

PRESS RELEASE  
Stockholm, April 11, 2016



## **Notice to attend the Annual General Meeting in Auriant Mining AB (publ.)**

The shareholders in Auriant Mining AB (publ.) ("Company"), 556659-4833, are hereby given notice to attend an Annual General Meeting on Thursday, May 12, 2016 at 2.30 p.m. in Näringslivets Hus, Storgatan 19, 114 85 Stockholm. Registration for the meeting commences at 2.00 p.m.

### **NOTICE**

Shareholders wishing to participate in the meeting must:

(i) Be entered in the shareholders' register kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization) on the record day Wednesday May 4, 2016. Shareholders who have had their shares registered in the name of a nominee must, well in advance of May 4, 2016, through the nominee, temporarily register the shares in their own name in order to be entitled to participate in the meeting.

(ii) Notify the Company of their attendance no later than 4 pm on May 4, 2016, via email at the address [agm@auriant.se](mailto:agm@auriant.se), via tel 08-624 26 80 or via letter to Auriant Mining AB, Box 55696, 102 15 Stockholm, Sweden. Notification must include full name, personal ID number or corporate registration number, address and telephone number and, if applicable, information about proxy, representative and assistant.

In order to facilitate entry to the meeting, notification should, when appropriate, be accompanied by powers of attorney, registration certificate and other authorization documents. Forms for power of attorney can be downloaded from the Company's website [www.auriant.com](http://www.auriant.com). A person representing a legal entity must present a registration certificate, not older than one year, or equivalent documentation indicating the signatory right.

### ***Number of shares and votes***

At the time of issuing the notice to attend the Annual General Meeting, the Company has a total 17,802,429 registered shares, with one vote per share.

### ***Shareholders' information right***

According to Chapter 7 section 32 of the Swedish Companies Act (2005:551), shareholders present at the Annual General Meeting have the right to request information regarding the matters on the agenda or the company's financial situation.

### **PROPOSED AGENDA**

- 1) Opening of the Annual General Meeting.
- 2) Election of the chairman of the meeting.
- 3) Preparation and approval of the voting register.
- 4) Approval of the agenda.
- 5) Election of one or two persons to attest the minutes of the meeting.
- 6) Determination of whether the meeting has been duly convened.
- 7) Presentation of the annual report and audit report and the consolidated accounts and group audit report and in connection with this:
  - a) address by the chairman of the board and report on the board's work;
  - b) address by the CEO;
  - c) report by the auditor regarding the audit work.
- 8) Resolution on:
  - a) adoption of profit and loss account and balance sheet and consolidated profit and loss account and consolidated balance sheet,
  - b) allocation regarding the Company's profit/loss in accordance with the adopted balance sheet,  
and
  - c) discharge of liability for the board members and the managing director.
- 9) Report regarding the work of the nomination committee.
- 10) Resolution on the number of board members and deputies.
- 11) Resolution on remuneration to the board of directors, deputy and the auditor.
- 12) Election of board members, deputy and chairman of the board.
- 13) Election of auditors.

- 14) Resolution on nomination committee.
- 15) Resolution on guidelines for remuneration to executive management.
- 16) Closing of the Annual General Meeting.

## **PROPOSALS BY THE NOMINATION COMMITTEE**

The nomination committee consisting of Erik Wigertz, chairman of the committee (representing Bertil Holdings Ltd), Bernt Plotek (representing Svea Lands S.A.) and Lord Peter Daresbury, chairman of the board of directors of Auriant Mining AB, have submitted the following proposals:

### ***2. Election of the chairman of the meeting***

The nomination committee proposes that advocate David Andersson be appointed chairman of the meeting.

### ***10. Resolution on the number of board members and deputies***

The nomination committee proposes that the board shall consist of three (3) members with one (1) deputy board member.

### ***11. Resolution on remuneration to the board of directors, including deputies, and the auditor***

The nomination committee proposes that the remuneration to the chairman of the board Lord Peter Daresbury shall be SEK 400,000, to the ordinary board member Ingmar Haga SEK 250,000, and SEK 200,000 to the ordinary board member Preston Haskell. The nomination committee further proposes that the remuneration to the deputy board member shall be SEK 100,000. If any committee is established by the board, it is proposed that remuneration to each member of the committee shall be paid in the amount of 25,000 SEK per annum for participation in it.

The nomination committee proposes that the auditor's fees be approved in line with agreement between the company and the auditor.

### ***12. Election of board members, deputies and chairman of the board***

The nomination committee proposes re-election of Lord Peter Daresbury, Preston Haskell and Ingmar Haga as members of the board, and re-election of James Provoost Smith as deputy

board member. The nomination committee proposes that Lord Peter Daresbury be elected the chairman of the board.

### ***13. Election of auditors***

The nomination committee proposes re-election of the accounting firm Öhrlings PricewaterhouseCoopers AB and Martin Johansson as principal auditor.

### ***14. Resolution on nomination committee***

It is proposed by the nomination committee that it shall consist of the chairman of the board and three members, each representing one of the three owners with the largest voting power. The selection of the three largest shareholders shall be made on the basis of the share register of the Company kept by Euroclear Sweden AB as of the last banking day in September 2016. At the earliest convenient date after the end of September 2016 the Chairman of the Board shall contact the three shareholders with the largest number of voting rights, as determined above, and will request that they each appoint a member to the nomination committee. If any of the three shareholders with the largest voting power decline their right to appoint a member to the nomination committee, the shareholder with the next largest voting power shall be provided with the opportunity to appoint a member. If such shareholder also declines its right to appoint a member to the nomination committee or does not respond to the request within a reasonable time then the nomination committee shall be constituted by the remaining members. Unless the nomination committee members decide otherwise, the chairman of the nomination committee shall be the member that represents the shareholder with the largest voting power in the Company. If a member leaves the nomination committee before its work is completed and if the nomination committee considers that there is a need to replace this member, then the nomination committee shall appoint a new member.

The nomination committee shall prepare the following proposals to be submitted to the 2017 Annual General Meeting for resolution:

- a) proposal regarding chairman of the Annual General Meeting,
- b) proposal regarding the number of board members,
- c) proposal regarding election of board members, deputies and chairman of the board of directors,
- d) proposal regarding directors' fees for each of the directors and deputies as well as remuneration for committee work,
- e) proposal regarding election of auditors,
- f) proposal regarding auditor's fees, and
- g) proposal regarding nomination committee.

No remuneration shall be paid to the members of the nomination committee. The nomination committee may charge the Company reasonable costs for travelling and investigations.

## **PROPOSALS BY THE BOARD OF DIRECTORS**

### ***8b. Resolution on allocation of profit/loss for 2015***

The board of directors and the managing director propose that the Company's non-restricted equity of SEK -38,432,897.94 is carried forward and that no dividend is paid for the financial year.

### ***15. Resolution on guidelines for remuneration to the executive management***

The board of directors proposes that the Annual General Meeting approves the guidelines for remuneration to the executive management of the Auriant Mining group ("Group"), essentially containing the following:

The guidelines shall apply to remuneration and other employment terms and conditions for the managing director and other members of the Group's management ("Group Management") and shall apply until the Annual General Meeting of 2016.

#### **Guidelines**

The guidelines shall apply to all employment contracts which are entered into after the meeting's resolution and in those cases where amendments are made to the existing terms and conditions after that point in time. The Company shall aim to offer a total remuneration, which is reasonable and competitive based on the circumstances in the individual country and in that respect shall also be able to offer a so-called "Sign on" bonus in order to recruit the best personnel. The remuneration shall vary in relation to the performance of the individual and the Group. It is proposed that the total remuneration to the Group Management shall consist of the components stated below.

#### **Fixed salary**

The fixed salary ("Base Salary") shall be adjusted to the market and be based on responsibility, competence and performance. The fixed salary shall be revised every year.

#### **Variable salary**

The variable salary shall relate to the Company's return on production result, reserves and production goals, and specific goals within each executive's area of responsibility. The variable salary shall be paid annually and shall amount to a maximum of one annual Base Salary.

### **Long-term incentives**

The board of directors intends, on a regular basis, to assess the need of long-term incentive programs that shall be proposed to the general meeting.

### **Insurable benefits**

Old-age pension, healthcare benefits and medical benefits shall, if applicable, be prepared in a manner that reflects the rules and practice in the home country. If possible, the pension plans shall be premium determined. In individual cases, depending on the tax and/or social insurance laws which apply to the individual, other adjusted pension plans or pension solutions may be approved.

### **Other benefits**

The company shall be able to provide individual members of the Group Management or the entire Group Management with other benefits. These benefits shall not constitute a substantial part of the total remuneration. The benefits shall further correspond to what is normal on the market.

### **Termination and severance pay**

Notice of termination of employment shall be no more than twelve months upon termination initiated by the Group and no more than six months upon termination initiated by a member of the management. Severance pay may only be paid out upon termination by the Company or when a member of the Group Management resigns due to a significant change of his/her working conditions, which means the he/she cannot perform adequately.

### **Derogation from the guidelines**

The board of directors shall be entitled to derogate from these guidelines if special reasons exist in an individual case.

### **Available documents**

Accounts, audit reports, statement of the auditor and complete proposals for resolutions will be available at the offices of Advokatfirman Vinge at Smålandsgatan 20, 111 87 Stockholm and at

the Company's website [www.auriant.com](http://www.auriant.com) as of April 21, 2016 and will be sent in connection therewith to the shareholders who so request and state their postal address. The documents will also be available at the Annual General Meeting.

Stockholm in April 2016

Board of Directors