

## **The Board of Directors' reasoned statement pursuant to Chapter 18, Section 4 and Chapter 20, Section 8 of the Swedish Companies Act**

The Board of Directors of Boliden AB hereby leaves the following reasoned statement in relation to the proposed dividend and the proposed reduction of the company's share capital for repayment to the shareholders, respectively, in accordance with Chapter 18, Section 4 and Chapter 20, Section 8 of the Swedish Companies Act.

The dividend policy of Boliden is that approximately one third of the profit after tax is to be distributed. The Board of Directors proposes that the Annual General Meeting approves payment of a dividend of SEK 8.25 (5.25) per share, in total SEK 2,256 m (1,436 m), corresponding to 32.9 percent of the profit after tax for 2017. Furthermore, the Board proposes a reduction of the Company's share capital of SEK 289.4 m by way of redemption of 273,511,169 shares, for repayment to the shareholders. The proposed repayment amounts to SEK 5.75 per share (of which approximately SEK 1.06 consist of reduction of share capital and approximately SEK 4.69 consist of non-restricted equity), which corresponds to a total distribution of close to SEK 1,573 m. Together with the Board's proposed cash dividend, this corresponds to 55.9 percent of the profit after tax for 2017. The Parent Company's non-restricted equity amounts to SEK 6,484 m and the Group's total equity amounts to SEK 35,044 m. After the proposed dividend to the shareholders and the cash distribution through the redemption procedure, the Parent Company's total non-restricted equity will amount to SEK 2,944 m and the Group's total equity to SEK 31,215 m (SEK 2,655 m and SEK 31,215 m respectively after the proposed bonus issue).

In the proposals, the Board has taken into account the cyclical nature of the industry and the risks associated with the operations. The Annual Accounts have been prepared in accordance with generally accepted accounting principles in Sweden and the Consolidated Accounts have been prepared in accordance with EU-approved International Financial Reporting Standards, IFRS. The Annual Accounts and the Consolidated Accounts respectively give a true and fair view of the Parent Company's and the Group's position and results of operations. The Directors' Report for the Group and the Parent Company give a true and fair view of the development of the Group's and the Parent Company's operations, position and results and describes the material risks and uncertainties faced by the Parent Company and the companies that make up the Group.

The Board makes the assessment that the Company's restricted equity and the Group's total equity after the proposed dividend distribution and repayment will be sufficient in relation to the Company's and the Group's operations. The proposed dividend and repayment to the shareholders entails that Boliden's financial target for the net debt/equity ratio is maintained and do not jeopardise the ability to handle any deterioration in market terms nor the ability to finance additional growth. Nor do the dividend and repayment jeopardise the Company's or the Group's ability to carry out the investments considered necessary to reach the Group's targets. The proposal also takes into account the Group's solvency and the short-term and medium-term liquidity available.

In light of the above, it is the Board of Directors' view that the dividend as well as the reduction of share capital and repayment, including these actions combined, are justified in view of the equity requirements arising from the type, scope and risks of the operations as well as in respect of the Company's and the Group's financial position. The Board of

Director's therefore considers the dividend, the reduction and the repayment justified in view of the Company's and the Group's consolidation requirements, liquidity and position in general.

Stockholm in February 2018

**Boliden AB (publ)**

The Board of Directors