

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

The shareholders of Boliden AB (publ) (company registration number 556051-4142) are summoned to the Annual General Meeting to be held on Friday, May 3, 2019 at 12.30 p.m. (CET). The Annual General Meeting will be held in Boliden, in the municipality of Skellefteå. The registration and the exhibition will open at 10.30 a.m. (CET) and a light lunch will be served.

### **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 Friday, April 26, 2019 (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 Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. Notice of participation must be received by the company no later than Friday, April 26, 2019.

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 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. Such re-registration must be executed no later than Friday, April 26, 2019, on the record date of the Annual General Meeting. A request for such re-registration must be submitted to the nominee well in advance of April 26, 2019.

### **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 Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, 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 2018
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 date 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
  - a. Marie Berglund (re-election)
  - b. Tom Erixon (re-election)
  - c. Michael G:son Löw (re-election)
  - d. Elisabeth Nilsson (re-election)
  - e. Pia Rudengren (re-election)
  - f. Anders Ullberg (re-election)
  - g. Perttu Louhiluoto (new election), and
  - h. Anders Ullberg as Chairman of the Board of Directors (re-election)
17. Resolution on fees for the auditor
18. Resolution on the appointment of auditor
19. Resolution regarding guidelines for remuneration for the Group Management
20. Election of members of the Nomination Committee
21. Resolution regarding automatic share redemption procedure including
  - a. share split (2:1)
  - b. reduction of the share capital through redemption of shares
  - c. increase of the share capital through a bonus issue
22. Questions
23. Closing of the Annual General Meeting

## **Nomination Committee**

The Nomination Committee of Boliden has consisted of Jan Andersson (Swedbank Robur fonder), Chairman, Lars-Erik Forsgårdh, Ola Peter Gjessing (Norges Bank Investment Management), Anders Oscarsson (AMF), Tommi Saukkoriipi (SEB Investment Management) 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.

### **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 8.75 (8.25) per share and that Tuesday, May 7, 2019 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 Friday, May 10, 2019. Further distribution of funds to the shareholders of SEK 4.25 (5.75) per share through an automatic redemption procedure is proposed in accordance with Item 21 below.

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

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

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

The Nomination Committee proposes that the Chairman of the Board shall be remunerated with a fee of SEK 1,750,000 (1,650,000) and that each of the other Directors not employed by the company shall be remunerated with a fee of SEK 580,000 (550,000). Furthermore, it is proposed that the Chairman of the Audit Committee shall be remunerated with a fee of SEK 225,000 (190,000), that each of the Audit Committee's members shall be remunerated with a fee of SEK 125,000 (90,000) and that unchanged fees of SEK 50,000 shall be paid to each of the members of the Remuneration Committee.

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

The Nomination Committee proposes re-election of Marie Berglund, Tom Erixon, Michael G:son Löw, Elisabeth Nilsson, Pia Rudengren and Anders Ullberg. Since Pekka Vauramo has declined re-election, Perttu Louhiluoto is proposed as new board member. He has a Master of Science in Economics from the Helsinki School of Economics and a Master of Laws degree from the University of Helsinki and is currently CEO of Rettig ICC. Previously he has worked at Metso, among others as responsible for their Mineral Services business area, and within McKinsey. 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, in accordance with the recommendation by the Audit Committee, election of the accounting firm Deloitte AB as auditor for the period until the end of the next Annual General Meeting.

### **Resolution regarding guidelines for remuneration 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 remuneration etc. (unchanged from the previous year):

Remuneration to senior executives shall comprise of fixed salary, variable compensation if any, other benefits and pension. The total remuneration 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 of the fixed salary for the President 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 12 months is normally applied in the event of notice of termination of employment by the company and of 6 months in the event of notice of termination by the individual. Severance compensation, if any, should not exceed 18 months salaries and should be payable only in the event termination is initiated by the company. In no event can the individual receive total compensation (notice period and severance payment) exceeding 24 month's 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 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), Tommi Saukkoriipi (SEB Investment Management) and Anders Ullberg (Chairman of the Board of Directors) are appointed as Nomination Committee members.

### **Resolution regarding automatic share redemption procedure including a) share split (2:1), b) reduction of the share capital through redemption of shares and c) increase of the share capital through a bonus issue (item 21)**

#### Background

Boliden has generated substantial cash flows over the past year and the financial position is strong. The net debt/equity ratio at the year-end was 5 percent, which means that the balance sheet is stronger than Boliden's target of 20 percent during an economic upturn. The Board proposes that the annual general meeting resolves on an automatic share redemption, which will not jeopardise the ability to handle any deterioration in market terms nor the ability to finance additional growth. Through this, each existing share is split into two shares (share split 2:1), whereof one of those shares will automatically be redeemed at SEK 4.25. In addition to the proposed ordinary dividend of SEK 2,393,222,728.75, SEK 1,162,422,468.25 will be distributed

to the shareholders through this procedure. The ordinary dividend and the redemption amount to a total of SEK 3,555,645,197, or SEK 13 per share. To achieve a quick and efficient redemption procedure the Board further proposes that the Company's share capital is restored to its current amount by means of a bonus issue. In view of hereof, the Board proposes that the meeting resolves in accordance with the following proposal.

21 a) share split (2:1)

The Board proposes that the annual general meeting resolves on a share split 2:1, meaning that each existing share is divided into two shares, of which one is to be referred to as redemption share in the Euroclear system and be redeemed in the manner described under item b) below. The suggested record date at Euroclear for the share split is May 24, 2019. The last trading day for the Company's shares including the right to receive redemption shares will therefore be May 22, 2019 and the first trading day for the Company's shares excluding the right to receive redemption shares will be May 23, 2019. After the share split, the number of shares in the Company will increase from 273,511,169 to 547,022,338, each share with a quota value of approximately SEK 1.06.

21 b) reduction of the share capital through redemption of shares

The Board proposes that the annual general meeting resolves that the Company's share capital shall be reduced by SEK 289,457,169 (the reduction amount) for repayment to the shareholders. The reduction of the share capital will be made by means of redemption of 273,511,169 shares.

The shares so redeemed shall be those shares that, after the share split in accordance with item a) above, are referred to as redemption shares in the Euroclear system, whereby the record date for the right to receive redemption shares according to item a) above is May 24, 2019. Trading in the redemption shares is estimated to take place as from May 27, 2019 up to June 17, 2019.

For each redeemed share a redemption amount of SEK 4.25 will be paid in cash, of which approximately SEK 3.19 exceeds the quota value of the share. The total redemption amount is estimated to SEK 1,162,422,468.25. In addition to the reduction amount of SEK 289,457,169, a total estimated amount of SEK 872,965,299.25 will be distributed, by use of the Company's non-restricted equity. The record date for the right to receive the redemption amount is proposed to be June 19, 2019. Payment of the redemption amount is estimated to be made by Euroclear on June 25, 2019.

Following the reduction, the Company's share capital will amount to SEK 289,457,169, allocated on in total 273,511,169 shares, each share with a quota value of approximately SEK 1.06. Apart from the reduction of the share capital, the Company's restricted equity will not be affected.

*Pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act, the Board hereby states the following.*

It follows from the proposal on reduction of share capital that the Board proposes that the Company's share capital shall be reduced by SEK 289,457,169 through redemption of 273,511,169 shares, for repayment to the shareholders.

To achieve a quick and efficient redemption procedure without the requirement of obtaining the Swedish Companies Registration Office's or a general court's permission, the Board has also proposed that the annual general meeting resolves on restoring the Company's share capital to its current amount by increasing the share capital with SEK 289,457,169 by way of a bonus issue without issuance of new shares. The amount is to be transferred from the Company's non-

restricted equity to the Company's share capital, in accordance with item c) below.

Through the reduction of the share capital for repayment to the shareholders, the Company's share capital is reduced by SEK 289,457,169 and through the bonus issue the Company's share capital is increased by the same amount. The Company's restricted equity and share capital will therefore remain unchanged after the implementation of the bonus issue.

#### 21 c) increase of the share capital through a bonus issue

Further, to achieve a quick and efficient redemption procedure without the requirement of obtaining the Swedish Companies Registration Office's or a general court's permission, the Board proposes that the annual general meeting resolves on a bonus issue to increase the Company's share capital by SEK 289,457,169, to SEK 578,914,338, through a transfer of SEK 289,457,169 from the Company's non-restricted equity. No new shares are to be issued in connection with the bonus issue.

The number of shares in the Company will, after implementation of the increase of the share capital, be 273,511,169, each share with a quota value of approximately SEK 2.12.

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The resolutions by the annual general meeting in accordance with items a) – c) above are conditional upon each other and shall therefore be adopted as one resolution. In order for the resolution by the annual general meeting to be valid, the resolution must be approved by shareholders representing at least two thirds of the votes cast as well as the shares represented at the annual general meeting.

Finally, the Board proposes that the annual general meeting authorises the Company's CEO to make the minor adjustments to the resolutions in this item 21 that may be required in connection with the registration of the resolutions with the Swedish Companies Registration Office or Euroclear.

The Board's statement pursuant to Chapter 20, Section 8 of the Swedish Companies Act as well as the Auditor's statements pursuant to Chapter 20, Section 8 and Section 14 of the Swedish Companies Act are provided separately.

A separate information brochure regarding the proposed automatic share redemption procedure in accordance with this item will be provided before the annual general meeting.

#### **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 for compensation for the Group Management and statements in accordance with chapter 20, section 8 and chapter 20, section 14 of the Swedish Companies Act, as well as the Board of Directors' proposed allocation of profits and statement in accordance with chapter 18, section 4 and chapter 20, section 8 of the Swedish Companies Act will be available on

Translation, Swedish version prevails

[www.boliden.com](http://www.boliden.com) and at the company's head office, Klarabergsviadukten 90 in Stockholm, Sweden, as of Friday, April 12, 2019. The documents may also be ordered from the company.

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

The Board of Directors and the President shall, 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 Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or via e-mail to: [arsstamma@boliden.com](mailto:arsstamma@boliden.com).

### **Processing of personal data**

For information on how personal data is processed in connection with the Annual General Meeting, see, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, March 2019

**Boliden AB (publ)**

The Board of Directors