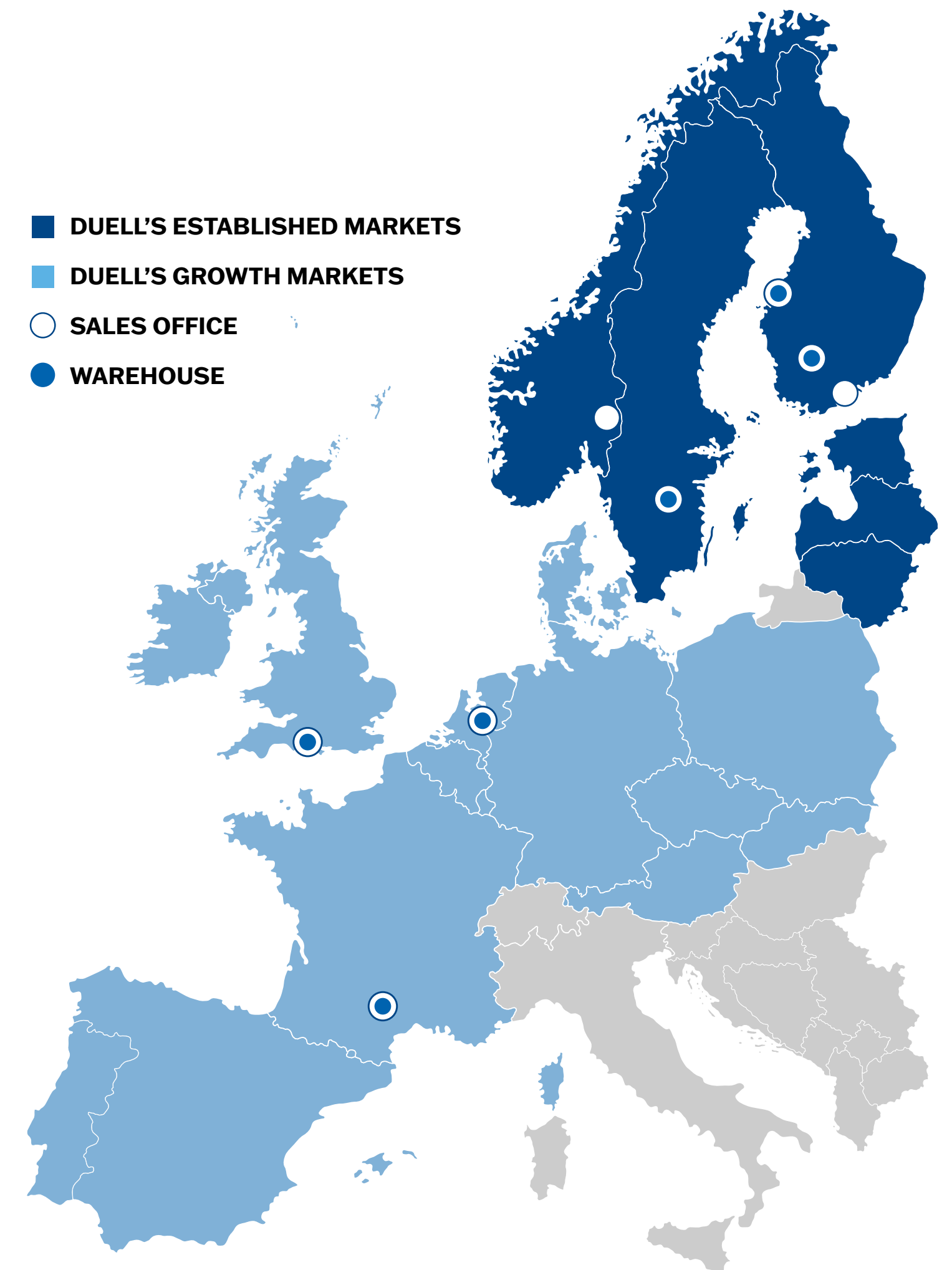
#### Sales of third party brands and own brand



#### Number of brands



- DUELL'S ESTABLISHED MARKETS
- DUELL'S GROWTH MARKETS
- SALES OFFICE
- WAREHOUSE



# 125 m€

NET SALES IN FY 2024

# +5%

NET SALES GROWTH IN FY 2024

# 5%

ADJUSTED EBITA MARGIN IN FY 2024

# 215

NUMBER OF EMPLOYEES AT THE END OF FY 2024

# Duell's vision, values and strategy

## VISION



The preferred  
wholesale partner  
for brand owners  
and dealers in  
Europe

## VALUES



Passion  
Trust  
Partnership

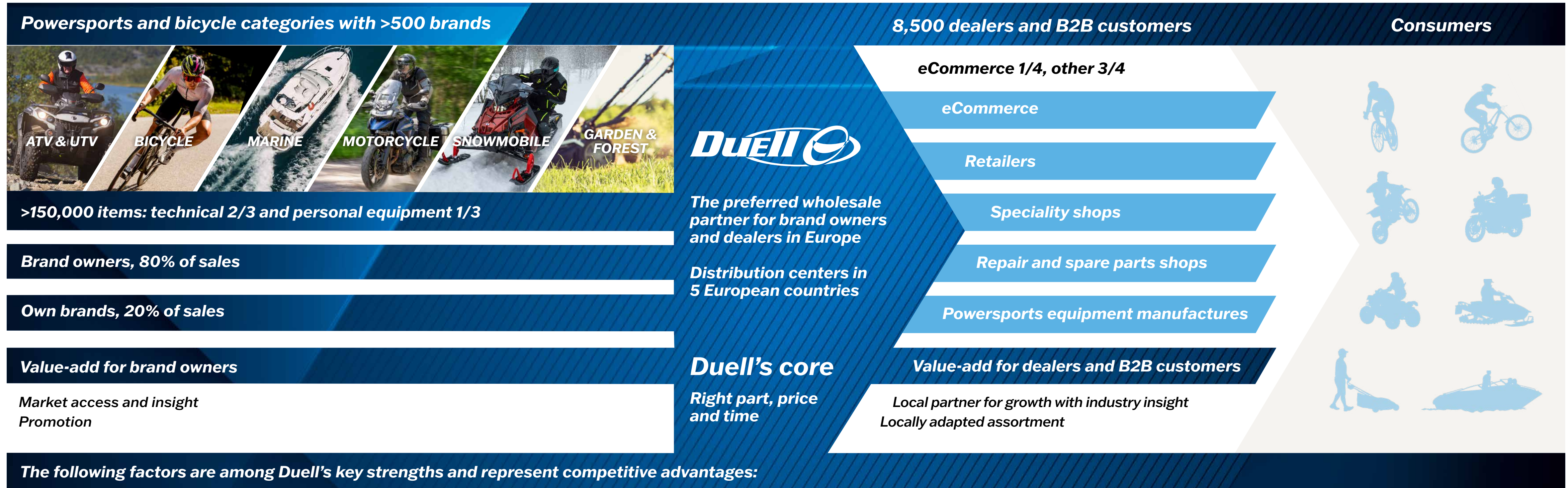
## STRATEGY



Geographical market  
expansion  
Partner for online sales  
Brand portfolio  
development



# Value chain



The following factors are among Duell's key strengths and represent competitive advantages:

- Duell is well positioned in a large and relatively stable market
- Duell is one of the leading distributors in the Nordics and the Baltics, with a growing presence in Central Europe
- The company has a broad portfolio of renowned brands

- The company represents a strong value proposition to brand owners and dealers
- Duell has a strong and stable position in key sales channels
- Duell has a skilled, experienced and passionate management team and personnel

# CEO's review

The 2024 financial year was very much about stabilisation and efficiency improvements. During the year, Duell focused on strengthening its financial position, improving profitability, optimising the brand portfolio, streamlining operations, developing key supplier relationships and investing in e-commerce capabilities.

For the 2024 financial year, net sales increased by 5% to EUR 125 million and adjusted EBITA increased by 34% to EUR 6.2 million. Our strategic focus on the central European market progressed well. As a result, we managed to grow business volumes in a still somewhat uncertain market situation. This strategic focus has served us particularly well at this moment in time where the Nordic market demand remains soft. Our largest central European operations are in France and the UK, but Benelux countries and Germany are also important regions in our growth equation.

In the Nordics, motorcycle registrations declined, which is an indicator of lower market demand for motorcycle parts and accessories. On the other hand, we had a good demand for bicycle parts and accessories in the Nordic market, where we are known for having top brands, and a well working logistics setup for customers in Finland, Sweden and Norway.

Our program focused on profitability improvements, and our application of a wide array of initiatives progressed well throughout the year, and reached the point where we could continue the activities with them embedded into operational processes. Apart from the results, I also consider this as a milestone in terms of us being able to develop our ability to identify opportunities, convert actions, and to execute decisions, into tangible results. An important capability in every high performing organisation, I believe.

In June 2024, a new operating model was introduced. The aim of this model is to improve efficiency with a clearer market focus, to drive growth and develop strategic partnerships. The new model will also enable more effective integration at Group level to accelerate organic growth. In addition, the model will provide a stronger emphasis on purchasing operations and the development of the brand portfolio.

The financial position of the company significantly improved during the year. The additional capital raised through the rights issue in January was the major step, but also the efforts made to improve profitability were important factors in our work to reach a more stable situation. We also progressed with inventory level optimisations and the inventory turnover rate is improving in the right direction. We are gradually shifting to more data driven decision-making regarding assortment and inventory levels.

Furthermore, we continued to define and develop our corporate responsibility framework to comply with the regulations imposed on listed companies to prepare the company to fulfil the CSRD reporting in 2026. We published the Group's Code of Conduct, implemented a Whistleblowing channel, and focused on defining the EU taxonomy.

Many of the above-mentioned elements will remain on our agenda in the current financial year, and I would like to thank the entire Duell organisation for their accomplishments during financial year 2023–2024. We expect the demand over the next 12 months to be slightly more favourable, but there may be variations between product categories. Despite market uncertainties, our aim is to continue improving our performance during the 2025 fiscal year.

I would like to warmly thank our employees, customers, suppliers, shareholders, and other stakeholders for 2024, and I look forward to 2025.

**Magnus Miemois**  
CEO  
Duell Corporation

“ The 2024 financial year was very much about stabilisation and efficiency improvements.”





# 2024 highlights

## June 2024

Magnus Miemois started as new CEO. In connection with organisational renewal with the aim of investing in growth, developing strategic partnerships and improving efficiency, the current CEO Jarkko Ämmälä was appointed as Commercial Director and Jukka Smolaner was appointed as Purchase Director.

Completion of Duell profitability improvement project moved to implementation phase.

## January 2024

Magnus Miemois started as COO and Deputy CEO.

A total of 1,008,000,642 Offer Shares was registered in the trade register maintained by the Finnish Patent and Registration Office.

## October 2023

Duell announced that it is considering a rights issue to strengthen its balance sheet and to ensure the further execution of its strategy. According to preliminary plans, the size of the potential offering would be up to approximately EUR 20 million.

## September 2023

Duell completed the change negotiations related to the cost savings programme started in May 2023, which was aimed to adjust operating costs to lower-than-expected demand.

## August 2024

Caj Malmsten started as new CFO.

The Board of Directors decided to start a share buy-back programme. The shares to be repurchased will be used for a new share-based incentive plan for Duell's key employees.

The Board of Directors established a share-based incentive plan, a Performance Share Plan, 2025-2029, for selected key employees. The plan consists of three performance periods, covering the financial years 2025-2027, 2026-2028 and 2027-2029 respectively.

## April 2024

CFO Riitta Niemelä left the company and interim CFO Juha Lindroos started at Duell on March 18, 2024.

## February 2024

The Board of Directors established a new share-based incentive plan, a Restricted Share Unit Plan 2024-2025, for selected key employees.

## November 2023

The Extraordinary General Meeting authorised the Board of Directors to resolve on a share issue.

**” Completion of Duell profitability improvement project moved to implementation phase.**

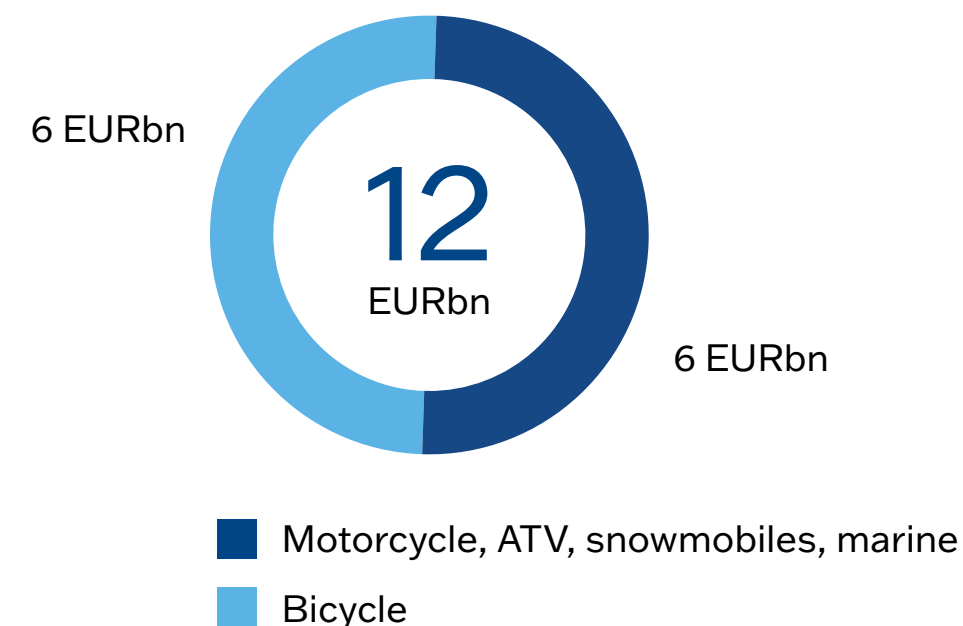




# Market development

Duell anticipates that market development for the product categories it offers will continue to be favourable in the long term, and demand for the products it offers will remain good, despite the current low end-customer demand and lower market growth. In addition, Duell believes that it has attractive potential to further grow in Europe and that online dealers are rapidly growing, thus presenting significant growth opportunities. Duell estimates that uncertainty in the market will continue.

## Duell's addressable market by segments



## Market trends and drivers

### Motorcycle fleet and rider base



Duell believes that the numbers of motorcycles and riders are useful indicators for assessing future market development. The Powersports Aftermarket has historically been resilient to economic cyclicity, and it has grown with the steadily increasing base of the registered motorcycle fleet. Duell believes that the Powersports Aftermarket is mostly affected by macroeconomic factors. While an economic downturn would likely not adversely affect demand for spare parts, which correlates to the distance driven, it is likely that motorcycle owners would postpone discretionary investments in their motorcycles, such as upgraded parts or accessories, in the event of an economic downturn. In addition, consumer purchases of clothing and other discretionary spending items generally decline during periods when disposable income is adversely affected or when there is economic uncertainty.

### Structural Online Migration



Duell believes that its main addressable market is currently undergoing a gradual shift from traditional bricks-and-mortar shopping to online shopping, with consumers transitioning towards online channels for powersports and bicycle spare parts and personal equipment product purchases. Duell expects that the online market for motorcycle spare parts and personal equipment in Europe will grow in the coming years, while the traditional offline market for motorcycle spare parts and personal equipment in Europe will decline. Duell believes that the increase in online penetration is partly driven by the market being well suited for online shopping.

### Electrification



Duell believes that environmental pressures and product innovation are driving an increase in the availability of electric powersports vehicles. The electrification of bicycles is becoming more widespread, for example in cities where electric bikes are increasingly used for commuting, and various countries are also trying to support this shift through various forms of subsidies and infrastructure development. Increasing interest in the electric vehicle ("EV") market is currently due to the low noise levels and zero emissions that EVs offer, improving usability in urban areas. Furthermore, tightening emissions regulations are expected to push electrification across mobility segments. Despite this, Duell believes that the shift to fleet electrification is likely to be slow, as powersports vehicle usage is highly emotional, and users seek excitement – an area where electrification has limitations due to reduced noise and tuning options. Powersports vehicles also pollute less compared to other means of transport, such as cars, and therefore face less pressure from regulations. In the long run, Duell believes that electrification is likely to shift demand for spare parts from products needed for petrol powered motorcycles, such as engine parts and oils, to batteries and charging cords needed for electric motorcycles.

# Outlook, growth strategy and financial targets

## Outlook for FY 2025

Markets have somewhat stabilised, but consumer sentiment remains fragile due to uncertainties. Duell expects the demand over the next 12 months to be slightly better than the comparison period, but there may be variations between product categories.

The industry in which Duell operates remains relatively fragmented, which provides long-term opportunities and favours the larger players, of which Duell is one. Therefore, our guidance for financial year 9/2024–8/2025 is, that:

- Duell expects that organic net sales with comparable currencies will be at the same level or higher than the previous year.
- Duell will continue to focus on improving profitability and expects adjusted EBITA to improve from the last year's level.

## Growth strategy

### Organic growth and M&A's in new geographical markets

- Duell will gain market share by attracting new customers and increasing market share.
- Duell will expand into new markets and new product categories. Duell will increase country-specific product ranges.
- For larger acquisitions, Duell may consider a combination of debt and equity financing.

### Partner for online business

- Duell aims to be a trusted partner for online retailers in the growing business-to-consumer online market, by offering fast and accurate order processing, a one-stop-shop approach to product sourcing, product information on over 150,000 inventory items, dynamic and flexible delivery, pick-up points and direct delivery availability.
- Duell also offers business-to-business e-commerce and system integrations that enable cross-docking, direct delivery, automated processes and ordering, and real-time visibility of inventory levels.
- Duell also aims to support traditional, offline customers in their transition to online commerce. The company also supports traditional offline retailers by providing local services and market expertise in the local language.

### Brand portfolio development

- Duell will focus on optimising its brand portfolio with the target of offering products that meet the needs and demands of different markets.
- Duell's aim is to have the top brands and its own brands in its portfolio.
- Duell is also considering acquiring its own brands, whereby Duell would own the intellectual property rights for the product design.

## Medium-term Financial targets

The following financial targets in the medium term (from 3–5 years) have been adopted by the Board of Directors of the Company:

**Growth:** net sales in the range of EUR 200–300 million in the medium term, achieved through yearly growth, organically and inorganically.

**Profitability:** adjusted EBITA margin of at least 13% in the medium term.

**Leverage:** net debt to adjusted EBITDA ratio in the range of 2–3. Leverage may temporarily exceed the target range (for example, in conjunction with acquisitions).

**Dividend policy:** annually growing dividend, which is on an annual basis at least 30% of reported net profit.



# Customers, categories & brands 2024

## CUSTOMERS

Duell's customers consist of retailers, speciality shops focusing on certain categories, repair and spare parts shops, powersports equipment manufacturers and online dealers. The share of online sales is approximately 25%, with other customers representing around 75% of Duell's net sales. Through Duell, the brand owners reach approximately 8,500 dealers of which around 4,500 are in the Nordics and 4,000 are in Central and Southern Europe. During 2024, retailers continued to keep low stock levels.

## CATEGORIES

Duell offers a broad assortment of spare parts and accessories across all its sales channels in the following categories: Motorcycling, Bicycling, Snowmobiling, ATVs/UTVs, Marine and Garden/Forest. Motorcycling is the biggest category for Duell. In 2024, Duell renewed its category strategy to

optimise and increase assortment synergies as part of profitability improvement project.

## BRANDS

Duell's goal is to distribute the world's best-known, and high-quality powersport brands at different price points, at competitive prices and in a timely manner. Duell's brand portfolio offering represents more than 500 brands, including both third-party and own brands, consisting of approximately 150,000 SKUs to dealers enabling a one-stop-shop approach. In 2024, Duell focused on intensifying its cooperation with key suppliers.

The brand portfolio has expanded significantly through acquisitions, and Duell intends to manage and optimise its brand portfolio. Duell offers a range of powersport, technical and spare parts and personal equipment brands, including brands classified by Duell as top brands, such as Airoh, Akrapovic, Castrol, Alpinestars, Cardo, Continental, Dunlop,

HJC, Michelin, Pirelli, Rukka, Schuberth, Scorpio and Sena. In addition to these premium brands, Duell offers a wide range of products from approximately 600 suppliers to accommodate the demand for more affordable products. Two of the most important new brands in the company's portfolio for the 2024 financial year were Alpinestars' bicycle garments and Sena's communication devices for motorcycling.

In addition to the distribution of third-party brands, Duell's offering includes approximately 20 own brands, including in-house and private label brands. Products are produced directly from manufacturers and sold under Duell's own branding to complement the offering. For the financial year 2024, 18% (22% in 2023) of net sales was generated by Duell's own brands. The decrease in the relative share of own brands in net sales compared to the previous financial year is due to the growth of business in the European region, which does not have as extensive an own brand presence in comparison to the Nordic countries.

Duell's own brands, particularly Halvarssons, Lindstrands and Amog, provide Duell with a platform to further increase its share of wallet (SOW) amongst its current customer base, in addition to being the key in entering new markets and penetrating new customer segments inside home markets. This is implemented by introducing products that are currently not present in the market or are currently covered by other brands to which other distributors hold exclusive rights.

Duell's offering also includes other own brands, including Black Island, Snowpeople, SnoX, SeaX and TecX, which provide an attractive quality-to-price ratio also enabling new market entries and new customer segment penetration. Duell's own branded products generally have higher margins than third-party branded products due to large order volumes and direct purchasing from the manufacturer, among other variables.

8,500

ACTIVE DEALERS

4,500

DEALERS IN NORDICS

4,000

DEALERS IN CENTRAL EUROPE

>500

HIGH QUALITY BRANDS

>20

HIGH QUALITY HOUSE BRANDS

>600

SUPPLIERS AROUND THE WORLD



# Duell's approach to M&As

Duell has defined the following criteria for potential acquisitions. The aim of acquisitions is to accelerate the company's growth and increase its presence in the European market by strengthening its brand portfolio and expanding its customer base.

Potential acquisitions criteria:

- Support and fit the strategy
- Accelerating growth
- Enter a new country or category
- Aim for top 3 position
- Large and stable customer base
- Strong positions in selected categories
- Cross-selling opportunity
- Adds key brands to portfolio
- Fair valuation

Duell did not make any acquisitions during the 2024 financial year. Duell made five acquisitions during 2021–2023, as part of its geographical expansion and brand portfolio development:

- Dutch distributor IGM Trading B.V. and the associated German Grand Canyon Bikewear GmbH – June 2021
- French Tecno Globe SAS – August 2021
- Dutch Techno Motor Veghel BV – February 2022
- Finnish PowerFactory Nordic Oy Ab – May 2022
- British Tran-Am Ltd – February 2023

**“ The aim of acquisitions is to accelerate the company's growth and increase its presence in the European market by strengthening its brand portfolio and expanding its customer base.**





# Geographical growth, partner for online business, brand portfolio development and profitability improvement

Duell's key strategic objectives are to become the best partner for dealers and brand owners throughout Europe, and to strengthen its leading market position in the Nordics. In addition to promoting efficiency measures and improving profitability, Duell's key strategic priorities in achieving its objectives are as follows:

## GEOGRAPHICAL MARKET EXPANSION

Geographical market expansion includes both organic and M&A expansion into new and current geographic markets. Duell's expansion strategy is divided into four categories based on its market position and growth ambitions in the respective market. The four categories of markets are: countries of high market share; countries of lower market share; early-stage markets, and new-entry markets with no market presence to date.

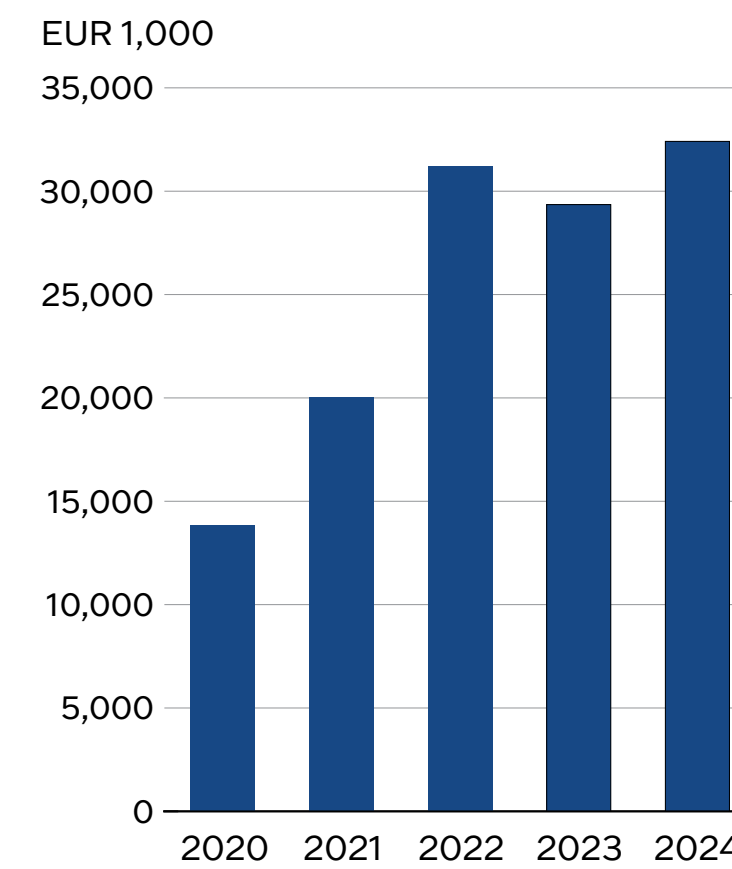
In countries of high market share, including Finland, Sweden and the Baltics, Duell aims to increase the share of wallet (SOW) of its existing customers by facilitating good relationships with its customers and suppliers, optimising order delivery and offering a wide supply of brands and products.

In countries of lower market share, such as the Netherlands, Belgium, France, Norway and the United Kingdom, Duell already has a strong customer base and there is potential to capture market share by attracting new customers. In addition to acquiring new customers, Duell plans to strengthen its relationships with existing customers and grow its SOW by cross-sales, for example, by adding existing own brands and product categories to its country-specific product offerings. Acquisitions are also an option to expand category and product offering.

In early-stage markets that include Germany, Denmark, the Czech Republic, Slovakia, Austria, Poland, Spain and Portugal, Duell's strategic focus is in acquiring new customers. Although growth in such markets is mainly sought by way of organic growth, certain early-stage markets may have strong local competitors. Consequently, the presence in early-stage markets may be strengthened by possible acquisitions.

In new-entry markets in which Duell does not yet have a presence, where dealers' presence is low or market fragmentation is high, Duell focuses on analysing local business standards and market dynamics and eventually developing a go-to-market strategy.

## Online sales development





In 2024, Duell's net sales in the Central Europe grew by 20% according to growth strategy. The Nordics accounted for 53% (59% in 2023) of net sales and 47% (41% in 2023) for the Central Europe.

### **PARTNER FOR ONLINE BUSINESS**

The market is currently undergoing a gradual shift from traditional bricks-and-mortar shopping to online shopping, with consumers transitioning towards online channels for powersports personal equipment and spare parts product purchases.

As online dealers, to some extent, have different requirements compared to traditional offline dealers, distributors like Duell have adapted their operations to meet customers' needs, and Duell offers its products across all sales channels. While Duell believes that traditional offline dealers currently provide a stable base for sales, online dealers present significant growth opportunities to be leveraged in the future.

Duell believes that it is a trustworthy partner for online dealers in the growing online business-to-consumer (B2C) market as it can provide fast and accurate order processing, a one-stop-shop approach in product sourcing, and extensive information available of Duell's product assortment. Duell also provides B2B online stores and system integrations that enable cross-docking, drop-shipping, automated processes and orders, as well as the ability to check stock availability in real-time.

In 2024, Duell's main investments were related to the development of a new e-commerce platform, including the technical development of a scalable and customer-friendly e-commerce (B2B shop) and PIM (Product Information Management). The development will continue during financial year 2025.

### **BRAND PORTFOLIO DEVELOPMENT**

Duell has a brand portfolio of more than 500 brands. Duell's brand portfolio has been expanded through acquisitions and Duell has simultaneously made strategic decisions to include recognised top brands in its brand portfolio. Duell continuously develops its brand portfolio to meet the needs of, and demand in different markets. Going forward, Duell plans to continue to focus on optimising its product portfolio.

The objective is to continue to attract top brand suppliers by offering a strong value proposition. Duell can offer brand owners a reach of approximately 8,500 dealers in addition to providing extensive stock-keeping possibilities and strong support systems throughout the value chain. Duell also offers other brands in addition to top brands by complementing the offering and expanding the portfolio at various price points. Duell will also consider selectively acquiring own brands, of which Duell would own the intellectual property over product design. Obtaining own brands would differentiate Duell from market competitors, as no other supplier or distributor would sell those brands.

As part of Duell's profitability improvement project in 2024, the focus was on optimising the brand portfolio by cutting overlapping products and accelerating the inventory turnaround. The most important new brands for Duell in 2024 were Alpinestars' bicycle garments and Sena's motorcycle communication devices.

### **PROMOTING IMPROVED PROFITABILITY**

Duell's profitability improvement project progressed as planned during 2024, from the definition phase to the implementation phase. This key project started in 2023, covering a large part of the purchasing, logistics and sales activities that affect the customer interface and operations. The aim was to have all identified areas for improvement and enhancement defined by the end of March 2024, moving the project from planning to action and into day-to-day processes.

The project included, for example, optimising the product range by reducing overlapping products, changing freight conditions, defining new rules to customer discounts to achieve the correct and optimised levels of profitability. One key objective is to reduce inventory levels, which will have a direct impact on inventory rents and capital requirements, and thus lower interest rates to be able to free up capital. All measures provide better purchasing and payment terms in the longer term.

**“ Duell's key strategic target is to become the best partner for dealers and brand owners throughout Europe.**

# ***Duell as an investment case***

**1** ***Well positioned to grow organically and through M&A***

**2** ***A market leading position in the Nordics with growing presence in Central Europe***

**3** ***A large brand portfolio with third party and own brands***

**4** ***Strong value proposition to brands and dealers***

**5** ***A strong and stable position in key sales channels***

**6** ***Control over critical parts of the value chain***

**7** ***A track record of organic growth, M&A, and profitability***

**8** ***Skilled, experienced, and passionate management***

# Competition

Duell operates on the European Powersports Aftermarket within motorcycle, ATV/UTV, snowmobile and marine market segments. In addition, the company operates in Europe within the bicycle and forest/garden market segment.

In Duell's view, the European Powersports Aftermarket is defined by certain characteristics, such as relatively high barriers to entry and a high degree of fragmentation. Duell's competitors include major international distributors, large regional distributors and small local distributors. Duell believes that the role of large distributors will increase in the coming years mainly due to the scale benefits that they offer to both brands and dealers. In Duell's view, its main addressable market has relatively high barriers to entry.

In particular, larger companies with extensive brand and dealer networks benefit from certain competitive advantages that are not easily replicated by new entrants into the market. These advantages include scale advantages in procurement, local knowledge, the ability to carry large inventories, increased negotiation and bargaining power, economies of scale, own brand and/or private label opportunities, more competitive pricing and the possibility to negotiate exclusivity deals with brands in certain markets. The European Powersports and Bicycle Aftermarkets are highly fragmented, and comprise, according to Duell's estimates, seven large international distributors and a long tail of local smaller competitors.

## Duell competitors fall into the following three categories:

- 1 Duell belongs to the **MAJOR INTERNATIONAL DISTRIBUTORS**, of which there are only a handful in Europe. These companies typically have a strong market share in certain geographic areas, but are simultaneously expanding into new markets and scaling up their distribution networks.
- 2 **LARGE REGIONAL DISTRIBUTORS** have concentrated on a few selected markets where they have achieved a significant position.
- 3 **SMALL LOCAL DISTRIBUTORS** include competitors with a significant foothold in one country or part of a country. They often have a smaller range of brands.







# Introduction to Duell's sustainability approach

In its decision making, corporate governance and sustainability practices, Duell complies with applicable Finnish legislation and its articles of association. Duell follows the Nasdaq First North Growth Market Rulebook.

Duell is not obliged to comply with the Finnish Corporate Governance Code 2020, issued by the Finnish Securities Market Association ("Corporate Governance Code"). However, Duell aims to align its corporate governance practices in-line with the Corporate Governance Code, excluding the reporting obligations included therein.

Duell also aims to develop its Environment, Social and Governance -related targets, measures, policies, and reporting in-line with the expected EU legislation. The development work has continued in 2024.

With reference to the Agenda 2030 for sustainable development, responsibility is an important part of Duell's company values and operations. Duell's sustainability is based on the United Nations Agenda for Sustainable Development (Agenda 2030), from

which the most important areas have been selected for operations and partners. Duell is committed to respecting human rights and to ensuring that human rights are respected throughout operations. The operations are conducted in an honest and ethical manner, and any form of bribery or corruption is not accepted in own operations or in partners operations. In the summer of 2024, the Board approved the company-level Code of Conduct (CoC), which was published. Further implementation of the Code continues with an online training session on the Code of Conduct which will be held in autumn 2024. Additionally, the Supplier Code of Conduct (SCoC) will be the next step to be implemented during the 2025 financial year.

The United Nations Program of Action for Sustainable Development includes 17 global goals that countries should achieve together by 2030. Agenda 2030 aims to eradicate extreme poverty and enhance sustainable development, with consideration to the environment, the economy, and people on an equal footing. The underlying principle of the program is that no-one is left behind in development.



**Materiality assessment**

In 2023, Duell started the development of its sustainability program. Duell initiated a comprehensive inquiry involving key stakeholders to identify and prioritise critical aspects of Duell’s operations for each stakeholder group. The survey targeted the most essential stakeholders and received responses from 24 participants.

Collaborating with the Board of Directors, the Management Team assessed the themes identified in the survey, aligning them with the company’s strategy and evaluating their business impact. This process led to the identification of six themes (responsible assortment, emission minimisation, employee well-being and safety, trust-based corporate culture and leadership, good governance and responsible partnerships) and 19 different sub-topics. During the 2025 financial year, Duell will continue to refine the double materiality analysis to assess the impact and likelihood of impact, and to identify mitigating actions for these material issues to fulfil the CSRD requirements.

**ENVIRONMENT**

**Logistics**


Logistics are essential to Duell’s business and Duell can deliver more than 95% of its products within 24 hours to customers in those countries where Duell has logistics centres. Duell is committed to offering its customers the right product at the right time and to the right place. Duell uses external logistics service providers to execute its deliveries to its customers.

Duell has co-operated with an external partner during the 2024 financial year, and collected outbound logistics statistics from Duell’s logistics centres and from logistics companies, to enhance the company’s emissions reporting.

Duell’s logistics model aims to reduce the environmental impact of the sector by decreasing individual shipments to dealers by combining shipments of products from several brands. According to Duell’s estimates, by combining the shipments of several brands, it can decrease the number of shipments by 10–15% compared to direct sales from brands. In addition, Duell has a localised warehouse strategy that enables shorter delivery distances and Duell estimates, that during the past years it has increased the number of package sizes it offers by over 50%, which has led to a reduction in Duell’s use of packaging materials.

**MATERIAL TOPICS FOR DUELL**

**PRODUCTS**



**THEMES**

**Sustainable offering**

- Offering and expanding an ecological portfolio
- Product safety, quality and compliance

**Emission minimisation**

- Emissions from own production and energy efficiency
- Emissions and efficiency of logistics

**PEOPLE**



**THEMES**

**Employee well-being and safety**

- Well-being of in-house personnel
- Well-being at work and occupational safety in in-house production chain
- Occupational safety in logistics

**Trust-based corporate culture**

- Engagement of the personnel
- Non-discrimination and equal treatment

**WAY OF WORKING**



**THEMES**

**Good governance**

- Anti-corruption and anti-bribery
- Transparency of governance

**Responsible partnerships and management**

- Respecting human rights and the environment in the supply chain
- Duell is a fair and responsible partner for its customers, partners and employees.

**Deliveries**

Duell has prepared the implementation of a new Warehouse Management System (“WMS”) that is expected to further improve the efficiency of Duell’s warehouse management, speed up the delivery process, and strengthen Duell’s scalable operations.

The new system, introduced in Finland in late 2022, has enhanced performance in warehouse operations since its implementation. In the Netherlands, the WMS system is in use, and in France the implementation was realised in the autumn of 2023.



Optimisation supports sustainable development. For example, post-deliveries are combined and sent with daily orders. The aim is to combine intercontinental deliveries and always deliver full containers. The warehouses are local and distributed close to the customer. The optimisation and purchasing system helps to act more responsibly in terms of orders and product deliveries, as well as warehousing by optimising the quantity and storage of products in the right place and at the right time. Extra travel is avoided and the remote meeting policy is enabled.

Duell offers the dealers a dropship solution, which means that products are delivered directly to the end customers. This allows us to avoid unnecessary packaging and transportation.

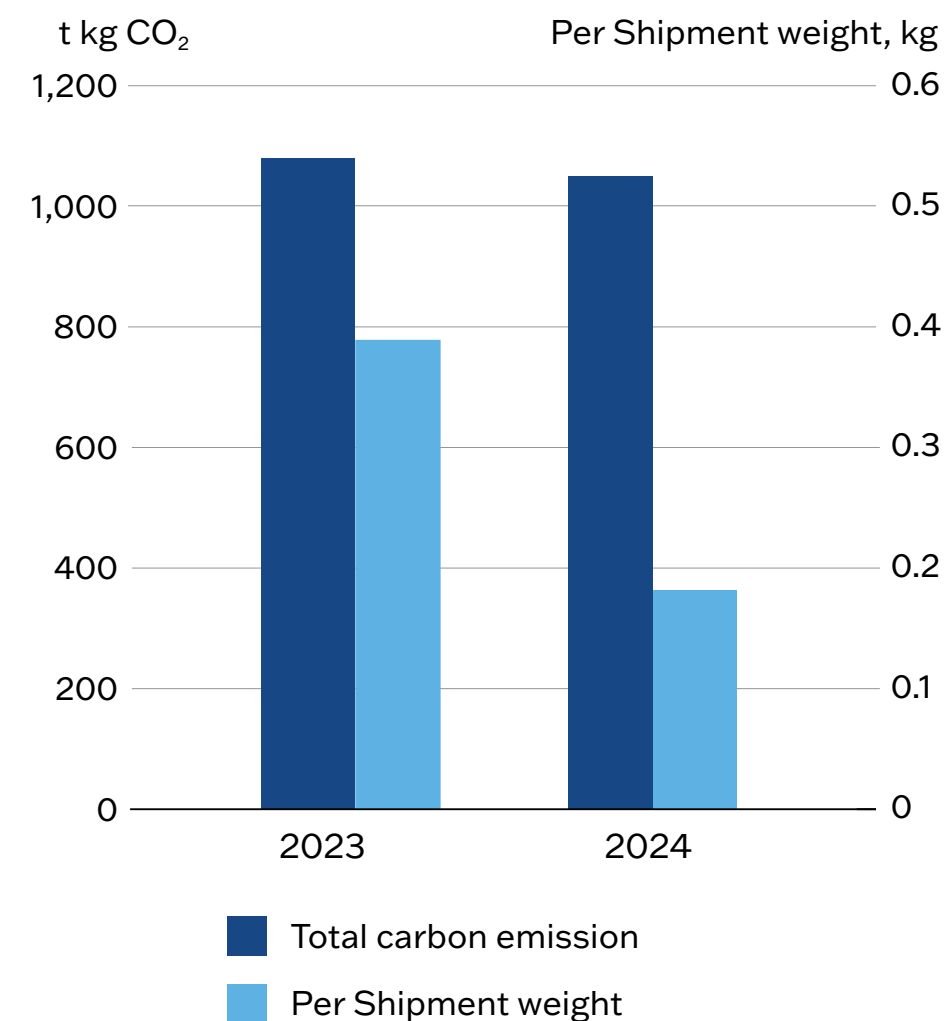
Duell focuses on sustainability when it comes to packaging so that boxes and packages are the ideal size, with only necessary amount of packaging material are used. Plastic is also minimised in packing lines. Boxes and packaging materials are re-used whenever possible.

**Energy**

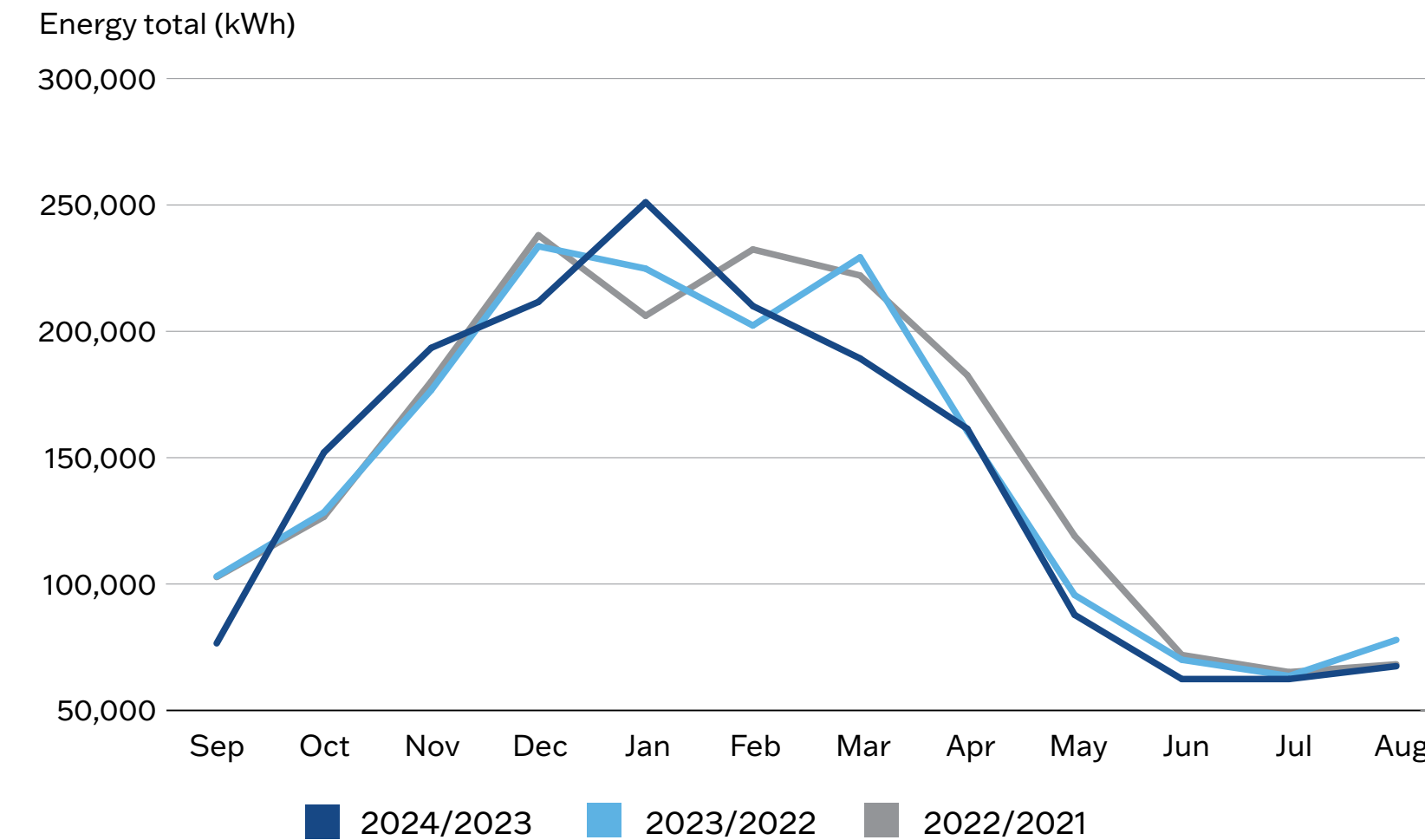
Regarding energy consumption in Finland and Sweden, Duell prefers to use renewable energy. The new warehouse in France uses only solar panels for energy production, but the office has no renewable energy in use. In Mustasaari, Finland, the local energy company provider uses 100% renewable energy and certification has been provided to guarantee the energy source. The origin is Europe-based, and its sources include hydro, wind, solar, bio and geothermal energy. Also, in Tranås, Sweden, the local energy

company provider uses 100% renewable energy from hydro, wind, biofuel, and solar as sources. Duell will work further for other company locations to increase the preferred the use of renewable energy. Duell will emphasise its preference among all its Group companies to use renewable energy.

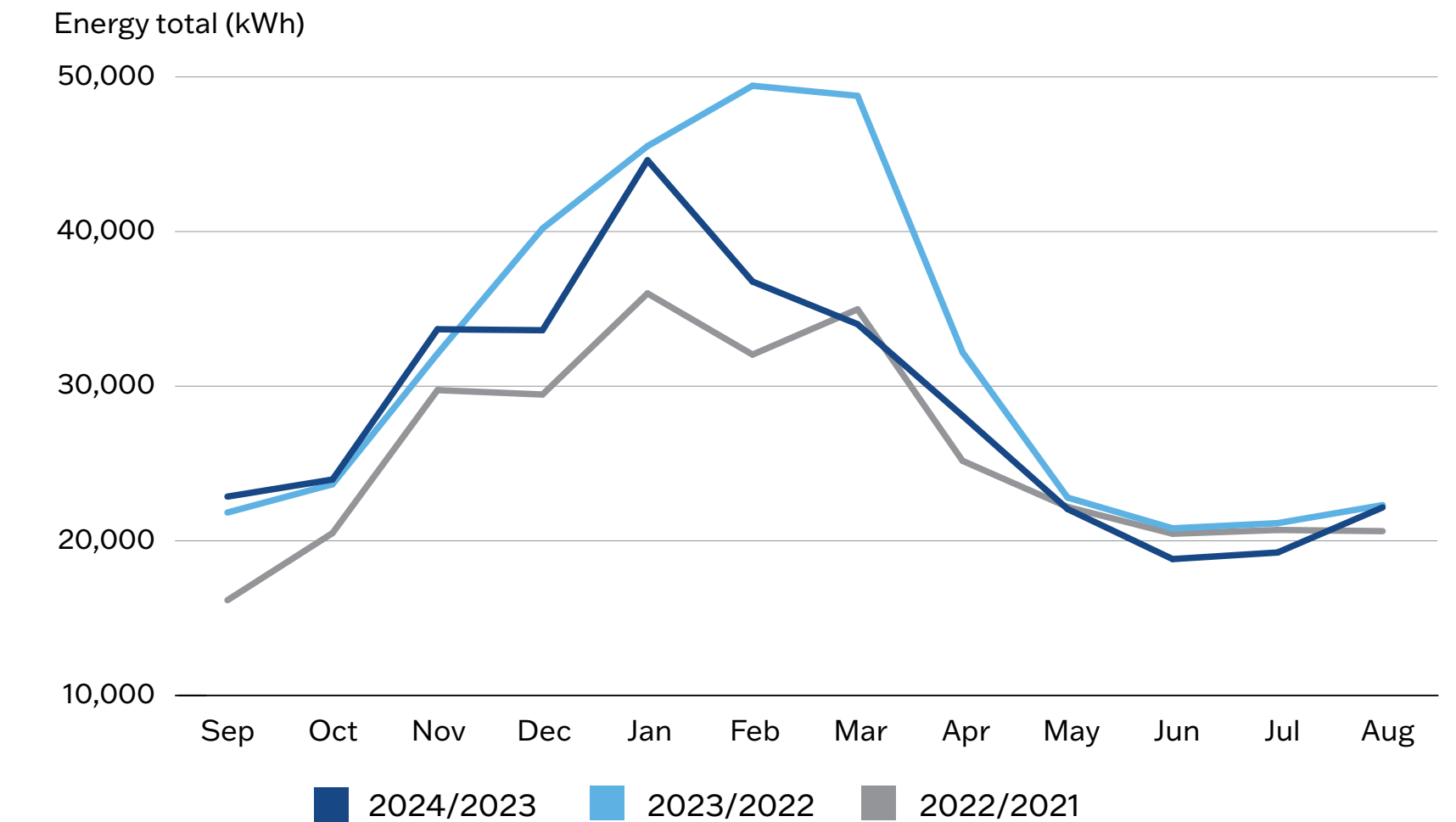
**Total carbon emissions given by carrier**



**Energy consumption – Finland (Mustasaari & Kivihaka) and Sweden (Tranås)**



**Energy consumption – Europe (UK, Netherlands and France)**





## SOCIAL

The company's Organisation and Personnel are Duell's most important assets. Duell wants to take care of the health and well-being of the employees and guarantee a safe working environment for all. The stable foundation and long history of the company enables long-term working relationships. Duell actively offers both positive opportunities and diverse benefits for the development of staff. Comprehensive occupational health services (in Finland), a competitive bonus system, and an exercise benefit are valued in the work community.

Duell's objective is to maintain an open and positive work culture, where the employee is valued and listened to. Equality means equal treatment and opportunities regardless of gender, background, or any other non-professional reason. The company adheres to equality in the work community and wants to promote equality at the societal level as well. Duell has information sharing sessions for all employees, utilising collaboration tools. During the sessions, company management shares information regarding important topics, for example business development, and gives updates on key projects and personnel-related topics, followed by a questions and answers section.

### Who are our employees?

On 31 August 2023, Duell had a total of 215 (212) employees, of which 146 (142) employees were based in the Nordics and 69 (70) employees were based in Central Europe.

The Group's personnel primarily work under permanent employment contracts. Additionally, Duell has seasonal workforce in logistics during the summer high season to cover for the ordinary staff during vacation periods. The company also provides traineeships to students.

In recent years, Duell's number of employees has grown steadily. Duell had an average of 215 (218) full-time employees for the financial year 2024.

### People and Remuneration Committee

The mission of Duell's People and Remuneration Committee is to facilitate and ensure the success of the company in the areas of remuneration, personnel, and corporate culture, while providing support to the Board in addressing these key themes. The committee is tasked with evaluating, monitoring, and guiding the development of people and remuneration issues critical for the execution of the company's strategy. During the 2024 financial year, Duell introduced a long-term incentive plan for new management and key personnel. With one exception, the People and Remuneration Committee implemented the remuneration policy within the same period.





Remuneration supports Duell in achieving strategic growth targets, profitability, and increased shareholder value in the long-term. It is aligned with business results and enables Duell to attract and retain competent management and Board members. The level and development of the remuneration is based on Duell's success, overall economic development, and remuneration practices in the industry.

In November 2023, Duell conducted a job satisfaction survey, with a 67% response rate from employees across the Group. The overall average score was 73/100, a decrease from the previous year's 78/100. Similarly, the Employee Net Promoter Score (eNPS) dropped to -1, compared to 18 in the prior year. This decline reflects the challenges Duell has faced in recent years due to market uncertainty, which has required operational adjustments, including workload changes during the 2023 financial year.

The survey results, alongside open-ended responses, suggest that this uncertainty has impacted employee well-being. In response, the company initiated a reform of internal communication strategy, placing a stronger emphasis on quarterly meetings for all employees. The aim is to better communicate strategic goals, align them with business projects, recognise achievements, and foster a unified Duell culture across borders. The company is pleased with the positive feedback received from employees following these changes.

**Statistics of Duell's personnel**

Gender division, %	Female	Male
Duell employees	26%	76%
Management Team (7)	29%	71%
Board of Directors (4)	50%	50%

Other personnel key indicators	2024	2023
Turnover rates of Duell's personnel	12%	17%
Sick leaves, days	9	7
Training, average per employee, EUR	75	19

**Anti-corruption**

In December 2023, Duell implemented a whistleblowing channel in compliance with the EU directive, providing a safe, secure, and confidential means for employees to report any violations of laws or company policies. The channel allows employees to report any form of misconduct anonymously, whether related to legal matters, corruption, money laundering, trade sanctions, product safety, transport safety, environmental protection, or the health and safety of employees.





Duell's whistleblowing policy supports the company's stakeholders, including employees, customers, suppliers, and partners, by ensuring high standards of corporate governance and maintaining public and customer trust. The policy is part of the onboarding process and is mandatory for all new employees, with full documentation available through Duell's intranet.

Reports submitted through the whistleblowing channel are accessible only to pre-selected members of Duell's Board of Directors and Management Team. These individuals are legally obligated to review the reports, assess necessary actions, and implement corrective measures both internally and with the relevant authorities when required.

## GOVERNANCE

### Value Chain

As a distributor, Duell operates between brand owners and dealers by sourcing from brand owners' collections and distributing them to dealers that sell the products to end customers that are mostly consumers. Duell also offers products that it procures directly from manufacturers and sells these products under its own brands to complement its offering.

Duell believes that the most important way to bring value to both directions of the value chain, the brand owners and the customers, is through economies of scale and quality service to both brand owners and

customers. Economies of scale are enabled by Duell's warehousing capabilities and efficient logistics operations, which allow extensive stockkeeping for brands. This simultaneously ensures the availability of products from many brands, enabling a one-stop-shop approach towards dealers. Duell has a broad portfolio of over 500 brands and approximately 150,000 product items it can offer to its around 8,500 dealers.

Striving towards more responsible solutions, Duell actively develops customer service processes to serve customers as thoroughly and efficiently as possible. Duell's goal is to establish the longest possible relationships with both suppliers and business-to-business customers. Product safety and product information are an integral part of operations.

The product managers, employees responsible for products, are professionals in their field and always have up-to-date information regarding products and product safety. Brand owners provide product training for Duell's product managers, related to product safety and related requirements. Duell has approximately 8,500 business-to-business customers around Europe.

### Development of product portfolio

Duell promotes safer ways to ride, and the company makes sustainable choices when developing its product portfolio and offering, to be able to provide the industry with top-quality safety products. Warranty issues are carefully handled, and immediate actions are taken regarding possible product recalls.

### Purchasing and Quality Control

Duell has more than 600 suppliers that are geographically diversified around the world. Duell's own brand products are manufactured by third-party suppliers mainly located in Asia. This diversified approach to sourcing allows Duell to cover the full portfolio of brands and products that its customers demand, while retaining control over its relationships with suppliers and optimising its sourcing across multiple countries. In addition to its primary suppliers, Duell strives to manage its relations with optional suppliers to ensure supply in case of any disruptions.

In terms of third-party brands, by using major known suppliers, Duell benefits from the suppliers' existing requirements regarding quality control, sustainability, working conditions and anti-corruption. For Duell's own brand products, such as garments for motorcycling, the responsibility for product quality and safety, and product approval processes lies with Duell. For example, some of Duell's products are subject to European safety regulations and as such must be CE-certified. These products are tested by responsible authorities.

Manufacturers have the sole responsibility for declaring conformity with the relevant safety regulations and subsequently identifying their products with a CE marking. Duell also uses third-party service providers to review and test new products. Duell's own brand products are manufactured by trusted third-party suppliers that

**“ In 2024, Duell began its preparations for the first phase of taxonomy reporting.**

also manufacture some of the third-party brand products included in Duell's product offering.

Duell aims to ensure that both its suppliers and the products it distributes satisfy certain quality, safety and sustainability requirements. Quality control in purchasing activities is based on the professional skills of Duell's purchasers, as well as the terms and conditions of the supply agreements and the suppliers' references and other customer relationships. Quality control is also based on how suppliers document their activities and products, and whether a supplier is a member of well-known cooperation alliances or organisations for improving ethics and sustainability.



### Risk management

Risk management is a systematic activity aimed at ensuring the comprehensive and appropriate identification, assessment, management and control of risks. It is an integral part of the Duell's strategy process, decision-making, day-to-day management and operations and control and reporting procedures in all operating countries. Duell's Management Team reviews and updates the risks based on risk assessments and mitigation actions in various risk areas, which are shared with the Board of Directors.

Duell must comply with laws and regulations enacted at both the national and EU level concerning its operations in relation to matters including health, environment, safety, consumer protection, marketing, general product safety, employment, competition, company law, data protection, international trade and taxation in all countries in which Duell pursues business. For example, sales of certain products that Duell distributes are more affected by regulation than others such as helmets in the clothing market or must-have technical and spare parts that require regular replacements such as tires.

### EU Taxonomy

In line with the EU's ambitious climate and environmental goals, the European Parliament and Council approved the EU Taxonomy framework in 2020. This framework defines environmentally sustainable economic activities to direct investments toward the green transition. In 2024, Duell began its preparations for the first phase of taxonomy reporting, focusing on evaluating its activities' alignment with the EU Taxonomy. The goal is to complete this process within the 2024 financial year. The assessment covers the eligible portion of Duell's turnover, capital expenditures (CapEx), and operational expenditures (OpEx), ensuring that reporting accurately reflects the company's contribution to sustainability goals.



# Governance and remuneration

## Board of Directors

The tasks and responsibilities of the Board of Directors of the Company are determined based on the Finnish Companies Act, as well as other applicable legislation. The Board of Directors of the Company has the general authority to decide and act in all matters not reserved for other corporate governing bodies by law or under the provisions of the Company's articles of association. The general task of the Board of Directors of the Company is to duly organise Duell's management and operations. In all situations, the Board of Directors of the Company must act in accordance with Duell's best interests.

According to the company's Articles of Association, the Board of Directors of the company has a minimum of four (4) and a maximum of eight (8) members. The term of office of members of the Board of Directors ends at the close of the Annual General Meeting of shareholders following their election.

The Board of Directors of the Company is quorate when more than one half (50%) of its members are present. A decision by the Board of Directors of the Company is the opinion supported by more than one half (50%) of the members present at a meeting. In the event of a tie, the Chairperson has the casting vote. The Board of Directors of the Company meets according to a predetermined schedule, between six and ten times a year and, when necessary, holds additional meetings. The Board of Directors has two committees: the People and Remuneration Committee, and the Audit Committee. The Board of Directors of the Company may consider establishing committees in the future to function effectively, considering the scope and nature of Duell's operations and the operating principles of the Board of Directors.



**Anna Hyvönen**

Born 1968

Chairperson

Member since 2021

Member of People and Remuneration Committee

Licentiate of Science (Tech.)

Direct ownership: 27,234 shares, 0.0%



**Anu Ora**

Born 1973

Member since 2021

Chairperson of the People and Remuneration Committee and member of the Audit Committee

M.Sc. (Econ.)

Direct ownership: 365,500 shares, 0.04%



**Kim Ignatius**

Born 1956

Member since 2021

Chairperson of Audit Committee

B.Sc. (Econ.)

Direct ownership: 367,000 shares, 0.04%



**Niko Mokka**

Born 1979

Member since 2021

Member of the People and Remuneration Committee and the Audit Committee

M.Sc. (Econ.) and M.Sc. (Tech.)

Direct ownership: 0 shares, 0.0%

[https://investors.duell.eu/en/corporate\\_governance/board\\_of\\_directors](https://investors.duell.eu/en/corporate_governance/board_of_directors)



# CEO and Management Team

The Board of Directors appoints and dismisses the CEO, decides on the financial benefits and other terms of service agreement within the framework of the valid remuneration policy presented at the Annual General Meeting, and supervises the CEO's operations. The CEO is responsible for managing Duell's operations in accordance with the instructions and regulations issued by the Company's Board of Directors. The CEO is responsible for the day-to-day administration and day-to-day management of the Company in accordance with the Limited Liability Companies Act, and the instructions and regulations issued by the Board of Directors. The company's Management Team supports the CEO in the handling of operational matters.

## Changes in the Management Team during the 2024 financial year

CFO Riitta Niemelä left the company at the end of April 2024, and Juha Lindroos acted as interim CFO from 18 March until the end of September 2024. Magnus Miemois started as COO and Deputy CEO on 1 January 2024.

The composition of the Management Team changed in connection with the reorganisation on 1 June 2024. Joakim Vest and Erwin Van Hoof, members of the Management Team, continued to work for the company but were not members of the Management Team. Magnus Miemois was appointed as the new CEO and, as part of the change, current CEO Jarkko Ämmälä was appointed as Commercial Director and Jukka Smolander as Purchasing Director. Caj Malmsten started as the new CFO on 19 August 2024.

## Members of Management Team – August 31, 2024



### Magnus Miemois

Born 1970  
CEO  
Part of the management since 2024  
M.Sc. (Tech.)  
Direct ownership: 0 shares, 0.0%



### Caj Malmsten

Born 1972  
CFO  
Part of the management since 2024  
M.Sc. (Econ.)  
Direct ownership: 0 shares, 0.0%



### Jarkko Ämmälä

Born 1971  
Commercial Director  
Part of the management since 2018  
Direct ownership: 13,211,000 shares, 1.27%



### Heidi Markkanen

Born 1978  
Chief Digital Officer  
Part of the management since 2023  
M.Sc. (Econ.)  
Direct ownership: 0 shares, 0.0%



### Jukka Smolander

Born 1987  
Purchasing Director  
Part of the management since 2023  
M.Sc. (Econ.)  
Direct ownership: 206,302 shares, 0.02%



### Pia Hoseus

Born 1987  
HR Director  
Part of the management since 2021  
M.Sc. (Econ.)  
Direct ownership: 109,684 shares, 0.01%



### Pellervo Hämäläinen

Born 1966  
Communications and Investor Relations Manager  
Part of the management since 2022  
Student of Social Sciences and undergraduate degree in Business and Administration  
Direct ownership: 0 shares, 0.0%

[https://investors.duell.eu/en/corporate\\_governance/board\\_of\\_executives](https://investors.duell.eu/en/corporate_governance/board_of_executives)

# Remuneration Report 2024

## GREETINGS FROM THE CHAIRPERSON OF THE PEOPLE AND REMUNERATION COMMITTEE

As Chairperson of the Personnel and Remuneration Committee, I am pleased to present Duell's Remuneration Report for the financial period 1.9.2023–31.8.2024. The remuneration report has been approved by the Board of Directors.

From the perspective of human resource management, the focus for the financial year 2024 has been to continue developing the capabilities, structures and operating methods of the organisation to accelerate future growth and improve profitability as challenging market conditions continue. In motorcycle racing terms, Duell's business races take place in local racing arenas, i.e. markets, and are powered by brand representations and partnerships, i.e. the products in our selection. This same structure has been implemented in Duell's renewed organisational structure, with profit-driven market areas responsible for sales and customer satisfaction, and the purchasing organisation responsible for assortment and availability.

In connection with the organisational change in June 2024, the role of Jarkko Ämmälä, who had long served as the Group's CEO, was changed to Commercial Director. In his new role, Ämmälä will have the opportunity to focus on developing business

and strategic partnerships with both customers and suppliers. Magnus Miemois began in the role of Duell CEO as of 1.6.2024. The change enables Duell to maintain strong customer and supplier knowledge in the organisation, while at the same time investing in the large-scale management of Duell's strategy.

During the past financial year, Duell has invested especially in increasing IT and technology expertise in the organisation. Updated technology solutions and the knowledge management they enable act as drivers of growth and profitability improvement in Duell's business. The organisation is currently undergoing data and system transformation projects that will change and enhance the way teams work in the future. One of the Group's most significant operational projects during the financial year has been the profitability project. Through the project, we have significantly developed knowledge-based management in the organisation, especially in procurement and product range work.

During the financial year 2024, we launched a long-term incentive plan for the new management and key personnel (announced on (February 6, 2024). Due to the strongly changing market situation, the renewed organisational model and the resulting need for commitment, the Board of Directors decided to launch a restricted share plan for the financial years

2024–2025. The decision differs from the remuneration policy in terms of the duration of the plan, and the decision was based on the swift commitment of the renewed organisation in order to ensure the continuity of operations. With this one exception, the Personnel and Remuneration Committee followed and implemented the remuneration policy during the financial year 2024. At the end of the financial year 2024 (announced on August 27, 2024), the Board of Directors decided on a new long-term performance-based incentive plan for the financial years 2025–2029. As the incentive plan will start from September 1, 2024, this will be reported in the remuneration report for the financial year 2025.

Duell's success is based on our greatest strength: the Duell team. Duell's success is based on the passion of its employees for motorsport, cycling and success, collaboration within the organisation and partners, and trust. We are confident that actions based on these values will enable the implementation of the growth strategy in the future.

We welcome shareholder feedback on the remuneration report and policy, as well as on remuneration practices.

### Anu Ora

Chairperson of the Personnel and Remuneration Committee

**“ One of the Group's most significant operational projects during the financial year has been the profitability project.**

# Introduction

**The Remuneration Report for the financial year 2024 (1.9.2023–31.8.2024) includes the remuneration of the governing bodies of the Duell Group (Duell) (Board of Directors and CEO). The remuneration report for 2024 has been prepared to comply with the Corporate Governance Code, with the exception that remuneration development is presented starting from the financial year preceding the listing.**

The remuneration of the governing bodies in 2024 will comply with Duell's Remuneration Policy, which was approved without a vote by the Annual General Meeting on December 1, 2022, with one exception mentioned in the greeting of the Personnel and Remuneration Committee.

Duell's remuneration is based on the main principles of the Remuneration Policy:

- Remuneration supports Duell in increasing its strategic growth targets, profitability and shareholder value in the long term.
- Remuneration is aligned with business results and enables the attraction and retention of qualified management and board members.
- The level and development of remuneration are based on Duell's success, general economic development and industry remuneration practices.
- The focus of remuneration is on total remuneration, so that in addition to the fixed salary, there are performance-based incentives.

## DEVIATION FROM THE REMUNERATION POLICY AND RECOVERY

As stated in the letter from the Chairperson of the Personnel and Remuneration Committee, the company made one deviation from the remuneration policy during the financial year 2024 related to the commitment of management and key personnel. The remuneration policy defines the minimum duration of long-term incentive plans as three years. The duration of the Restricted Share Plan decided during the financial year 2024 was defined as 2 years (financial years 2024 and 2025). The deviation was considered necessary in order to ensure organisational commitment in the midst of change in a challenging market situation and thus to ensure the continuity of the company's operations. The deviation was prepared and approved in accordance with the decision-making process of the remuneration policy.

During the financial year 2024, the company did not exercise its right to recover the fees.

## REMUNERATION AND BUSINESS DEVELOPMENT

This section presents the development of the average salary of Duell's employees and the company's earnings in relation to the remuneration of the Group CEO and Board members in a comparable manner.

The development of Duell's Board of Directors, CEO and employee remuneration is presented below. Duell has decided to publish both remuneration development and business development for one financial year prior to the IPO in November 2021. Thus, the development of remuneration for the previous four financial years is presented in deviation from the guidelines of the Corporate Governance Code (at least 5 previous financial years).

**Table 1. Salary development**

Task	Average remuneration (EUR)			
	2024	2023	2022	2021
Government*	34,824	30,833	27,319	23,455
CEO**	209,945	209,778	201,981	139,000
Employees***	47,801	44,758	44,893	44,514

\*Average

\*\*Actual remuneration paid during the year to previous CEO Jarkko Ämmälä and CEO Magnus Miemois.

\*\*\*Salaries and remuneration (excluding CEO's remuneration) divided by the average full-time employee (FTE) for the year.

Duell is the leading distributor of the motorsport aftermarket in the Nordic countries, with growing operations in Europe. As Duell's target is long-term growth, financial performance is presented through revenue, organic growth and EBITA. The development of Duell's financial performance is described in Table 2, which shows a similar time frame to the development of fees.

### REMUNERATION OF THE BOARD OF DIRECTORS 2024

The Annual General Meeting resolved on December 5, 2023 that the members of the Board of Directors shall be paid a monthly cash reward for their work on the Board of Directors and also a meeting fee for committee work.

The monthly remuneration of the Board of Directors shall be paid as follows:

- Chairperson of the Board: EUR 4,000;
- Vice Chairperson of the Board: EUR 3,000; and
- Other members of the Board of Directors: EUR 2,000.

In addition, the Board of Directors receives the following meeting fee for committee work:

- Chairperson of the Committee: EUR 1,000 per meeting, but only if the Committee is chaired by a Board member other than the Chairperson or Vice Chairperson of the Board; and
- Other committee members: EUR 500 per meeting.

During the financial year 2024, the Board of Directors consisted of 5 members until the Annual General Meeting on 5.12.2024 and four members from now on. During the financial year, the Board of Directors convened a total of 18 times. In addition, the Audit Committee and the Personnel and Remuneration Committees convened a total of 10 times.

The remuneration of the Board of Directors consists only of a fixed monthly fee and meeting fees paid for committee work, which are paid in cash. The members of the Board of Directors do not have an employment relationship or service relationship with the company. The members of the Board of Directors are not entitled to any incentive schemes or other variable incentives or supplementary pension arrangements. Reasonable travel expenses related to Board work are compensated to the members of the Board of Directors in accordance with Duell Group's travel policy.

The remuneration of the members of the Board of Directors totalled EUR 148,000 in 2024 (EUR 185,000 in 2023), as presented in Table 3. During the financial year 2024, no deviations from the remuneration policy or decisions on the recovery of remuneration have been made for the members of the Board of Directors.

The holdings of Duell Corporation shares by the Board of Directors by 31.8.2024 are presented in the Annual Report 2024. In addition, insider holdings have been shared on the Duell Group's investor website [investors.duell.eu](https://investors.duell.eu).

**Table 2. Business development**

	2024	2023	2022	2021
Net sales (kEUR)	124,651	118,832	123,991	76,756
Organic net sales growth, %	0.3	-15.6	15.7	24.1
Adjusted EBITA (kEUR)	6,205	4,594	8,726	8,044

**Table 3. Remuneration of the Board of Directors 2024**

Member of the Board*	As a member of the Board	Member of the Committee	Remuneration of the Board of Directors (EUR)
Anna Hyvönen	Chairperson since 12/2022 Member 11/2021–12/2022	Personnel and Remuneration Committee	50,500
Anu Ora	Member since 8/2021	Personnel and Remuneration Committee (Chairperson) Audit committee	30,500
Kim Ignatius	Member since 11/2022 Chairperson 12/2021–11/2022 Member 8/2021–12/2021	Audit Committee (Chairperson)	29,000
Niko Morkkila	Member since 11/2021	Personnel and Remuneration Committee Audit Committee	29,000
Soren Gaardboe	Vice-Chair 12/2022–11/2023		9,000
<b>Altogether</b>			<b>148,000</b>

### REMUNERATION OF THE CEO 2024

The total remuneration paid to Duell's previous CEO Jarkko Ämmälä for the financial year until 31.5.2024 was EUR 153,918. The total reward includes base salary and benefits as well as a short-term bonus of EUR 8,000 paid based on the result for the financial year 2023 (paid in November 2023). Statutory pension contributions are not included in the total wages paid. In 2024, the fixed salary will account for 95% of the CEO's total remuneration and the variable component for 5%.

The remuneration paid during the financial year of the current CEO Magnus Miemois will be reported on 1.6.2024, i.e. from the beginning of the CEO's position. As of June 2024, the total remuneration paid to Miemois is EUR 56,027 consisting of a 100% fixed remuneration. Statutory pension contributions are not included in the total wages paid.

The exception made to the remuneration of the CEO during the financial year 2024 is described in the introduction. No decision has been made on the recovery of the CEO's remuneration during the financial year 2024.

Table 4 below shows the salaries and bonuses paid and accrued to the current CEO Magnus Miemois for the period 1.6.2024–31.08.2024, and active reward programmes during financial year 2024.

The CEO's holding in Duell Corporation shares on 31.8.2024 is presented in the Annual Report 2024. In addition, insider holdings have been shared on the Duell Group's investor website [investors.duell.eu](https://investors.duell.eu).

**Table 4. CEO Magnus Miemois' salary and remuneration and active reward programmes during financial year 2024 starting from the beginning of the CEO position**

Reward element	Commissions paid and accrued	Description	Policy compliance
Salary and other fixed benefits	EUR 56,027 paid	Includes fixed monthly salary, phone benefit and car benefit.	Follows the policy.
Short-term incentives	Paid 0 euros. Accumulated 0 euros.	No commissions paid or accrued.	Adheres to the policy.
Long-term incentives	Paid 0 euros. Accumulated 0 euros.	Running systems: A contingent incentive plan for the performance period 2024–2025, for which the gross number of shares issued is 1,600,000. The possible reward payment is H1/2026.	Temporary deviation.
Supplementary pension	-	No valid supplementary pension.	Adheres to the policy.
Severance payments	-	If the company terminates the CEO's contract, the CEO will be paid a salary for a six-month notice period and a severance pay corresponding to 12 months' fixed monetary salary.	Adheres to the policy.

\*Taxable value of fringe benefits.

# Report of the Board of Directors 2024

**Duell Corporation (Duell) is an import and wholesale company based in Mustasaari, Finland, established in 1983. Duell imports, manufactures, and sells products through an extensive distribution network in Europe covering approximately 8,500 dealers. The range of products includes around 150,000 items under more than 500 brands. The assortment covers spare parts and accessories for Motorcycling, Bicycling, ATVs/UTVs, Snowmobiling, Marine, and Garden/Forest categories. Logistics centres are in Finland, Sweden, Netherlands, France, and the UK. Duell's net sales in 2024 was EUR 125 million and it employs over 200 people. Duell's shares are listed on the Nasdaq First North Growth Market Finland marketplace.**

Duell Corporation (2929424-1) owns the entire share capital of Duell Bike-Center Oy and offers administrative services to the companies belonging to the Duell Group.

Oy Duell Bike-Center Ab owns 100% of the shares in Duell AB in Sweden, Duell AS in Norway, Duell UK Ltd in the UK, Duell GmbH in Germany, Duell SAS in France, and Duell TMV B.V. in the Netherlands. In addition, Oy Duell Bike-Center Ab indirectly holds all the shares in Tecno Globe SAS, a subsidiary of Duell SAS in France and TranAm (New Milton) Ltd. TranAm (New Milton) Ltd in turn owns all the shares in TranAm Ltd, UK. Duell Corporation, together with the above companies, form the Duell Group.

## OPERATING ENVIRONMENT

The industry in which Duell operates remains relatively fragmented, which provides long-term opportunities and favours the larger players, of which Duell is one. Market uncertainty continued in the 2024 financial year due to weak consumer confidence. Dealers also sought to reduce their stock levels. Markets have somewhat stabilised, but consumer sentiment remains fragile due to uncertainties.

## BUSINESS REVIEW

Despite the market uncertainty, Duell's net sales increased by 5% in the 2024 financial year to EUR 125 million and adjusted EBITA increased by 34% to EUR 6.2 million. The strategic focus on the central

European market progressed well. Market demand in the Nordics remained soft. In the Nordics, motorcycle registrations declined, an indicator of lower market demand for motorcycle parts and accessories. On the other hand, there was good demand for bicycle parts and accessories in the Nordic market.

A program focused on profitability improvements was applied utilising a wide array of initiatives. It progressed well throughout the year and reached the point where activities could be embedded into operational processes. In June 2024, a new operating model for the company was introduced with the aim of improving efficiency with a clearer market focus, to drive growth and develop strategic partnerships. The new operating model will also enable more effective integration at Group level to accelerate organic growth. The model will additionally provide a stronger emphasis on purchasing operations and the development of the brand portfolio.

The financial position of the company significantly improved during the year. The additional capital raised through the rights issue in January was the major step, but the efforts made to improve profitability were also important in helping the company reach a more stable situation. The company also progressed with inventory level optimisations and the inventory turnover rate has been improving in the right direction.

## FINANCIAL RESULT

Duell's net sales increased 4.9% to EUR 124.7 million (118.8). The increase was attributable to progress with Duell's growth strategy in Central Europe. Like-for-like net sales growth was 0.3% as the acquisition of TranAm occurred in the middle of the comparison period.

Net sales from the Nordic region amounted to 53% (59%), and the Central Europe market area amounted to 47% (41%) of Duell's net sales. The decrease in net sales in the Nordics was due to suppressed market demand, particularly in the marine product category. At the same time, the company was able to increase its market share in Central Europe and generate net growth for the full period.

The share of online channel sales of total net sales amounted to 26.0% (24.7%) for the financial year. The increase was attributable to the dealer network increasingly adopting multi-channel service models towards consumers.

The share of own brand sales of the total net sales amounted to 18.0% (21.8%) in the financial year. The decrease correlates with the relative share of sales growth in Central Europe, where Duell's own brands are still relatively new.



Duell's EBITA increased to EUR 3.6 million (3.4). Duell's adjusted EBITA increased by 34% to EUR 6.2 million (4.6). Adjusted EBITA margin increased to 5.0% (3.9%). The increase was primarily attributable to gross margin improvements and efficient cost control.

### FINANCIAL POSITION AND CASH FLOW

Duell's consolidated balance sheet total on August 31, 2024, was EUR 93.9 million (95.5). The amount of consolidated goodwill in the balance sheet was EUR 19.1 million (21.3). The most significant change in the balance sheet compared to the comparison period was a decrease in net debt of EUR 18.6 million, due to an equity increase of EUR 20.2 million from a rights issue carried out in the second quarter of 2024 and improvements in working capital management.

Duell received gross proceeds of approximately EUR 20.2 million and net proceeds of approximately EUR 17.7 million from the rights issue in the second quarter. Duell paid out the deferred purchase price relating to the acquisition of Tran-Am Ltd (approximately GBP 4.9 million) on December 28, 2023, and performed loan repayment instalments of EUR 5.8 million during the year.

Duell has historically financed its operations with cash flow from operations as well as from debt facilities from financial institutions. Duell's liquidity requirements principally arise from maintaining net working capital, regular operating expenses, and the expansion of its business in new markets, including acquisitions. Duell's cash and cash equivalents amounted to EUR 9.3 million (2.4) and total interest-bearing liabilities amounted to EUR 28.9 million (40.6) on August 31, 2024. Total interest-bearing liabilities comprise loans from financial institutions and the utilisation of a Revolving Credit Facility.

Duell's equity ratio was 55% (38.6%) on August 31, 2024, and the Group's return on equity was -4.1% (-8.2%). The equity ratio increased due to a rights issue and a decrease of net debt.

Duell's net cash flow from operating activities in FY 2024 was EUR -0.9 million (+14.4), a decrease of EUR 15.3 million. The decrease in net cash flow from operating activities was primarily attributable to already lower net working capital at the beginning of the reported period when compared to the previous period, and as in this reporting period the company's working capital fluctuation returned to a normal seasonal level. The decrease was also attributable to weaker EBIT which was attributable to rights issue costs.

Duell's net cash flow from financing activities in FY 2024 was EUR +13.7 million (-4.9), a change of EUR 18.6 million. The increase in net cash flow from financing activities was primarily attributable to the gross proceeds from a share issue of EUR 20.2 million. In addition, the service of long-term debt decreased the cash flow financing activities by EUR 5.8 million.

Duell's net debt was EUR 19.6 million on August 31, 2024, (38.2). Duell's net debt to adjusted EBITDA ratio for the last 12 months was 2.8x on August 31, 2024 (6.9x). The covenants for loans from financial institutions relate to net debt to EBITDA (Leverage), level of EBITDA and the amount of net debt in proportion to equity (Gearing). The conditions for the covenants were met at the end of the fiscal year.

### INVESTMENTS

Duell's net cash flow used in investing activities in the 2024 financial year was EUR 6.5 million (9.4) a decrease of EUR 2.9 million. The investments were primarily attributable to the final instalment of the TranAm acquisition and capital expenditure related to Duell's e-commerce platform.

## KEY FIGURES

Key figures and ratios EUR thousand	FY 2024 (Sep 2023–Aug 2024)	FY 2023 (Sep 2022–Aug 2023)
Net sales	124,652	118,832
Net sales growth, %	4.9	-4.2
Net sales growth with comparable currencies, %	5,7	-1.0
Organic net sales growth with comparable currencies, %	0,3	-15.6
Gross margin	30,339	28,344
Gross margin, %	24.3	23.9
EBITDA	4,564	4,307
EBITDA margin, %	3.7	3.6
Items affecting comparability, Gross margin*	421	-131
Items affecting comparability, EBITDA**	-2,998	-1,193
Adjusted EBITDA	7,141	5,499
Adjusted EBITDA margin, %	5.7	4.6
EBITA	3,628	3,401
EBITA margin, %	2.9	2.9
Adjusted EBITA	6,205	4,594
Adjusted EBITA margin, %	5.0	3.9
Operating profit	842	1,041
Operating profit margin, %	0.7	0.9
Adjusted operating profit	3,419	2,234
Adjusted operating profit margin, %	2.7	1.9
Earnings per share, basic, EUR	-0,004	-0.1
Earnings per share, diluted, EUR	-0,004	-0.1
Number of outstanding shares at the end of the period, basic	1,038 546,116	30,545,474
Number of outstanding shares at the end of the period, diluted	1,036,334,706	30,545,474
Weighted average number of shares, basic	692,113,705	27,937,259
Weighted average number of shares, diluted	691,926,399	27,937,259

Key figures and ratios EUR thousand	FY 2024 (Sep 2023–Aug 2024)	FY 2023 (Sep 2022–Aug 2023)
Investments in tangible and intangible assets excluding acquisitions	746	2,481
Net debt	19,563	38,248
Net working capital	48,323	49,873
Operating free cash flows	5,785	16,392

\*Items affecting comparability, gross margin: EUR 421,000 in 09/2023–08/2024, generated from change of accounting principles related to inventory.

\*\*Items affecting comparability, EBITDA: Totally EUR -2,988,000 in 09/2023–08/2024. EUR 338,000 was generated from changing accounting principles related to receivables, restructuring costs EUR -371,000, rights issue EUR -2,818,000 and other non-recurring items EUR -147,000.

## OPERATIONAL KEY FIGURES

EUR 1,000	FY 2024 (Sep 2023–Aug 2024)	FY 2023 (Sep 2022–Aug 2023)
Number of brands	535	562
Share of own brand sales, % of total	18.0	21.8
Share of online sales, % of total	26.0	24.7
Equity ratio, %	55.0	38.6
Full-time equivalent employees, average*	215	218

\*Including seasonal employees and 24 TranAm employees from March 2023 onwards.

Net sales, EUR thousand	FY 2024 (Sep 2023–Aug 2024)	FY 2023 (Sep 2022–Aug 2023)
Nordics	66,162	69,926
Central Europe	58,490	48,906
Total	124,652	118,832



## INVENTORY AND RECEIVABLES, CHANGE IN ACCOUNTING PRINCIPLES

Duell changed its accounting principles related to inventory valuation and overdue receivables. The reason for this change was to harmonise and simplify the policies in the Group and adopt commonly applied practices across the wholesale distribution business. Inventory valuation is done according to inventory aging, applying set write-down profiles. The principles related to provisions for bad debt have been tightened and provisions made at given overdue thresholds. This change impacts both income statement and balance sheet positions, as detailed in the below table.

Income statement impact	MEUR
Impact on gross margin (inventory)	0.4
Impact on EBITDA (receivables)	0.3
<b>Net impact, income statement</b>	<b>0.8</b>

Impact on equity	MEUR
Impact on gross margin (inventory)	-3.2
<b>Net impact, equity</b>	<b>-3.2</b>

## SHARES AND SHAREHOLDERS

### Shares issued and share capital

At the end of the review period, the company's fully paid-up share capital, as recorded in the Trade Register, amounted to EUR 80,000 and the number of shares totalled 1,038,546,116 (30,545,474). The rights offering took place between December 7, 2023–December 21,

2023, which was oversubscribed. The total number of shares increased from 30,545,474 shares to 1,038,546,116 shares. Duell received gross proceeds of approximately EUR 20.2 million and net proceeds of approximately EUR 17.7 million from the share issue. Trading in the new shares started on January 3, 2024.

### Trading in shares

The closing price of the share during FY 2024 on the first day of trading, September 1, 2023, was EUR 0.0896 (0.2029). On the last trading day of the financial period, August 31, 2024, the closing price of the share was EUR 0.0355 (0.0909). The highest price quoted in the financial period was EUR 0.0935 (0.2113) and the lowest EUR 0.0252 (0.0868). The average closing price of the share during the financial period was EUR 0.0394 (0.1484) and the average daily trading volume was 1,156,147 (900,534) shares. The share values for the period under review and the comparative period have been calculated to reflect the number of shares after the issue to have the figures comparable.

Duell held a total of 2,211,410 shares on August 31, 2024 (0).

Duell's market capitalisation on August 31, 2024, was EUR 36,868,378 (31,461,838).

### Shareholders

Duell had 4,070 (4,737) shareholders on August 31, 2023. The company's 100 largest shareholders are presented on the company's investor website at [https://investors.duell.eu/en/share\\_information/shareholders](https://investors.duell.eu/en/share_information/shareholders).

## Ten largest shareholders

Shareholder	Shares	% of shares
1. Hc DI Holding Oy Ab	313,263,140	30.16
2. Skandinaviska Enskilda Banken Ab (publ) Helsingin Sivukonttori*	118,528,499	11.41
3. Sponsor Capital Oy	105,216,876	10.13
4. Keskinäinen Työeläkevakuutusyhtiö Varma	47,703,292	4.59
5. Säästöpankki Fonder	45,275,318	4.36
6. Danske Invest Finnish Equity Fund	30,858,066	2.97
7. Erikoissijoitusrahasto Aktia Mikro Markka	23,720,882	2.28
8. Keskinäinen Työeläkevakuutusyhtiö Elo	21,760,000	2.10
9. Twin Engine Oy	16,475,013	1.59
10. Evli Finland Select Fund	13,500,000	1.30

\*Nominee registered.

## Insider ownership

Insider	Position	Number of shares	% of shares
Jarkko Ämmälä	Commercial Director	13,211,000	1.27
Kim Ignatius	Board member	367,800	0.04
Anu Ora	Board member	365,500	0.04
Jukka Smolander	Purchase Director	206,302	0.02
Pia Hoseus	HR Director	109,684	0.01
Anna Hyvönen	Chairperson	27,234	0.00
Niko Mokkila	Board member	0	0.00
Magnus Miemois	CEO	0	0.00
Caj Malmsten	CFO	0	0.00
Pellervo Hämäläinen	Communications and IR Manager	0	0.00
Heidi Markkanen	CDO (Chief Digital Officer)	0	0.00
<b>Total</b>		<b>14,286,920</b>	<b>1.38</b>

## REMUNERATION

The remuneration of the governing bodies in 2024 will comply with Duell's Remuneration Policy, which was approved without a vote by the Annual General Meeting on December 1, 2022, with one exception mentioned in the greeting of the Personnel and Remuneration Committee.

Duell's remuneration is based on the main principles of the Remuneration Policy:

- Remuneration supports Duell in increasing its strategic growth targets, profitability and shareholder value in the long term.
- Remuneration is aligned with business results and enables the attraction and retention of qualified management and board members.
- The level and development of remuneration are based on Duell's success, general economic development and industry remuneration practices.
- The focus of remuneration is on total remuneration, so that in addition to the fixed salary, there are performance-based incentives.

## DEVIATION FROM THE REMUNERATION POLICY AND RECOVERY

The company made one deviation from the remuneration policy during the 2024 financial year related to the commitment of management and key personnel. The remuneration policy defines the minimum duration of long-term incentive plans as three years. The duration of the Restricted Share Plan decided during the 2024 financial year was defined as two (2) years (financial years 2024 and 2025). The deviation was considered necessary in order to ensure organisational commitment in the midst of change in a challenging market situation and thus to ensure the continuity of the company's operations. The deviation was prepared and approved in accordance with the decision-making process of the remuneration policy.

During the 2024 financial year, the company did not exercise its right to recover the fees.

## REMUNERATION AND BUSINESS DEVELOPMENT

The development of Duell's Board of Directors, CEO and employee remuneration is presented below. Duell has decided to publish both remuneration development and business development for one financial year prior to the IPO in November 2021. Thus, the development of remuneration for the previous four financial years is presented in deviation from the guidelines of the Corporate Governance Code (at least 5 previous financial years).

## Salary development

Task	Average remuneration (EUR)			
	2024	2023	2022	2021
Government*	34,824	30,833	27,319	23,455
CEO**	209,945	209,778	201,981	139,000
Employees***	47,801	44,758	44,893	44,514

\*Average

\*\*Actual remuneration paid during the year to the previous CEO Jarkko Ämmälä and CEO Magnus Miemois.

\*\*\*Salaries and remuneration (excluding CEO's remuneration) divided by the average full-time employee (FTE) for the year.

## REMUNERATION OF THE BOARD OF DIRECTORS 2024

The Annual General Meeting resolved on December 5, 2023, that the members of the Board of Directors shall be paid a monthly cash reward for their work on the Board of Directors and also a meeting fee for committee work.

The monthly remuneration of the Board of Directors shall be paid as follows:

- Chairperson of the Board: EUR 4,000;
- Vice Chairperson of the Board: EUR 3,000; and
- Other members of the Board of Directors: EUR 2,000.

In addition, the Board of Directors receives the following meeting fee for committee work:

- Chairperson of the Committee: EUR 1,000 per meeting, but only if the Committee is chaired by a Board member other than the Chairperson or Vice Chairperson of the Board; and
- Other committee members: EUR 500 per meeting.

During the 2024 financial year, the Board of Directors consisted of five (5) members until the Annual General Meeting on December 5, 2024, and four members from that date onwards. During the financial year, the Board of Directors convened a total of 18 times. In addition, the Audit Committee and the Personnel and Remuneration Committees convened a total of 10 times.

The remuneration of the Board of Directors consists only of a fixed monthly fee and meeting fees paid for committee work, which are paid in cash. The members of the Board of Directors do not have an employment relationship or service relationship with the company. The members of the Board of Directors are not entitled to any incentive schemes or other variable incentives or supplementary pension arrangements. Reasonable travel expenses related to Board work are compensated to the members of the Board of Directors in accordance with Duell Group's travel policy.

**Table 3. Remuneration of the Board of Directors 2024**

Member of the Board*	As a member of the Board	Member of the Committee	Remuneration of the Board of Directors (EUR)
Anna Hyvönen	Chairperson since 12/2022 Member 11/2021–12/2022	Personnel and Remuneration Committee	50,500
Anu Ora	Member since 8/2021	Personnel and Remuneration Committee (Chairperson) Audit committee	30,500
Kim Ignatius	Member since 11/2022 Chairperson 12/2021–11/2022 Member 8/2021–12/2021	Audit Committee (Chairperson)	29,000
Niko Mokka	Member since 11/2021	Personnel and Remuneration Committee Audit Committee	29,000
Soren Gaardboe	Vice-Chair 12/2022–11/2023		9,000
<b>Altogether</b>			<b>148,000</b>

The remuneration of the members of the Board of Directors totalled EUR 148,000 in 2024 (EUR 185,000 in 2023), as presented in Table 3. During the 2024 financial year, no deviations from the remuneration policy or decisions on the recovery of remuneration have been made for the members of the Board of Directors.

**REMUNERATION OF THE CEO 2024**

The total remuneration paid to Duell's previous CEO Jarkko Ämmälä for the financial year until May 31, 2024, was EUR 153,918. The total reward includes base salary and benefits as well as a short-term bonus of EUR 8,000 paid based on the result for the financial year 2023 (paid in November 2023). Statutory pension contributions are not included in the total wages paid. In 2024, the fixed salary will account for 95% of the CEO's total remuneration and the variable component for 5%.

The remuneration paid during the financial year of the current CEO Magnus Miemois will be reported

on June 1, 2024, i.e. from the beginning of the CEO's position. As of June 2024, the total remuneration paid to Miemois is EUR 56,027, consisting of a 100% fixed remuneration. Statutory pension contributions are not included in the total wages paid.

The exception made to the remuneration of the CEO during the 2024 financial year is described in the introduction. No decision has been made on the recovery of the CEO's remuneration during the 2024 financial year.

Table 4 below shows the salaries and bonuses paid and accrued to the current CEO Magnus Miemois for the period June 1, 2024–August 31, 2024, and active reward programmes during financial year 2024.

The CEO's holding in Duell Corporation shares on August 31, 2024, is presented in the Annual Report 2024. In addition, insider holdings have been shared on the Duell Group's investor website [investors.duell.eu](https://investors.duell.eu).

**Table 4. CEO Magnus Miemois' salary and remuneration and active reward programmes during financial year 2024 starting from the beginning of the CEO position**

Reward element	Commissions paid and accrued	Description	Policy compliance
Salary and other fixed benefits	EUR 56,027 paid	Includes fixed monthly salary, phone benefit and car benefit.	Follows the policy.
Short-term incentives	Paid 0 euros. Accumulated 0 euros.	No commissions paid or accrued.	Adheres to the policy.
Long-term incentives	Paid 0 euros. Accumulated 0 euros.	Running systems: A contingent incentive plan for the performance period 2024–2025, for which the gross number of shares issued is 1,600,000. The possible reward payment is H1/2026.	Temporary deviation.
Supplementary pension	-	No valid supplementary pension.	Adheres to the policy.
Severance payments	-	If the company terminates the CEO's contract, the CEO will be paid a salary for a six-month notice period and a severance pay corresponding to 12 months' fixed monetary salary.	Adheres to the policy.

\*Taxable value of fringe benefits.

During the 2024 financial year, the company launched a long-term incentive plan for the new management and key personnel. Due to the strongly changing market situation, the renewed organisational model and the resulting need for commitment, the Board of Directors decided to launch a restricted share plan for the financial years 2024–2025. The decision differs from the remuneration policy in terms of the duration of the plan, and the decision was based on the swift commitment of the renewed organisation in order to ensure the continuity of operations. With this one exception, the Personnel and Remuneration Committee followed and implemented the remuneration policy during the financial year 2024. At the end of the financial year 2024 (announced on August 27, 2024), the Board of Directors decided on a new long-term performance-based incentive plan for the financial years 2025–2029. As the incentive plan will start from September 1, 2024, this will be reported in the remuneration report for the financial year 2025.

## AUDITORS

According to the Articles of Association, the Company must have an auditor, which is an audit firm approved by the Finnish Patent and Registration Office. The auditor's term of office ends at the end of the first Annual General Meeting following the election.

The Board of Directors prepares a proposal for the election of the auditor and the auditor's fee for the General Meeting, and the General Meeting elects the Company's auditor and decides on the auditor's fee.

Duell's statutory auditor is KPMG Oy Ab ("KPMG"), Authorised Public Accountants, with Authorised Public Accountant Mari Kaasalainen as the auditor with principal responsibility. Mari Kaasalainen is registered in the Finnish Register of Auditors pursuant to Chapter 6, Section 9 of the Finnish Auditing Act maintained by the Trade Register.

## MANAGEMENT TEAM

Members of Duell's Management Team at the end of the financial period were Magnus Miemois (Chief Executive Officer), Caj Malmsten (Chief Financial Officer), Jarkko Ämmälä (Commercial Director), Jukka Smolander (Purchase Director), Heidi Markkanen (Chief Digital Officer), Pia Hoseus (HR Director), and Pellervo Hämäläinen (Communications and IR Manager).

## ORGANISATION AND PERSONNEL

Duell had an average of 215 (218) full-time equivalent (FTE) employees during the period, and at the end of the review period, 215 (212). When calculating the average, the part-time nature of the employment relationship has also been considered. Out of the personnel, 146 employees (142) are in the Nordic countries and 69 employees (70) in Central Europe.

Employees are Duell's most important asset. Duell wants to take care of the health and well-being of its employees and guarantee a safe working environment for all. The stable foundation and long history of the

company enables long-term working relationships. Duell actively offers positive opportunities and diverse benefits for the development of staff. Comprehensive occupational healthcare (in Finland), a competitive incentive bonus system, and an exercise benefit are valued in the work community.

Duell's objective is to maintain an open and positive work culture, where the employee is valued and listened to. Equality means equal treatment and opportunities regardless of gender, background, or any other non-professional reason. The company adheres to equality in the work community and also aims to promote equality at the societal level.

The focus for the 2024 financial year has been to continue developing the capabilities, structures and operating methods of the organisation to accelerate future growth and improve profitability as challenging market conditions continue.

In connection with the organisational change in June 2024, the role of Jarkko Ämmälä, who had long served as the Group's CEO, was changed to Commercial Director. Magnus Miemois began in the role of Duell CEO as of June 1, 2024. The change enables Duell to maintain strong customer and supplier knowledge in the organisation, while at the same time investing in the large-scale management of Duell's strategy.

During the past financial year, Duell has invested especially in increasing IT and technology expertise in the organisation. Updated technology solutions

and the knowledge management they enable act as drivers of growth and profitability improvement in Duell's business. The organisation is currently undergoing data and system transformation projects that will change and enhance the way teams work in the future. One of the Group's most significant operational projects during the financial year has been the profitability project. Through the project, we have significantly developed knowledge-based management in the organisation, especially in procurement and product range work.

## RISKS AND RISK ASSESSMENT

Risk management is a systematic activity aimed at ensuring the comprehensive and appropriate identification, assessment, management, and control of risks. It is an integral part of Duell's strategy process, decision-making, day-to-day management, and operations and control and reporting procedures in all operating countries.

Duell's Management Team reviews and updates the risks based on risk assessments and mitigation actions in various risk areas, which are shared with the Board of Directors. Duell must comply with laws and regulations enacted at both the national and EU level concerning its operations in relation to matters including health, environment, safety, consumer protection and marketing, general product safety, employment, competition, company law, data protection, international trade, and taxation in all countries in which Duell pursues business.



Duell's main risks relate to macroeconomic effects that may reduce demand for products, incorrect demand forecasting and related purchases and inventory level management, suppliers' distribution channel decisions, credit and foreign exchange risks, and changes in the competitive situation.

Geographical expansion and entry into new markets involves various risks that may adversely affect Duell's business and growth, such as the competitive situation in the new markets, challenges in establishing new suppliers and customer relationships, lack of local brand recognition and failure to hire skilled personnel.

The company's capital structure, access to funding and cost of capital can have a significant impact on the efficient and profitable implementation of the company's strategy.

Market uncertainty is expected to persist in the 2025 financial year, with the overall market situation affecting consumer confidence, which will weaken market predictability and increase business risks.

## RESEARCH AND DEVELOPMENT

The Group continually develops and tests new products under its own trademarks and develops its own internal processes. Research and development expenses are recognised as expenses in the Income statement.

## SUSTAINABILITY

Duell continued to define and develop its corporate responsibility framework to comply with the regulations imposed on listed companies. During 2024, Duell confirmed and published the Group's Code of Conduct, implemented a Whistleblowing channel, and focused on defining the EU taxonomy. Duell will continue the sustainability work in 2025 to prepare the company for its obligation to fulfil its CSRD reporting requirements in 2026.

## MAJOR EVENTS AFTER REVIEW PERIOD

Duell announced it would start change negotiations on October 9, 2024, with the aim of improving operational efficiency by adapting operations and workloads to the current market situation. The aim of the efficiency measures, which will affect all the Group's 220 employees, is to achieve annual cost savings of approximately EUR 1 million, mainly in the 2025 financial year. The total estimated need for reductions in the Duell Group is up to 20 positions, including a maximum of 9 positions in Finland.

Duell announced on October 9, 2024, that the Board of Directors proposes that the combination of shares would be implemented by issuing new shares in the company without consideration and by redeeming shares in the company without consideration so that after carrying out the arrangements under this proposal, each existing 200 shares in the company

would correspond to one (1) share in the company. The current total number of shares in the company is 1,038,546,116.

Duell completed its share buy-back programme on 15 October 2024. The buybacks started on 5 August 2024. Under the buy-back programme, the company acquired 6,760,000 shares at an average price of EUR 0.0369. The repurchased shares will be used for a new share-based incentive plan for key employees of the Duell Group. After the buybacks, the company holds a total of 6,760,000 shares, which corresponds to approximately 0.7% of the total number of 1,038,546,116 shares in Duell.

## MEDIUM-TERM FINANCIAL TARGETS (3–5 YEARS)

**Growth:** Net sales in the range of EUR 200–300 million in medium term, achieved through yearly growth, organically and inorganically.

**Profitability:** adjusted EBITA margin of at least 13% in the medium term.

**Leverage:** net debt to adjusted EBITDA ratio in the range of 2–3. Leverage may temporarily exceed the target range (for example, in conjunction with acquisitions).

## GUIDANCE FOR FINANCIAL YEAR 2025

Markets have somewhat stabilised, but consumer sentiment remains fragile due to uncertainties. Duell expects the demand over the next 12 months to be slightly better than the comparison period, but there may be variations between product categories. The industry in which Duell operates remains relatively fragmented, which provides long-term opportunities and favours the larger players, of which Duell is one. Therefore, our guidance for financial year 9/2024–8/2025 is that:

- Duell expects that organic net sales with comparable currencies will be at the same level or higher than the previous year.
- Duell will continue to focus on improving profitability and expects adjusted EBITA to improve from the last year's level.

## ANNUAL GENERAL MEETING ON NOVEMBER 20, 2024

The Annual General Meeting will take place on November 20, 2024, at 12.00 EET in Helsinki, Sanomatalo, Eliel-sali. The invitation, registration, and the agenda with the Board's proposals for the Annual General Meeting are presented on Duell's website at <https://investors.duell.eu>.

## THE BOARD'S PROPOSAL TO THE ANNUAL GENERAL MEETING

The distributable funds of the Group's parent company on August 31, 2024, were EUR 49,348,094, of which the parent company's loss for the financial year is EUR -2,648,179. There have been no material changes in the company's financial position since the end of the financial year.

The Board of Directors proposes to the Annual General Meeting that the parent company's loss for the financial year EUR -2,648,179 is transferred to the profit and loss account and no dividend is paid.

## Financial reporting and Annual General Meetings in Financial Year 2025

During the Financial Year 2025, Duell will publish financial information as follows:

- Business report: September 2024–November 2024 (Q1 2025) on Thursday, January 16, 2025.
- Half-year financial report: September 2024–February 2025 (Q2 2025) on Thursday, April 10, 2025.
- Business report: September 2024–May 2025 (Q3 2025) on Thursday, July 3, 2025.
- Financial statements bulletin for the financial year: September 2024–August 2025 (Q4 2025) on Thursday, October 16, 2025.

The 2025 Annual Report, which includes, among other elements, the Report of the Board of Directors and the Company's financial statements, in the week commencing October 27, 2025.

Duell's Annual General Meeting of shareholders in the financial year 2025 is scheduled for Tuesday, November 25, 2025.

## Group Key figures

MEUR	1 Sep 2023– 31 Aug 2024	1 Sep 2022– 31 Aug 2023	1 Sep 2021– 31 Aug 2022	1 Sep 2020– 31 Aug 2021
Net sales	124.7	118.8	124.0	76.8
Operating profit	0.8	1.0	4.9	7.3
Operating profit -%	0.7%	0.9%	4.0%	9.5%
Return to equity -%*	-5.9%	-8.2%	9.1%	37.8%
Equity-to-asset ratio (excl. convertible bonds in equity)	55%	38.6%	33.4%	15.2%
Equity-to-asset ratio (incl. convertible bonds in equity)	55%	38.6%	33.4%	22.6%
Average number of employees	215	218	193	112
Wages and salaries	-10.7	-9.9	-8.8	-5.1

\*Return to Equity-% formula includes group contribution in the net result which is divided by total equity (average for the first and last day of the period).

## Parent company Key figures

MEUR	1 Sep 2023– 31 Aug 2024	1 Sep 2022– 31 Aug 2023	1 Sep 2021– 31 Aug 2022	1 Sep 2020– 31 Aug 2021
Net sales	1.1	0.7	0.6	0.4
Operating profit	-2.8	-0.5	-2.3	-0.21
Operating profit -%	-247.7%	-73.3%	-410.1%	-46.4%
Equity-to-asset ratio (excl. convertible bonds in equity)	76.7%	68.7%	58.6%	13.2%
Equity-to-asset ratio (incl. convertible bonds in equity)	76.7%	68.7%	58.6%	32.8%

# Parent company and Consolidated Group income statement

EUR	Group 1 Sep 2023– 31 Aug 2024	Group 1 Sep 2022– 31 Aug 2023	Parent company 1 Sep 2023– 31 Aug 2024	Parent company 1 Sep 2022– 31 Aug 2023
<b>NET SALES</b>	<b>124,651,685</b>	<b>118,832,204</b>	<b>1,126,313</b>	<b>708,902</b>
Other operating income	272,572	221,009	0	0
Materials and services				
Materials and consumables				
Purchases during the financial period	-83,278,671	-81,350,659	0	0
Change in Inventories, increase (-) or decrease (+)	-4,501,326	-2,886,184	0	0
External services	-6,532,864	-6,251,452	0	0
Materials and services, total	-94,312,861	-90,488,295	0	0
Personnel expenses				
Wages and salaries	-10,707,089	-9,922,214	-547,693	-503,380
Other personnel expenses				
Pension expenses	-1,123,556	-1,267,969	-59,309	-60,995
Other social expenses	-1,436,471	-1,569,357	-16,205	-3,584
Personnel expenses, total	-13,267,116	-12,759,540	-623,207	-567,960
Depreciation according to plan	-3,722,101	-3,265,499	0	0
Other operating expenses	-12,780,160	-11,498,817	-3,292,982	-660,542
<b>OPERATING PROFIT (-LOSS)</b>	<b>842,019</b>	<b>1,041,062</b>	<b>-2,789,876</b>	<b>-519,599</b>

EUR	Group 1 Sep 2023– 31 Aug 2024	Group 1 Sep 2022– 31 Aug 2023	Parent company 1 Sep 2023– 31 Aug 2024	Parent company 1 Sep 2022– 31 Aug 2023
Financial income and expenses				
Other interest and financial income				
from Group companies	0	0	1,569,125	610,927
from others	1,629,965	1,613,862	-272,140	740,171
Interest and other financial expenses				
from Group companies	0	0	-60,590	-2,574
from others	-4,138,373	-5,044,345	-837,749	-640,041
Financial income and expenses, total	-2,508,408	-3,430,483	398,646	708,483
<b>PROFIT (-LOSS) BEFORE APPROPRIATIONS AND TAXES</b>	<b>-1,666,389</b>	<b>-2,389,421</b>	<b>-2,391,230</b>	<b>188,884</b>
Income taxes				
Taxes for the financial period	-676,144	-500,522	-247,958	0
Changes in deferred taxes	-283,003	62,535	-8,990	0
Income taxes, total	-959,147	-437,987	-256,949	0
<b>PROFIT (-LOSS) FOR THE FINANCIAL YEAR</b>	<b>-2,625,536</b>	<b>-2,827,408</b>	<b>-2,648,179</b>	<b>188,884</b>

# Parent company and Consolidated Group balance sheet

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
<b>ASSETS</b>				
<b>FIXED ASSETS</b>				
Intangible assets				
Intangible rights	208,452	418,587	0	0
Other intangible assets	1,022,598	758,071	0	0
Assets under construction	1,735,439	1,826,249	12,672	0
Goodwill	19,138,183	21,345,323	0	0
Total intangible assets	22,104,672	24,348,230	12,672	0
Tangible assets				
Machinery and equipment	694,580	848,313	0	0
Investments				
Holdings within companies in the same group	0	0	20,889,340	20,889,340
Receivables in companies in the same	0	0	39,000,000	23,000,000
<b>NON -CURRENT ASSETS, TOTAL</b>	<b>22,799,252</b>	<b>25,196,543</b>	<b>59,902,012</b>	<b>43,889,340</b>

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2024
<b>CURRENT ASSETS</b>				
Current assets				
Inventories, Finished products / Goods	43,291,009	49,502,932	0	0
Advance payments	1,707,579	945,207	0	0
Total current assets	44,998,588	50,448,139	0	0
Receivables				
Non-current				
Other non-current receivables	165,049	158,558	0	0
Current				
Trade receivables	14,445,084	15,757,656	0	91,271
Loan receivables	2,000	2,800	0	13,613
Other current receivables	1,000,367	544,309	0	0
Pre-paid expenses and accrued income	1,224,278	988,467	4,550,139	2,538,582
Total current receivables	16,671,729	17,293,232	4,550,139	2,643,466
Cash and cash equivalents	9,287,916	2,386,197	0	0
<b>CURRENT ASSETS, TOTAL</b>	<b>71,123,282</b>	<b>70,286,126</b>	<b>4,550,139</b>	<b>2,643,466</b>
<b>ASSETS, TOTAL</b>	<b>93,922,534</b>	<b>95,482,669</b>	<b>64,452,150</b>	<b>46,532,806</b>



EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Capital and reserves				
Share capital	80,000	80,000	80,000	80,000
Other reserves				
Reserve for invested unrestricted equity	52,979,760	32,887,037	52,979,760	32,887,037
Retained earnings	1,213,779	6,743,289	-983,486	-1,172,370
Profit (-loss) for the financial year	-2,625,536	-2,827,408	-2,648,179	188,884
<b>Equity, total</b>	<b>51,648,003</b>	<b>36,882,918</b>	<b>49,428,095</b>	<b>31,983,551</b>
<b>LIABILITIES</b>				
Non-current				
Loans from financial institutions	25,552,474	32,148,045	10,464,974	11,345,545
Deferred tax liabilities	18,626	17,448	0	0
Other liabilities	76,296	96,872	0	0
Non-current liabilities, total	25,647,396	32,262,365	10,464,974	11,345,545
Current				
Loans from financial institutions	3,298,000	2,198,000	4,191,152	1,183,000
Trade payables	7,601,228	12,073,417	24,997	1,322,552
Other current liabilities	2,720,116	9,144,812	149,861	73,721
Accrued expenses and deferred income	3,007,790	2,921,156	193,071	624,437
Current liabilities, total	16,627,134	26,337,385	4,559,081	3,203,709
<b>LIABILITIES, TOTAL</b>	<b>42,274,530</b>	<b>58,599,750</b>	<b>15,024,055</b>	<b>14,549,255</b>
<b>EQUITY AND LIABILITIES, TOTAL</b>	<b>93,922,534</b>	<b>95,482,669</b>	<b>64,452,150</b>	<b>46,532,806</b>

# Parent company and Consolidated Group cash flow

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
<b>Cash flow from operating activities</b>				
Operating profit (-loss)	842,018	1,041,061	-2,789,876	-519,599
Depreciation according to plan	936,397	905,102	0	0
Goodwill amortisation	2,785,704	2,360,397	0	0
Other income and expenses not associated with payment	-1,077,476	233,782	0	27,505
Changes in working capital	-1,369,113	13,373,640	-1,974,711	-342,856
Financial expenses and income	-2,671,775	-2,973,137	-870,051	-597,504
Income taxes	-357,957	-549,029	-256,949	0
<b>Net cash flow from operating activities</b>	<b>-912,202</b>	<b>14,391,816</b>	<b>-5,891,587</b>	<b>-1,432,454</b>
<b>Cash flow from investing activities</b>				
Investment of intangible and tangible assets	-745,772	-2,481,062	-12,672	0
Loans granted to group companies	0	0	-16,000,000	-7,000,000
Repayment of loans from group companies	0	0	0	0
Acquired shares in subsidiaries	-5,718,467	-6,939,150	0	0
<b>Net cash flow from investing activities</b>	<b>-6,464,239</b>	<b>-9,420,211</b>	<b>-16,012,672</b>	<b>-7,000,000</b>

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2022
<b>Cash flow from financing activities</b>				
Withdrawals of long-term loans	0	0	-1,183,000	0
Repayment of non-current debt	-5,798,000	-2,669,000	0	-1,436,500
Loans from group companies	0	0	2,994,538	14,425
Credit limit change	-601,128	-10,886,114	0	0
Group contribution	0	0	0	1,200,000
Share issue	20,092,723	8,654,530	20,092,722	8,654,530
<b>Net cash flow from financing activities</b>	<b>13,693,595</b>	<b>-4,900,584</b>	<b>21,904,260</b>	<b>8,432,455</b>
Unrealised exchange and currency translation differences	584,567	-1,751,140	0	0
<b>Cash and cash equivalents at the beginning of the financial year</b>	<b>2,386,197</b>	<b>4,066,316</b>	<b>0</b>	<b>0</b>
Changes in cash and cash equivalents	6,901,719	-1,680,119	0	0
<b>Cash and cash equivalents at the end of the financial year</b>	<b>9,287,916</b>	<b>2,386,197</b>	<b>0</b>	<b>0</b>

# Notes to the financial statements

## Duell corporation notes

### ACCOUNTING AND VALUATION PRINCIPLES

#### General about the Group

The Duell Group comprises the parent company Duell Corporation as well as Oy Duell Bike-Center Ab (registered office: Mustasaari, Finland), Duell AB (registered office: Tranås, Sweden), Duell AS (registered office: Kongsvinger, Norway), Duell UK Ltd (registered office: Coalville, Great Britain), Duell TMV B.V. (registered office: Veghel, the Netherlands), Duell GmbH (registered office: Meppen, Germany), Duell SAS (registered office: Montpellier, France), Tecno Globe SAS (registered office: Montpellier, France), Tran-Am (New Milton) Ltd (registered office: New Milton, Great Britain) and Tran-Am Ltd (registered office: New Milton, Great Britain). The consolidated financial statements are combined with the parent company's financial statements and are available at the head office at Kauppatie 19, 65610 Mustasaari, Finland.

#### Scope of consolidated financial statements

In addition to Duell Corporation, the consolidated financial statements cover the subsidiaries in which the Group exercises control. Control is constituted when the Group holds more than half of the voting power in the subsidiary or otherwise exercises control. Control refers to the right to determine a company's financial and business policies in order to derive benefit from its operations.

#### Going concern

The financial statements have been prepared on the basis of the going concern principle. The covenants on Duell's financial institutions loans relate to the share of net debt in EBITDA (Leverage) and the share of net debt of equity (Gearing). The covenants are reviewed on a quarterly basis. According to the financing agreement, in the event of a breach of the covenants, the bank has the right to terminate the loans and demand repayment.

The conditions for the covenants were met at the financial year-end. The review points of covenants are quarterly (30.11.2024, 28.2.2025, 31.5.2025, 31.8.2025).

#### Elimination of ownership within the Group

Intra-group ownership has been eliminated using the acquisition cost method.

#### Business transactions within the Group

All business transactions within the Group, internal receivables and liabilities, unrealised profits, and internal distribution of profit are eliminated in the consolidated financial statements.

#### Deferred taxes

Deferred taxes are calculated from temporary differences between the carrying amount and the taxable amount, and are presented separately in the consolidated financial statements.

#### Items in foreign currency

Business transactions denominated in foreign currencies are recognised in euro according to the exchange rate prevailing on the transaction date. Receivables and liabilities denominated in foreign currencies are translated into euro using the exchange rates of the balance sheet date. Exchange rate gains and losses arising from such transactions, receivables and liabilities are recognised in the income statement.

Income and expense items in the income statements and balance sheets denominated in foreign currencies of Group companies are translated into euros using the exchange rates confirmed by the European Central Bank. Items on the income statements are translated using the average exchange rates and items on the balance sheets using the exchange rates of the end date of the reporting period. The income statements of Group companies outside the Eurozone are translated into euro using the average exchange rates of the reporting period and the balance sheets using the exchange rates of the end date of the reporting period. Different exchange rates result in a translation difference, which is recognised under equity, likewise the translation differences due to the elimination of the acquisition cost related to subsidiaries outside the Eurozone.

#### Valuation of fixed assets

Intangible assets are mainly composed of trademarks and other long-term expenditure. Tangible fixed assets are mainly composed of machinery and equipment. Tangible fixed assets are recognised at the original acquisition cost less depreciation according to plan and, when applicable, impairment.

Depreciation according to plan is based on the estimated useful lives of the assets.

**Applied rules for depreciation**

## Intangible assets

Goodwill	linear depreciation in 10 years
Other intangible expenditure	linear depreciation in 3 years
Trademarks	linear depreciation in 5 years

## Tangible assets

Machinery and equipment	25% depreciation of residual value
Vehicles	25% depreciation of residual value

**Inventories and trade receivables**

Inventories are recognised according to the weighted average cost principle, at the lower of their acquisition cost or net realisable value or reacquisition cost. The value of inventories only includes variable expenses.

The principles of the valuation of inventories has been changed during the fiscal year. Inventory valuation is based on latest goods receipt date and different depreciation profiles for different types of goods, based on technical merit.

Bad debt provision are for overdue receivables, 50 % after 60 days overdue and 100% after 90 days overdue.

**Research and development expenditure**

Research and development costs are recognized as an annual expense in the income statement.

**Related party transactions, Parent company**

Related party transactions between the Group companies during the financial year were as follows:

EUR	2024	2023
Sales of services	1,123,790	704,266
Financial income	1,569,125	610,927
Financial expense	60,590	2,574
Group contribution	0	0

## Related party granted loan transactions, Parent company

EUR	2024	2023
Group loan	16,000,000	7,000,000

## Related party received loan transactions, Parent company

EUR	2024	2023
Convertible bonds	0	0

Total amount of the group loans was 39,000,000 €. The loan period is 5 years. The interest for the loans granted before 1.1.2023 is 3.15% and 5.5% for the loans granted after 1.1.2023.



### Events during the financial year

Duell announced on October 9, 2023, that it is considering a rights offering, which would be up to approximately EUR 20 million. The Extraordinary General Meeting held on 30th of November authorised the Board of Directors to resolve on a share issue and the terms and conditions of its fully guaranteed rights offering of approximately EUR 20.2 million.

The rights offering took place between December 7, 2023-December 21, 2023, which was oversubscribed. The total number of shares increased from 30,545,474 shares to 1,038,546,116 shares. Duell received gross proceeds of approximately EUR 20.2 million and net proceeds of approximately EUR 17.7 million from the share issue. Trading in the new shares started on January 3, 2024.

Duell paid out the final instalment of the purchase price relating to the acquisition of Tran-Am Ltd (approximately GBP 4.9 million) on December 28, 2023.

Magnus Miemois started as COO and Deputy CEO on January 1, 2024. The plan was for Magnus Miemois to become Duell's CEO during 2024. In connection with this change, the current CEO Jarkko Ämmälä will become Duell's Commercial Director.

Duell announced on June 1, 2024, that it will renew its organisation and the Management Team as of June 1, 2024, with the goal of investing in growth, developing strategic partnerships, and improving efficiency. As part of the change Magnus Miemois was appointed CEO on June 1, 2024.

Duell announced on June 10, 2024, that Caj Malmsten had been appointed as the company's Chief Financial Officer (CFO) and a member of the Management Team, effective August 19, 2024. The interim CFO, Juha Lindroos, continued to serve Duell until the end of September 2024.

Duell announced on August 1, 2024, the commencement of a share buyback program. The repurchased shares will be used for a new share-based incentive program aimed at key personnel within the Duell Group. The maximum number of shares to be repurchased is 6,760,000, which corresponds to approximately 0.7 percent of the total number of the company's shares. The maximum amount to be used for the purchase of shares is EUR 300,000.

The buyback program was completed on October 15, 2024, and after the program Duell owned 6,760,000 shares in total.

Duell announced on August 28, 2024, that the Board of Directors decided to establish a new share-based incentive scheme for key personnel of the Group. The share-based incentive scheme for 2025–2029 consists of three earning periods, covering the financial years 2025–2027, 2026–2028, and 2027–2029. The Board of Directors will decide annually on the commencement and details of each earning period.

### Events after the financial year

Duell announced the commencement of change negotiations on October 9, 2024, with the aim of streamlining operations by adjusting activities and roles to the current market situation. The efficiency measures affecting all 220 employees of the Group aim to achieve annual cost savings of approximately EUR 1 million, mainly impacting the financial year 2025. The estimated need for workforce reductions within the Duell Group is up to 20 positions, of which a maximum of 9 positions are in Finland.

Duell announced on October 9, 2024, that the Board of Directors of Duell will propose to the Annual General Meeting that the meeting resolves on a reverse stock split, i.e., reducing the number of shares. The Board proposes that the reverse split be executed by issuing new shares to the company free of charge and redeeming the company's shares without compensation, in such a way that, after these measures, every 200 existing shares would correspond to one (1) share of the company. The current total number of company shares is 1,038,546,116.

Duell completed its share buy-back programme on 15 October 2024. The buybacks started on 5 August 2024. Under the buy-back programme, the company acquired 6,760,000 shares at an average price of EUR 0.0369. The repurchased shares will be used for a new share-based incentive plan for key employees of the Duell Group. After the buybacks, the company holds a total of 6,760,000 shares, which corresponds to approximately 0.7% of the total number of 1,038,546,116 shares in Duell.

## Notes to income statement

Net sales split EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Domestic	34,654,795	37,387,500	525,556	708,902
Other Europe	68,453,367	79,648,433	600,757	0
Other	21,543,523	1,796,271	0	0
<b>Total</b>	<b>124,651,685</b>	<b>118,832,204</b>	<b>1,126,313</b>	<b>708,902</b>

The Group's net sales consists of the sale of equipment, supplies and spare parts for motorcycles, snowmobiles, mopeds, ATVs and bicycles. In addition, the range also includes watersports and marine accessories. The net sales of the Group's parent company Duell Corporation consists of administrative services charges to Group companies.

	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Average number of employees during the financial year	215	218	2	2
Number of employees at the end of reporting period	215	212	3	2
<b>Notes regarding the personnel and governance bodies</b>				
Board of Directors' and Managing director's salaries and remuneration	357,945	394,778	357,945	394,778

### Loans to related parties in the Parent company or in the Group

The Group companies have not granted loans to related parties.

### Depreciation and impairment

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Depreciation of tangible assets	-273,117	-332,116	0	0
Depreciation of intangible assets	-3,448,984	-2,933,383	0	0
<b>Depreciation, total</b>	<b>-3,722,101</b>	<b>-3,265,499</b>	<b>0</b>	<b>0</b>

### Financial income and expenses

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Interest income				
from Group companies	0	0	1,569,125	610,927
from others	34,908	25,015	22,282	3,703
Other financial income	1,595,058	1,588,848	-294,423	736,468
Interest and other financial expenses	-4,138,373	-5,044,345	-898,339	-642,615
<b>Financial items, total</b>	<b>-2,508,407</b>	<b>-3,430,482</b>	<b>398,646</b>	<b>708,483</b>

### Auditor's fees

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Audit firm				
Audit	207,395	129,641	40,671	21,359
Other services	275,788	41,585	175,226	0
<b>Total</b>	<b>483,183</b>	<b>171,226</b>	<b>215,897</b>	<b>21,359</b>



## Notes to balance sheet

### Intangible and tangible assets

Group	Intangible rights	Other intangible assets	Assets under construction	Goodwill	Total intangible assets	Machinery and equipment	Total tangible assets
Acquisition cost on 1 Sep	2,075,097	1,847,912	1,826,249	27,271,508	33,020,766	2,580,905	2,580,905
Additions	13,385	592,843	278,190	434,123	1,318,541	276,106	276,106
Decreases	-76,216	0	-369,000	0	-445,216	-83,017	-83,017
Group companies assets at acquisition	0	63,324	0	0	63,324	205,062	205,062
Currency translation difference	141,383	-55,424		151,406	237,365	-195,324	-195,324
Adjustments			0		0		0
<b>Acquisition cost on 31 Aug</b>	<b>2,153,649</b>	<b>2,448,654</b>	<b>1,735,439</b>	<b>27,857,037</b>	<b>34,194,780</b>	<b>2,783,732</b>	<b>2,783,732</b>
Accumulated depreciation on 1 Sep	-1,656,509	-1,089,841	0	-5,926,183	-8,672,533	-1,732,592	-1,732,592
Depreciation during financial year	-327,064	-336,216	0	-2,792,671	-3,455,951	-273,117	-273,117
Group companies accumulated depreciation at acquisition	0	0	0	0	0	-145,766	-145,766
Accumulated depreciation at decreased assets	38,377	0	0	0	38,377	58,313	58,313
Currency translation difference					0		0
Adjustments					0		0
<b>Accumulated depreciation on 31 Aug</b>	<b>-1,945,196</b>	<b>-1,426,057</b>	<b>0</b>	<b>-8,718,854</b>	<b>-12,090,107</b>	<b>-2,093,162</b>	<b>-2,093,162</b>
<b>Carrying amount on 31 Aug</b>	<b>208,452</b>	<b>1,022,597</b>	<b>1,735,439</b>	<b>19,138,181</b>	<b>22,104,671</b>	<b>690,569</b>	<b>690,570</b>

### Parent Company

	Investments in subsidiaries
Acquisition cost on 1 Sep	20,889,340
Additions	0
Decreases	0
<b>Acquisition cost on 31 Aug</b>	<b>20,889,340</b>

### Subsidiaries

Company	Registered office	Group Ownership
Oy Duell Bike-Center Ab	Mustasaari	100%
Duell AB	Tranås	100%
Duell AS	Kongsvinger	100%
Duell UK Ltd	Coalville	100%
Tran-Am (New Milton) Ltd	New Milton	100%
Tran-Am Ltd	New Milton	100%
Duell TMV B.V.	Veghel	100%
Duell GmbH	Meppen	100%
Duell SAS	Montpellier	100%
Tecno Globe SAS	Montpellier	100%

## Receivables

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Other non-current receivables	152,377	158,558	0	0
Advance payments	12,672		12,672	
<b>Non-current receivables</b>				
Loan receivables from Group companies	0	0	39,000,000	23,000,000
<b>Current receivables</b>				
Trade receivables	14,445,084	15,757,656	0	91,271
<b>Receivables from Group companies</b>				
Pre-paid expenses and accrued income	0	0	4,412,067	2,428,982
Interest receivables	0	0	3,293,841	1,724,716
Group contribution from Group company	0	0	0	0
Other pre-paid expenses and accrued income	0	0	1,118,226	704,266
<b>Other current receivables</b>				
Other current receivables	1,002,367	547,109	138,071	123,213
Pre-paid expenses and accrued income	1,224,278	988,467	0	0
	<b>16,671,729</b>	<b>17,293,232</b>	<b>43,550,138</b>	<b>25,643,466</b>

## EQUITY

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Share capital on 1 Sep	80,000	80,000	80,000	80,000
Increase in share capital	0	0	0	0
<b>Share capital on 31 Aug</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>	<b>80,000</b>
Reserve for invested unrestricted equity on 1 Sep	32,887,037	24,232,507	32,887,037	24,232,507
Share issue	20,160,013	8,654,530	20,092,722	8,654,530
Purchase of own shares*	-67,291			
<b>Reserve for invested unrestricted equity on 31 Aug</b>	<b>52,979,759</b>	<b>32,887,037</b>	<b>52,979,760</b>	<b>32,887,037</b>
Retained earnings on 1 Sep	3,915,881	7,540,773	-983,486	-1,172,370
Adjustment to retained earnings		0	0	0
Changes in accounting principles	-3,186,275			
Other	62,629			
Currency translation differences	421,544	-797,484	0	0
Retained earnings on 31 Aug	1,213,779	6,743,289	-983,486	-1,172,370
Profit (loss) for the period	-2,625,536	-2,827,408	-2,648,179	188,884
<b>Equity, total</b>	<b>51,648,003</b>	<b>36,882,918</b>	<b>49,428,094</b>	<b>31,983,551</b>
<b>Distributable funds on 31 Aug</b>				
Reserve for invested unrestricted equity			52,979,760	32,887,037
Retained earnings			-983,486	-1,172,370
Profit (loss) for the period			-2,648,179	188,884
<b>Total distributable funds at 31 Aug</b>			<b>49,348,094</b>	<b>31,903,551</b>

\*Duell completed its share buy-back programme on 15 October 2024. The buybacks started on the 5th of August 2024. Under the buy-back programme, the company acquired 6,760,000 shares at an average price of EUR 0.0369. The shares were repurchased in public trading on the First North Growth Market Finland marketplace operated by Nasdaq Helsinki Ltd at the market price at the time of acquisition. The repurchased shares will be used for a new share-based incentive plan for key employees of the Duell Group. After the buybacks, the company holds a total of 6,760,000 shares, which corresponds to approximately 0.7% of the total number of 1,038,546,116 shares in Duell Corporation. Duell has changed the accounting principles related to inventory obsolescence and overdue trade receivables.



### The Board's proposal of the distributable funds

The Board proposes that the company's loss of EUR 2,648,179 is transferred to Retained Earnings and that no dividend will be distributed.

### Shares in the Parent company

Each share entitles the holder to one vote at the Annual General Meeting.

All shares have equal rights to dividends and company assets.

#### Parent company 31 Aug 2024

	Parent company 31 Aug 2024
Shares in the Parent company	1,038,546,116 shares

At the end of the financial year one share of the company was valued at 0.0355 EUR and the company's market value was 36,868,387 EUR.

### Non-current liabilities

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Loans from financial institutions	25,552,474	32,148,045	10,464,974	11,345,545
Other non-current debt	76,296	96,872	0	0
Deferred tax liabilities	18,626	17,448	0	0
<b>Non-current liabilities, total</b>	<b>25,647,396</b>	<b>32,262,365</b>	<b>10,464,974</b>	<b>11,345,545</b>

Deferred tax liability consists of adjustments to the acquisition calculations.

### Current liabilities

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Loans from financial institutions	3,298,000	2,198,000	4,191,152	1,183,000
Trade payables	7,601,228	12,073,417	24,997	1,322,552
Other current liabilities	2,720,116	9,144,812	149,861	73,721
Accrued expenses and deferred income	3,007,790	2,921,156	193,071	624,437
Wages and salaries	1,356,752	1,269,789	65,529	37,444
Interest expenses	182,074	222,429	31,363	33,365
Other accrued expenses and deferred income	1,468,964	1,428,938	96,180	553,628
<b>Current liabilities, total</b>	<b>16,627,134</b>	<b>26,337,385</b>	<b>4,559,081</b>	<b>3,203,709</b>

### Collaterals and off-balance sheet commitments

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
<b>Loans and other liabilities pledged with collaterals</b>				
Loans from financial institutions	28,850,474	34,346,045	11,647,974	12,528,545
Credit limits	21,000,000	21,000,000	0	0
whereof used	0	0	0	0
Import letter of credit	500,000	500,000	0	0
whereof used	0	0	0	0
Other collaterals	618,000	600,000	0	0
whereof used	294,198	305,177	0	0

### Given Collaterals

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Corporate mortgage	120,640,000	120,640,000	60,320,000	60,320,000
Subsidiary shares	0	0	20,889,340	20,889,340

### Rental commitments

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Current rental commitments	2,577,258	2,163,635	0	0
Non-current rental commitments	9,291,693	8,455,744	0	0
<b>Total</b>	<b>11,868,951</b>	<b>10,619,379</b>	<b>0</b>	<b>0</b>

### Lease commitments

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Current lease commitments	231,952	326,300	0	11,430
Non-current lease commitments	300,600	280,305	0	0
<b>Total</b>	<b>532,552</b>	<b>606,605</b>	<b>0</b>	<b>11,430</b>

Rental commitments relate to leases for premises and lease commitments relate to rental of machinery and equipment.

### Derivatives

EUR	Group 31 Aug 2024	Group 31 Aug 2023	Parent company 31 Aug 2024	Parent company 31 Aug 2023
Fair value of interest hedging	0	34,163	0	34,163
Target value of interest hedging	0	4,391,731	0	4,391,731
Fair value of currency hedging	0	69,519	0	0
Target value of currency hedging	0	2,835,432	0	0

Concerning year 2023, the currency hedge relates to the hedging of the foreign currency payment of the deferred purchase price of a subsidiary acquired during the financial year. The fair value effect was not recognised in the consolidated income statement. The interest rate hedge applied by the parent company was also not recognised in the income statement.



# Signatures for the financial statements and the report of the Board of Directors

Finland on 24 October 2024

Anna Hyvönen  
Chairperson of the Board

Kim Ignatius  
Board member

Anu Ora  
Board member

Niko Mokka  
Board member

Magnus Miemois  
Managing director

## Auditor's note

A report on the audit performed has been issued today.

Finland on 25 October 2024

KPMG Oy Ab

Mari Kaasalainen  
CPA



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