

**The Nomination Committee's Proposals for Resolutions regarding Chairman of the Annual General Meeting, number of Board members and auditors, fees to the Board of Directors, election of Chairman and members of the Board of Directors, fees to the auditor, election of auditor and Nomination Committee (Agenda items 2, 15 – 18 and 20)**

The Nomination Committee of Boliden has been composed 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 (the Chairman of Boliden's Board of Directors).

The Nomination Committee proposes:

- p.2: that Anders Ullberg be elected Chairman of the meeting;
- p.14: that eight Board members and one registered accounting firm be elected by the Annual General Meeting;
- p.15: that the Chairman of the Board shall be paid 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 paid a fee of SEK 500 000 (480 000);
- 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;
- that unchanged fees of SEK 50 000 shall be paid to each of the members of the Remuneration Committee;
- p.16: that Marie Berglund, Tom Erixon, Lennart Evrell, Ulla Litzén, Michael G:son Löw, Elisabeth Nilsson and Anders Ullberg be re-elected as members of the Board of Directors;
- that Pekka Vauramo is elected as new Board member. 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;
- that Anders Ullberg be re-elected Chairman of the Board of Directors;
- p. 17: that the auditor's fees shall be paid in accordance with approved invoices;
- p. 18: that the accounting firm Deloitte AB is appointed as auditor for the period until the end of the next Annual General Meeting;
- p. 20: 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.

Stockholm, March 2016  
The Nomination Committee of  
**Boliden AB (publ)**