

*In-house translation*

**Articles of Association**

Boliden AB (publ), 556051-4142

**§ 1**

The name of the company shall be Boliden AB. The company is a public limited company (plc).

**§ 2**

The board of directors shall have its registered office in Stockholm.

**§ 3**

The company shall, directly or indirectly, pursue mining and produce metals and thereto related business activities.

**§ 4**

The share capital shall be not less than SEK 150,000,000 and not more than SEK 600,000,000.

**§ 5**

The number of shares shall be not less than 75,000,000 and not more than 300,000,000.

**§ 6**

In addition to the members who may in accordance with legal requirements be appointed by other than the General Meeting, the Board of Directors shall comprise of a minimum of three and a maximum of ten directors, and no deputy directors.

**§ 7**

For the review of the company's annual report and accounting records as well as the management pursued by the Board of Directors and the managing director, the General Meeting shall elect one or two auditors, with or without deputy auditors, or a registered public accounting firm.

## § 8

The financial year of the company shall be the calendar year.

## § 9

Notice of the Annual General Meeting and Extraordinary General Meeting where an amendment of the Articles of Association will be considered shall be given no earlier than six weeks and no later than four weeks prior to the General Meeting. Notice of other Extraordinary General Meetings shall be issued no earlier than six and no later than three weeks before the General Meeting.

Notice of General Meetings shall be published in Post- och Inrikes Tidningar and on the company's website. Information about the notice having been issued shall be advertised in Svenska Dagbladet.

Shareholders who wish to participate in the General Meeting shall both be included in the print-out or other presentation of the complete share register reflecting the circumstances five weekdays prior to the General Meeting and shall give notice of their attendance to the company at the latest on the date specified in the notice convening the General Meeting. The latter day shall not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be more than five week-days before the General Meeting.

Shareholder or proxy representative may be accompanied at the General Meeting by one or two assistants, provided that the shareholder has given notice of the number of assistants in the way mentioned in the above paragraph.

General Meeting may also be held in the municipalities of Gällivare, Hedemora and Skellefteå.

## **§ 10**

The Annual General Meeting shall be held not later than by the end of June.

At the Annual General Meeting the following items shall be dealt with:

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Examination of whether the meeting has been duly convened.
6. Presentation of the annual report and the auditors' report, together with the consolidated annual report and the consolidated auditors' report.
7. Resolutions with respect to:
  - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b. appropriation of the company's profit or loss according to the balance sheet adopted;
  - c. discharge from liability of the Board directors and the managing director.
8. Determination of the number of Board directors and, where appropriate, the number of auditors and deputy auditors.
9. Determination of fees to the Board directors and to the auditors.
10. Election of Board members and chairman and, where appropriate, election of auditors and deputy auditors.
11. Any other business to be dealt with by the Annual General Meeting according to the Swedish Companies Act or the Articles of Association.

## **§ 11**

The company's shares shall be registered in a Central Securities Depository register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479).

Adopted at the General Meeting on May 3, 2011