

**Annual General Meeting of Boliden AB (publ)**

The shareholders of Boliden AB (publ) are summoned to the Annual General Meeting to be held on Tuesday, May 3, 2016 at 12.30 (CET). The Annual General Meeting will be held at Scandic Hotell in Skellefteå. The registration and the exhibition will open at 11 a.m. (CET) and a light lunch will be served from 11.30 a.m. The shareholders will also be offered a tour of Boliden Rönnskär prior to the Annual General Meeting.

**Participation**

Shareholders who wish to participate in the Annual General Meeting

- must be registered in the company's share register maintained by Euroclear Sweden AB on Wednesday, April 27, 2016 (see below regarding re-registration of nominee registered shares), and
- must give notice of participation to the company on the company's website, [www.boliden.com](http://www.boliden.com), by telephone +46 8 32 94 29 or by mail to Boliden AB, c/o Computershare AB, Box 610, 182 16 Danderyd, Sweden. Notice of participation must be given no later than Wednesday, April 27, 2016.

When giving notice of participation, shareholders shall state their name, identification or registration number, address and telephone number as well as the number of attending assistants. The information provided will be processed and used only for the purpose of the Annual General Meeting.

**Nominee Shares**

Shareholders whose shares are nominee registered must, no later than on Wednesday, April 27, 2016, temporarily be entered into the share register kept by Euroclear Sweden AB in their own name in order to be entitled to participate in the Annual General Meeting. A request for such re-registration must be submitted to the nominee well in advance of said date.

**Proxy**

Shareholders represented by proxy must issue a power of attorney. Form of power of attorney is available on the company's website [www.boliden.com](http://www.boliden.com). A power of attorney issued by a legal person must be accompanied by a certified copy of the legal person's certificate of registration. A power of attorney is valid one year from its issue date or such longer time period as set out in the power of attorney, however not longer than a maximum of five years. The certificate of registration shall evidence the circumstances on the date of the Annual General Meeting and should not be older than one year at the time of the Annual General Meeting.

In order to facilitate the registration at the Annual General Meeting, powers of attorney in original, certificates of registration and other documents of authority should be sent to Boliden AB, c/o Computershare AB, Box 610, 182 16 Danderyd, well in advance of the day of the Annual General Meeting.

**Entrance Card**

The notice of participation will be confirmed by an entrance card, which shall be presented in connection with the registration at the Annual General Meeting.

### **Proposed Agenda**

1. Opening of the Annual General Meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of two persons to verify the minutes together with the Chairman
6. Determination whether the Meeting has been duly convened
7. Presentation of the annual report and auditors' report as well as the consolidated financial statements and auditor's report for the Group (including the auditor's statement regarding the guidelines for remuneration to the Group Management in effect since the previous Annual General Meeting)
8. Report on the work of the Board of Directors, its Remuneration Committee and its Audit Committee
9. The President's address
10. Report on the audit work during 2015
11. Resolutions regarding adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
12. Resolution regarding appropriation of the company's profit in accordance with the adopted balance sheet and determination of the record day for the right to receive dividend
13. Resolution regarding discharge from liability of the members of the Board of Directors and the President
14. Resolution on the number of Board members and auditors to be appointed by the Annual General Meeting
15. Resolution on fees for the Board of Directors
16. Election of the Members and Chairman of the Board of Directors
17. Resolution on fees for the auditor
18. Resolution on the appointment of auditor
19. Resolution regarding guidelines for compensation for the Group Management
20. Election of members of the Nomination Committee
21. Questions
22. Closing of the Annual General Meeting

### **Nomination Committee**

The Nomination Committee has consisted of Jan Andersson (Swedbank Robur fonder), Chairman of the Nomination Committee, Ulrika Danielsson (Andra AP-fonden), Lars-Erik Forsgårdh, Elisabet Jamal Bergström (Handelsbanken Fonder) and Anders Ullberg (Chairman of the Board of Directors).

### **Election of Chairman (item 2)**

The Nomination Committee proposes that Anders Ullberg be elected Chairman of the meeting.

### **The Board of Directors' proposals for resolution on the appropriation of the profit according to the adopted balance sheet and determination of the record date for the dividend (item 12)**

The Board of Directors proposes a dividend to the shareholders of SEK 3.25 (2.25) per share and that Friday, May 6, 2016 shall be the record date for the right to receive dividends.

Provided the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed through Euroclear Sweden AB on Wednesday, May 11, 2016.

#### **Resolution on the number of Directors and auditors appointed by the Annual General Meeting (item 14)**

The Nomination Committee proposes the appointment of eight Board members and one registered accounting firm as auditor.

#### **Resolution regarding remuneration to the Board of Directors (item 15)**

The Nomination Committee has proposed that the Chairman of the Board shall be remunerated with a fee of SEK 1 400 000 (1 300 000) and that each of the other Directors elected by the Annual General Meeting not employed by the company, shall be remunerated with a fee of SEK 500 000 (480 000). Furthermore, it is proposed that fees shall be paid to the Audit Committee, with SEK 190 000 (150 000) to the Chairman of the Audit Committee and SEK 90 000 (75 000) to each of its members and that unchanged fees of SEK 50 000 shall be paid to each of the members of the Remuneration Committee.

In connection with the Nomination Committee's proposal for fees to the Board members, the Board of Directors proposes, provided that it is cost-neutral for Boliden and after a written agreement between Boliden and a Swedish limited liability company wholly-owned by a Board member, that board fees may be invoiced by the company wholly-owned by the Board member. In such case, the invoiced fee shall be increased with an amount corresponding to social security payments and value added tax, all pursuant to law.

#### **Election of Board of Directors and Chairman of the Board (item 16)**

The Nomination Committee proposes re-election of Board members Marie Berglund, Tom Erixon, Lennart Evrell, Ulla Litzén, Michael G:son Löw, Elisabeth Nilsson and Anders Ullberg and that Pekka Vauramo is elected as new Board member. Staffan Bohman has declined re-election. Pekka Vauramo is President and CEO of Finnair. He has a M.Sc. in Mine Engineering and has before he joined Finnair had different management positions in Cargotec and Sandvik Mining. He is a Member of the Board of Directors of Ilmarinen and Glaston Plc. The Nomination Committee also proposes re-election of Anders Ullberg as Chairman of the Board of Directors.

#### **Resolution on the remuneration to the auditor (item 17)**

The Nomination Committee proposes that the auditor's fees shall be paid in accordance with approved invoices.

#### **Election of auditor (item 18)**

The Nomination Committee proposes election of the accounting firm Deloitte AB as auditor for the period until the end of the next Annual General Meeting.

#### **Decision regarding guidelines for compensation to Group Management (item 19)**

The Group Management consists of the President and four senior executives. The Board of Directors proposes the following guidelines for compensation etc. (unchanged from the previous year):

Compensation to senior executives shall comprise of fixed salary, variable compensation, if any, other benefits and pension. The total compensation shall be on market terms and shall be competitive. The fixed salary shall be related to the responsibilities and authority of the senior

executive in question. The variable compensation shall not exceed 60 percent for the President of the fixed salary and 40 or 50 percent for other senior executives and shall be based on results achieved compared with established goals. A termination notice period of 6 to 12 months is normally applied in the event of notice of termination of employment by the company, and of 3 to 6 months in the event of notice of termination by the individual. Severance compensation, if any, should not exceed 18 months salaries and can only be payable in the event the termination is initiated by the company. In no event can the individual receive a total compensation (notice period and severance payment) exceeding 24 months salaries. Pension benefits shall be defined contribution. The retirement age is 65. The variable compensation shall not be included in the basis for calculation of pension.

The Remuneration Committee submits proposals to the Board of Directors regarding compensation etc. of the President. Furthermore, the Remuneration Committee prepares the principles for compensation to the Group Management and approves, on proposal from the President, compensation etc. to the Group Management.

### **Election of members to the Nomination Committee (item 20)**

The Nomination Committee proposes that Jan Andersson (Swedbank Robur fonder), Lars-Erik Forsgårdh, Ola Peter Gjessing (Norges Bank Investment Management), Anders Oscarsson (AMF) and Anders Ullberg (Chairman of the Board of Directors) are appointed as new Nomination Committee members.

### **Shares and Votes**

Boliden's share capital amounts to SEK 578 914 338 distributed among 273 511 169 shares and votes. The company holds no own shares.

### **Further Information**

Information regarding the proposed Board members and the Nomination Committee's motivated statement are available on the company's website at [www.boliden.com](http://www.boliden.com).

The annual report and the auditor's report together with the auditor's statement on compliance with the guidelines on compensation to Group Management, and The Board of Director's proposed allocation of profits and statement in accordance with chapter 18, section 4 of the Swedish Companies Act will be available on [www.boliden.com](http://www.boliden.com) and at the company's head office, Klarabergsviadukten 90 in Stockholm, Sweden, as of Tuesday April 12, 2016. The documents may also be ordered from the company.

### **Shareholders' right to information**

The Board of Directors and the President may, if requested by a shareholder and if the Board deems it to be without material harm to the company, provide information regarding circumstances that may influence the assessment of either an agenda item, or the company's or a subsidiary's financial situation or the company's relation to another group company. Those who wish to pose questions may submit these in advance to Boliden AB, c/o Computershare AB, Box 610, 182 16 Danderyd, Sweden or via e-mail to: [arsstamma@boliden.com](mailto:arsstamma@boliden.com)

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Stockholm, March 2016  
**Boliden AB (publ)**  
The Board of Directors