

# Corporate Governance Report

Efficient corporate governance is a prerequisite for generating added value for our shareholders and maintaining confidence among our stakeholders at large.

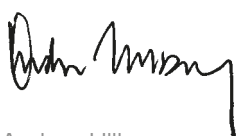
A group, essentially comprising Swedish institutional investors, have held their shareholding and been long-term owners in Boliden since we were relisted in Sweden almost 15 years ago, but there is no clear principal owner. This places special demands on the Board as the owners' ambitions must be "interpreted".

We work in an industry that is characterised by high volatility, i.e. rapid and vigorous fluctuations – both up and down – in profits, and this is something that our shareholders must understand. This is why, in our Annual Report, we have placed great emphasis on presenting our operations and their sensitivity to changes. The volatility also makes significant demands on the company's management and Board in terms of their ability to handle these rapid changes without suffering either from hubris when the trend is upwards or dejection when the trend is downwards.

One of the prerequisites for value-generating work by the Board is that the Board has a firm grasp on the operations and on events in the outside world. We achieve this by, among other things, monthly reports and a well-structured body of material for the Board. We also usually visit two of Boliden's operating facilities each year in order to learn about those operations in real depth and to meet with the local management and employees.

In addition, in order to ensure that we spend sufficient time on the more forward-looking issues, we agree every year on a number of themes that we incorporate into our Board agenda. The Corporate Governance Report details the themes we have addressed during the past year. Some of them are recurring themes, e.g. CSR issues, which we address specifically at our October meeting, and leadership development, which is the focus of our December meeting.

The evaluation of the Board's work that we carried out in 2013 shows that the Board is functioning efficiently. This evaluation forms the basis for the work of the Nomination Committee and for the Board, it is an important tool in our efforts to ensure continuous improvement in our work.



Anders Ullberg  
Chairman of the Board

## Governance of the Boliden Group

Boliden is a Swedish limited company listed on the NASDAQ OMX Nordic Stockholm Stock Exchange (NASDAQ OMX). The Boliden Group has approximately 4,800 employees and runs mines and smelters in Sweden, Finland, Norway and Ireland. Boliden's sales offices in Sweden, Denmark, the UK and Germany handle sales and purchases of raw materials, metals and by-products. Boliden's corporate governance is based on the Swedish Annual Accounts Act, the Swedish Companies Act, the NASDAQ OMX Stockholm Stock Exchange's regulations for issuing parties, the Swedish Code of Corporate Governance, and other applicable legislation and regulations.

Over and above its compliance with various legislative and regulatory provisions, Boliden applies internal governance instruments, such as the Group's organisational and operational philosophy, the New Boliden Way, and Boliden's internal control tool, BICS, together with policies in a number of areas such as Boliden's Code of Conduct with which all employees must be familiar and in accordance with which they must conduct themselves. The Group's units also work in accordance with health & safety, environmental, energy, and quality management systems.

## Some events in 2013

- Tom Erixon was elected as a new Member of the Board.
- Delisting from the Toronto Stock Exchange, TSX.
- Decision to conduct a Limited Assurance Engagement of Boliden's GRI Index, together with associated information in the Annual Report and GRI Report.
- Establishment of a Health & Safety Director at Group level in order to improve the accident frequency trend.

## Shareholders

Boliden's shareholders exercise their right of decision at the Annual General Meeting, which is held during the first half of the year, and at any Extraordinary General Meetings. There were a total of 90,963 shareholders at the end of 2013 and the biggest single shareholders were Norges Bank Investment Management, Blackrock Inc, SEB fonder, SHB fonder and AMF Försäkring och fonder. Approximately 41 per cent were held by foreign owners. For further information on the shareholder structure within Boliden, see pages 8–9 of the Annual Report.

## Annual General Meeting

The Annual General Meeting is the company's supreme decision-making body. The duties of the Annual General Meeting include the election of Members of the Board and the Chairman of the Board and the Nomination Committee, the adoption of the Income Statement and Balance Sheet, resolutions on the appropriation of profits and discharge from liability for the Members of the Board and the President of the company, the determination of fees payable to the Members of the Board and to the auditors and the principles governing conditions of employment and remuneration for the President and senior executives, and, where relevant, the amending of Articles of Association and the election of auditors.

The 2013 Annual General Meeting was held on 3rd May in Stockholm. 96,630,630 shares were represented at the Meeting by 781 shareholders, either in person or through their proxies. The shares represented comprised approximately 35 per cent of the total number of shares. The Meeting resolved, among other things, to re-elect Board Members Marie Berglund, Staffan Bohman, Lennart Evrell, Michael G:son Löw, Ulla Litzén, Leif Rönnbäck and Anders Ullberg, and to elect Tom Erixon as a new Member of the Board. Anders Ullberg was re-elected as the Chairman of the Board.

The Meeting further resolved:

- to pay a dividend of SEK 4 per share, in accordance with the proposal by the Board of Directors;
- that the following persons shall be appointed as members of the Nomination Committee: Jan Andersson (Swedbank Robur fonder), Thomas Ehlin (Nordea Fonder), Lars-Erik Forsgårdh, Anders Oscarsson (AMF) and Anders Ullberg (Chairman of the Board);
- that Directors' fees payable shall comprise payments of SEK 1,075,000 to the Chairman of the Board, and of SEK 430,000 to Members who are not Boliden employees, that the fees payable to the Chairman of the Audit Committee and to each of the two members of the Audit Committee shall be SEK 150,000 and SEK 75,000, respectively, and that the fees payable to each of the Remuneration Committee's two members shall be SEK 50,000;
- to re-elect Ernst & Young AB as the company's auditors for the period up to and including the next Annual General Meeting;
- that auditor's fees shall be payable in accordance with the approved invoices received;
- that remuneration payable to the members of the Group management shall comprise a fixed salary, any variable remuneration, other benefits and pensions. The variable remuneration shall be maximised at 60 per cent of the fixed salary for the President and maximised at 50 per cent of the fixed salary for other senior executives and shall be based on results in relation to targets set. The variable remuneration shall not comprise pensionable income.

The Minutes of the 2013 Annual General Meeting have been published on Boliden's website.

### Nomination Committee

The Annual General Meeting passes resolutions on the principles governing the appointment and duties of the Nomination Committee. The Nomination Committee shall, in accordance with the Instructions for the Nomination Committee, comprise a minimum of five and a maximum of seven members. Five members shall be elected at the Annual General Meeting, of whom three shall represent the biggest shareholders and one the smaller shareholders, and one of whom shall be the Chairman of the Board. The Nomination Committee appoints its own Chairman and works in the best interests of all shareholders. The Nomination Committee may, in order better to reflect the shareholder structure in the event of changes in ownership, offer places on the Committee to other larger shareholders.

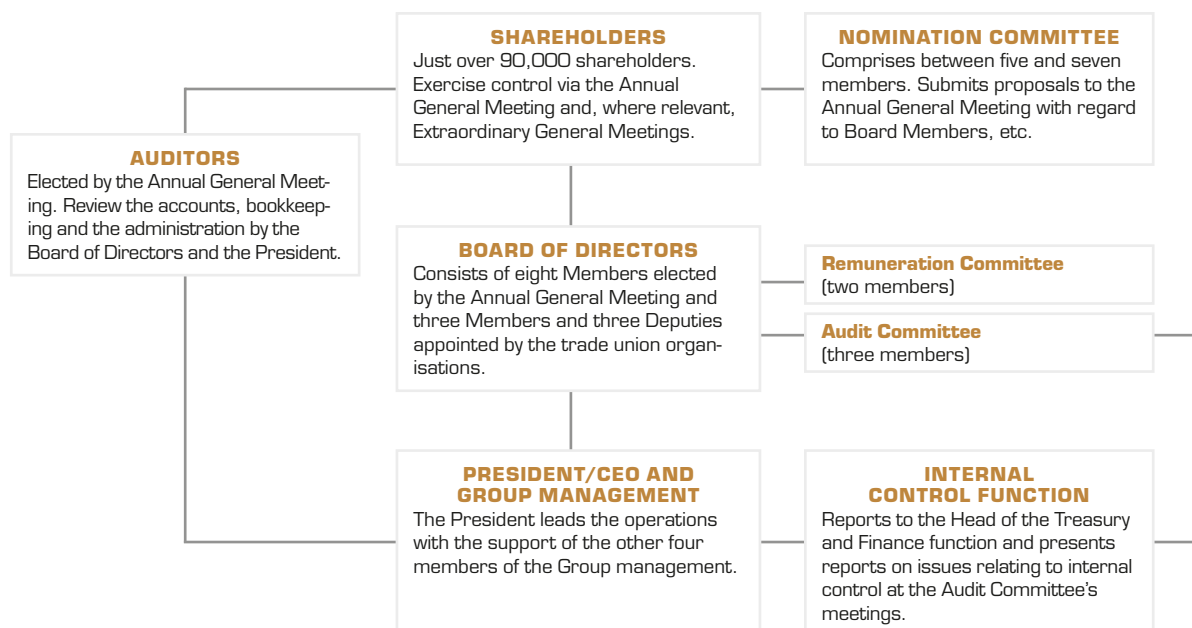
### Composition of the Nomination Committee

Since Thomas Ehlin announced, after the Annual General Meeting, that he intended to resign his seat on the Committee, the Nomination Committee has accordingly exercised its mandate to invite two new members on to the Committee in order better to reflect Boliden's shareholder structure, namely Hans Ek (SEB fonder) and Frank Larsson (SHB fonder). In November, the Chairman of the Board convened the members of the Committee, at which time Jan Andersson (Swedbank Robur fonder) was appointed Chairman of the Nomination Committee.

### Duties of the Nomination Committee

The Nomination Committee is tasked with drafting proposals for resolution by Boliden's Annual General Meeting. The proposals relate to, among other things, the number and the election of Members of the Board, the Chairman of the Board, fees payable to the Board and its committees, election of and fees payable to the company's auditors and

## Boliden's Corporate Governance Structure



to the process and the criteria that shall govern the appointment of the members of the Nomination Committee ahead of the next Annual General Meeting.

The Nomination Committee has met a total of four times and has also had telephone contact and held a meeting with two Members of the Board. Information on the way in which shareholders can submit proposals to the Nomination Committee have been published on Boliden's website.

The focus of the Nomination Committee's work is on ensuring that the company's Board of Directors comprises Members who, collectively, possess the knowledge and experience that corresponds to the requirements made of the company's most senior governing body by the shareholders. The Chairman of the Board accordingly presents the Nomination Committee with the evaluation conducted of the work of the Board and the individual Members during the past year as part of the process of drafting proposals for Board Members. The Company President also presents Boliden's operations and future orientation. The Nomination Committee is also afforded the opportunity to meet the Members of the Board. The Nomination Committee also drafts proposals for the election of auditors.

### The Board of Directors

Boliden's Board of Directors shall, under the provisions of the Articles of Association, comprise a minimum of three and a maximum of ten Members, without Deputy Members, elected by the Annual General Meeting. The company's employees have a statutory entitlement to appoint three Members and three Deputy Members to the Board.

### The composition of the Board

The Board of Directors has comprised eight Members elected by the Annual General Meeting and three Members appointed by the trade union organisations since the 2013 Annual General Meeting. The Board Meetings are attended both by the ordinary Members and by the union's three Deputy Members. The Senior Vice President of Legal Affairs is the Board's Secretary.

Boliden's Chief Financial Officer (CFO) also usually attends the Meetings on behalf of the Group management. Other members of the Group management and other executives also attend and present reports on individual issues as required.

The Board Members elected by the Annual General Meeting are all to be regarded as independent in relation to major shareholders and all, with the exception of the President, are to be regarded as independent in relation to the company and the Group management.

The Members of the Board are presented on pages 108–109 and on Boliden's website. For more detailed information on attendance at Meetings and independence, among other things, see the table below.

### The responsibilities of the Board of Directors and the Chairman of the Board

The Board of Directors is appointed by Boliden's owners to bear ultimate responsibility for the company's organisation and the management of the company's affairs. The Board adopts a Formal Work Plan every year at the Board Meeting following election, held after the Annual General Meeting. The Formal Work Plan regulates the work and responsibilities of the Board in greater detail, together with the special duties with which the Chairman of the Board is tasked. The Chairman of the Board guides the work of the Board and monitors Boliden's operations through an ongoing dialogue with the President. The Board receives information on Boliden's commercial and financial position, together with details of Boliden's compliance with sustainability goals, through monthly reports and at Board Meetings. Prior to every Board Meeting, the Chairman and the President review the issues to be discussed at the Meeting. The source data for the Board's discussion of the issues is sent to the Members approximately one week before each Board Meeting. The division of labour between the Board of Directors and the President is clarified in the written "Instructions to the President" adopted by the Board at the Board Meeting following election.

In 2013, the Board has, as in previous years, established an Audit Committee and a Remuneration Committee.

## Board of Directors, 2013

Board of Directors, as of the 2013 Annual General Meeting	Elected	Attendance, 2013	Committee work	Attendance, committee meetings 2013	Director's fee, SEK	Fee, Audit Committee, SEK	Fee, Remuneration Committee, SEK	Independent of the company and the company managem.	Independent of major shareholders
Anders Ullberg, Chairman	2005	6 of 6	Audit Comm. Remuneration Comm.	5 of 5 2 of 2	1,075,000	75,000	50,000	Yes	Yes
Marie Berglund	2003	6 of 6			430,000			Yes	Yes
Staffan Bohman	2007	6 of 6	Remuneration Comm.	2 of 2	430,000		50,000	Yes	Yes
Tom Erixon	2013	4 of 4			430,000			Yes	Yes
Lennart Evrell, President	2008	6 of 6						No	Yes
Ulla Litzén	2005	6 of 6	Audit Comm.	5 of 5	430,000	150,000		Yes	Yes
Michael G:son Löw	2010	6 of 6			430,000			Yes	Yes
Leif Rönnbäck	2005	6 of 6	Audit Comm.	5 of 5	430,000	75,000		Yes	Yes
Roland Antonsson (ER)	2009	6 of 6							
Marie Holmberg (ER)	2008	6 of 6							
Hans-Göran Ölvebo (ER)	2001	3 of 6							
Ola Holmström (ER) Deputy	2012	6 of 6							
Ditte Kilsgaard Möller (ER) Deputy	2012	5 of 6							
Einar Mikkelsen (ER) Deputy	2012	3 of 6							

### The Board of Directors' work in 2013

The Board of Directors held six Meetings in 2013, including the Meeting following election. A number of the Board Meetings are regularly held at the company's operating units in order to give the Members an increased insight into the operations. In 2013, the Board visited the ongoing expansion of the Garpenberg mine and concentrator, and the Harjavalta smelter.

At the beginning of every year, the Board sets a number of themes that it particularly wishes to address during the year. Some of the issues addressed during the year, in addition to the review of operational and safety issues conducted at every Board Meeting, were:

- February – Year-end Report and Annual Report, Audit Report, matters to be discussed at the Annual General Meeting, and replacement- and capacity increase-related investments. Boliden's auditors presented reports detailing their observations from the audit of the company at the Board Meeting in February. The Board had, at this time, the opportunity to meet the auditors without the presence of the Group management.
- May – Q1 Interim Report, work environment and safety issues, market trends with the emphasis on China, cost-cutting programmes within purchasing and the Group as a whole, etc., licence reviews, reviews of recent years' structural transactions in the mining industry, and Boliden's position.
- July – Q2 Interim Report, Audit Report, review of action programme to combat accidents at work, strategic orientation, the visit to Garpenberg and a review of the ongoing expansion there, a review of the ongoing investment in silver extraction from concentrate at Kokkola, a pilot study for increasing Aitik's output from 36 to 45 million tonnes of ore/year, a concept study for Laver, electricity price hedging, and a general review of acquisition opportunities.
- October – Q3 Interim Report, the issue of potential investments in energy production, the market and trends in electronic materials, the New Boliden Way follow-up work, Corporate Responsibility (CR), new sustainability goals, and a review of major disputes.
- December – Strategy, budget and business plan, leadership development, trading companies and purchases, dam safety issues, developments at Tara, review of certain risks and risk factors, and ongoing replacement and bottleneck elimination investments.

Boliden's vision is of operations that are accident-free, but after a number of years with a positive trend in this respect, the accident frequency deteriorated in 2013. The Board takes this negative trend very seriously and has tasked the management with implementing additional measures to turn the trend around. These measures include the B-Safe project that has now been launched and which entails one-on-one discussions and follow-up discussions with all employees in order to raise awareness of the importance of safety and to build a safety culture. Another example is a closer partnership and dialogue with the contractors who carry out work within Boliden's operations. This work also forms part of the ongoing work within the framework of Boliden's organisational and operational philosophy, the New Boliden Way.

The Board has also discussed Boliden's position within the industry, the global trends in the metals market, and demand for Boliden's products on an ongoing basis throughout the year, together with Boliden's readiness for harsher market conditions and measures to counter cost increases.

The Board paid particular attention to ethical and moral considerations in response, in part, to the suit brought against the company in the autumn with reference to Boliden's deliveries of metallic smelter residues to Chile in the 1980s (see Note 29 on page 96 for further details), and to the attention to which the mining industry in general has been subjected in the mass media during the year.

Licensing processes that are efficient and fit for purpose is another area of considerable importance to Boliden's operations, and these issues too have been discussed on several occasions by the Board.

### Evaluation of the Board's work

The Chairman ensures that the Board and its work are evaluated annually and that the results of the evaluation are conveyed to the Nomination Committee. The evaluation is carried out by the Board itself under the guidance of the Chairman or, occasionally, with the help of an independent consultant. The 2013 evaluation was a self-assessment during which the Members answered a number of questions in writing on a range of different subjects and held one-on-one discussions with the Chairman of the Board, followed by a joint discussion, during which the Board discussed the conclusions drawn from the evaluation.

### Audit Committee

The Audit Committee meets before the publication of every financial report, and as necessary. The Committee prepares a number of issues for consideration by the Board and thereby supports the Board in its endeavours to fulfil its responsibilities within the areas of auditing and internal control and with assuring the quality of Boliden's financial reporting. This requires, among other things, that the company has a satisfactory organisation and appropriate processes to this end. Boliden has an internal control function whose work involves mapping risk areas and following up on work in identified areas, among other things. The Committee also works with the procurement of services from the company's auditors over and above the actual auditing services and, when so tasked by the Nomination Committee, with the procurement of auditing services.

The Audit Committee works on the basis of a set of "Instructions for the Audit Committee" adopted every year by the Board of Directors and reports back to the Board on the results of its work. Special attention was paid in 2013 to industry-related accounting issues and changes to IFRS and following up on internal controls. The decision was also taken during the year to allow Boliden's GRI Index, together with the associated information in the Annual Report and the GRI Report, to undergo a Limited Assurance Engagement, which was carried out by Boliden's auditors, Ernst & Young AB. The Audit Committee comprises Ulla Litzén (Chairwoman), Leif Rönnbäck and Anders Ullberg. The Committee members have specialist competence, experience of and interest in financial and accounting issues – see Directorships and previous positions, pages 108–109. The Committee's meetings are also attended by Boliden's CFO and the Director of Internal Controls and Risk Management.

The Committee met five times in 2013.

### Remuneration Committee

The Remuneration Committee submits proposals for resolution by the Board regarding salary and other terms of employment for the President, and follows up on and evaluates programmes for variable remuneration for the management. The Committee also approves proposals regarding salaries and other terms of employment for the Group management, as proposed by the President. The Remuneration Committee is, furthermore, tasked with submitting proposals regarding remuneration principles for the President and Group management – proposals which are then submitted by the Board to the Annual General Meeting for resolution. The application of the guidelines and relevant remuneration structures and levels within the company is also followed up by the Committee and the results of this evaluation are published on the company's website.

The Remuneration Committee works on the basis of a set of "Instructions for the Remuneration Committee" adopted every year by the Board of Directors and reports back to the Board on the results of its work. The Committee has held two meetings during the year and had telephone contact on a number of occasions. The Remuneration Committee comprises Anders Ullberg (Chairman), and Staffan Bohman. See Note 3 on pages 80–81 for an account of the remuneration paid to the Group management.

### The President and Group management

The President has ultimate responsibility for Boliden's strategic orientation and for ensuring the implementation and monitoring of the Board of Directors' other decisions, and for ensuring that risk management, steering, systems, organisation and processes are all of a satisfactory standard. The President is supported in his work by the Group's management group which, in addition to the President, comprises the SVPs for Boliden's two Business Areas, Mines and Smelters, the CFO, and the SVP Corporate Responsibility. The Group management meets regularly once a month to follow up on operations and to discuss Group-wide issues, and to draw up proposals for strategic plans, business plans, and budgets that the President submits to the Board of Directors for their consideration. The areas addressed by the Board have largely reflected the work of the Group management during the year. The Group management also holds two meetings every year, lasting at least two full days, in order to focus on strategy. The Group management, together with the management of the respective Business Areas, also meet six times a year to review Business Area-specific issues including a review of budgets and business transactions. For large scale projects, such as the Garpenberg expansion, relevant parts of the Group management form special steering groups, together with project managers and other stakeholders, and meet regularly. The Group management also meets with the company's employee representative Board Members and their deputies ahead of every Board Meeting, at which time the Board Meeting agenda is discussed.

The company's 150 or so senior managers and specialists meet at management meetings every year for discussions intended to build consensus and achieve widespread support on important issues.

See page 110 for a presentation of the Group management team.

### Business management

Management by the Board goes through a chain of command from the President and the Group management to the operating units. Boliden has an organisation in which responsibilities and authority are delegated within clear frameworks. These frameworks are defined by an annual budget which is broken down by unit, a strategic plan, and Boliden's steering documents. The steering documents, which are available on the intranet and which comprise the internal framework required for effective management, include the Financial Policy, the Code of Conduct, the Anti-Corruption Policy, the Communications Policy, the Environmental Policy, and the Health & Safety Policy.

### Sustainability governance in Boliden

Sustainability issues are an integral part of Boliden's operations and the work is conducted from the starting point of the most operationally critical issues. Sustainability issues are discussed at every management group and Board meeting, as is the case at the local management group meetings. The Board also dedicates one meeting every year to current Corporate Responsibility (CR) issues. One member of the Group management works exclusively, furthermore, with CR issues. The day-to-day responsibility is decentralised to the respective units. Central sustain-

ability, environmental, energy and HR functions follow up on the units' work and are responsible for creating a structure and orientation for the work. Networks have been established within the respective functions in order to promote knowledge exchange and development.

The sustainability issues identified by Boliden as being of the greatest significance and most highly prioritised are closely linked to Boliden's operations, strategy and vision. Factors that form the basis for the prioritisation include Boliden's own operations and their impact on people and the environment, the way in which work on these issues can support the operations, expectations of Boliden from internal and external stakeholders, risks and opportunities, external factors, and applicable regulations. The challenges that will be prioritised change over time and are, therefore, regularly reviewed – usually once every year. It is the responsibility of the various controlling parties within the Group to set local goals with regard to the overall issues. Boliden has set new goals in the sustainability sphere that will apply until 2018, inclusive, with regard to emissions and discharges to air and water, and carbon dioxide emissions – see page 64 of the Annual Report.

Action programmes have been drawn up with the aim of reversing the worrying accident frequency trend that both the Board of Directors and the Group management take extremely seriously. These measures include the appointment of a Health & Safety Officer at Group level, tasked with coordinating and further improving the company's health & safety work.

Matters of business ethics and anti-corruption are constantly topical and an area with which the company actively works. Boliden has continued to focus on anti-corruption issues in 2013 and has both provided training in these matters for the company's almost 150 senior managers and specialists, and online courses aimed at all clerical and administrative personnel. Boliden has previously established a whistle blower function that can be used to report suspected cases of impropriety.

Boliden decided, during the year, to allow the company's GRI Index, together with the associated information in the Annual Report and the GRI Report, to undergo a Limited Assurance Engagement. The Limited Assurance Engagement is designed to underline the importance of the sustainability work to Boliden and to further reinforce the market's confidence in the work conducted by the company in this respect.

### Auditors

The auditor reports to the shareholders at the Annual General Meeting. During the year, the auditor has been in contact with the Group management in conjunction with audits or issues arising, and with the Board of Directors in conjunction with the submission of feedback reports and with assistance in the work of the Audit Committee.

The accounting firm of Ernst & Young AB was elected at the 2013 Annual General Meeting to serve as the company's auditors until the conclusion of the 2014 Annual General Meeting. Authorised Public Accountant, Lars Träff, is the senior auditor. Lars Träff's audit engagements, in addition to Boliden, include Scania, Billerud/Korsnäs, ÅF and Intrum Justitia. The Audit Committee also decided, during the year, that Lars Träff, together with Håkan Ulrichs, a partner at

Control activity	Responsible	Follow-up work
Compliance with Boliden's accounting manual	Group accounting/Controller department	Group management
Control of consolidated results	Group accounting/Controller department	Group management
Analysis and follow-up work	Business Areas/Controller department	Group management
Budget and forecasts	Business Areas/Controller department	Group management
Correct financial reporting controls	Operating units	Group accounting/internal control
Tax control	Operating units	Group Tax Director

EY Climate Change Sustainability Services, would review and sign RevR 6 “Certification of the Sustainability Report”.

Remuneration is paid to the company’s auditors in accordance with invoices received as agreed for the period up to the end of the 2014 Annual General Meeting. See Note 4 on page 82 for information on remuneration disbursed in 2013.

### Internal control report by the Board of Directors

The purpose of internal control with regard to financing reporting is to provide reasonable assurance with regard to the reliability of the external financial reporting and to ensure that the reports are produced in accordance with generally accepted accounting principles, applicable legislation and statutes, and with other requirements imposed on listed companies.

The Board of Directors has overall responsibility for ensuring that an efficient internal control system exists within the Boliden Group. The President is responsible for the existence of a process and organisation that ensure internal control and the quality of the internal and external financial reporting.

### Internal control function

Boliden has an internal control function responsible for implementing processes and frameworks that secure internal control and ensure the quality of the financial reporting.

The internal control function reports to the CFO and presents reports on issues relating to internal control at the Audit Committee’s meetings.

### Control environment

The control environment within Boliden is characterised by the fact that the Group has relatively few but large operating units that have carried out their operations for many years, using well-established processes and control activities.

A structure of steering documents in the form of binding policies and guidelines for the organisation’s delegated responsibilities has been established to ensure a collective attitude and methodology within the Group. The starting point is COSO, together with associated steering documents which include the Code of Conduct, decision-making and authorisation instructions, and a financial manual covering financial policy, accounting and reporting instructions. Local management systems with more detailed instructions and descriptions of important processes have also been set up.

Work continued at both Business Area and Group level in 2013 on mapping financial transaction flows, identifying risks, and documenting control activities in a uniform and standardised way within a Group-wide internal control framework known as the Boliden Internal Control System (BICS).

## Boliden’s internal control organisation



### Risk analysis

The operating units conduct ongoing risk analyses with regard to financial reporting. The risks inherent in the various accounting and reporting processes shall be identified, analysed and documented in BICS.

### Control activities

Various types of control activities are carried out within the Group and within every different aspect of the accounting and reporting process on an ongoing basis (see example below). The control activities are carried out in order to manage known risks and to detect and rectify any errors and discrepancies in the financial reporting.

Documentation of significant control activities within the accounting and reporting process continued in BICS in 2013. For every risk identified, the controls that manage the risk – either preventatively or for purposes of detection, or both – are documented.

### Information and communication

Information on policies, guidelines and manuals is available on Boliden’s intranet. Information on updates and changes to reporting and accounting principles is issued via email and at the regular treasury and controller meetings.

External information is provided and communication conducted in accordance with the Group’s Communications Policy. All information must be communicated in a discerning, open and transparent manner.

Group-wide steering documents are updated and communicated on a continuous basis.

### Follow-ups

Work on follow-ups of, improvements to and development of systems, processes and controls within the Group is ongoing. Annual testing of documented controls within the framework of BICS has been conducted since 2009. Areas where scope for improvement is identified in conjunction with audits are documented, analysed and actioned.

## Auditor’s Report on the Corporate Governance Statement

To the Annual General Meeting of the shareholders of Boliden AB (publ.), corporate identity no: 556051-4142

The Board of Directors is responsible for the Corporate Governance Report for 2013 on pages 102–107 and for ensuring that it has been prepared in accordance with the provisions of the Swedish Annual Accounts Act.

We have read the Corporate Governance Report and, based on that reading and our knowledge of the company and the Group, believe that we have sufficient basis for our conclusions. This means that our statutory examination of the Corporate Governance Report has a different focus and is substantially less in scope than that of an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden.

In our opinion, the Corporate Governance Report has been prepared in accordance with and its statutory content complies with the provisions of the Swedish Annual Accounts Act and is consistent with the consolidated accounts.

Stockholm, 12 February 2014

Ernst & Young AB

Lars Träff  
Authorised Public Accountant