

## **The Nomination Committee's work and motivated statement for the Annual General Meeting 2012**

### **Composition and assignment**

At the Annual General Meeting 2011 Jan Andersson (Swedbank Robur fonder), Thomas Ehlin (Nordeas Fonder), Lars-Erik Forsgårdh, Anders Oscarsson (AMF), Caroline af Ugglas (Skandia) and Anders Ullberg (the chairman of the Board of Directors) were elected members of the Nomination Committee. Following the Annual General Meeting AFA Försäkring increased its holding in Boliden and in accordance with the Instructions for the Nomination Committee of Boliden, the Nomination Committee was supplemented with Anders Algotsson (AFA). At its first meeting, the Nomination Committee appointed Jan Andersson as Chairman.

The assignment of the Nomination Committee included preparation of proposals in respect of:

- Chairman at the Annual General Meeting
- number of Board Members
- Board members and Chairman of the Board
- fees to the Board of Directors, allocated between the Chairman and other Board members
- fees for committee work
- fees to the company's auditors
- appointment of Nomination Committee members

### **Work**

The Nomination Committee has held four meetings in order to prepare proposals for the Annual General Meeting 2012. At one of these meetings the President presented his view of the company's business in 2011 and a global market outlook. The outcome of the evaluation of the Board members has also been shared with the Nomination Committee and on one occasion the Nomination Committee was given the opportunity to meet with the current Board members.

### **Proposal for Board of Directors**

The evaluation of the Board of Directors and its work confirms that the Board is well-functioning and that the members deem themselves to have adequate competence and experience for their task. The Nomination Committee has considered the number of members best suited to contribute to an effective and well-functioning Board work. Since the Annual General Meeting 2009 the Board of Directors consists of eight members elected by the Annual General Meeting. Considering that the President is also a Board member this is deemed to be an appropriate size to allow for efficient Board work together with the members elected by the unions. All members have declared themselves available for re-election.

Based on the company's current position and challenges in a mid-term perspective the Nomination Committee is of the opinion that all members possess the required competences and experiences for continued assignment, as concerns inter alia the industry and sufficient industrial, financial and strategic knowledge. The proposed Board also fulfills the criteria in the Swedish Code for Corporate Governance. The Nomination Committee therefore proposes the re-election of Marie Berglund, Staffan Bohman, Lennart Evrell, Ulla Litzén, Michael G:son Löw, Leif Rönnbäck, Matti Sundberg and of Anders Ullberg, who is also proposed as Chairman of the Board.

### **Independence of proposed members**

The Nomination Committee has considered the independence of the proposed members and has found that all members with the exception of Lennart Evrell are independent of the company and its management and that all proposed members are independent of larger shareholders.

### **Remuneration**

Based on a comparison between Boliden and other publicly traded companies of comparable size and complexity undertaken by the Nomination Committee, a smaller adjustment of the remuneration is suggested. In accordance herewith it is proposed that the fee to the Chairman of the Board of Directors is increased to 1 035 000 (1 000 000) SEK and the fee to Board members not employed by the company is increased to 415 000 (400 000) SEK. The fee to the Audit Committee members is proposed to remain unchanged with 150 000 SEK to the Chairman and 75 000 SEK to each member. Fees to the Members of the Remuneration Committee are also proposed to remain unchanged and amount to 50 000 SEK to each member.

### **Proposals from shareholders**

The shareholders have on the company's website been informed of the possibility to submit proposals to the Nomination Committee until 1 March 2012. Submitted proposals have been taken into consideration by the Nomination Committee.

Stockholm, March 2012  
The Nomination Committee of  
**Boliden AB (publ)**