

# Notice to attend the Annual General Meeting in Auriant Mining AB

13.04.2023 | [GlobeNewswire](#)

The shareholders in [Auriant Mining AB](#), 556659-4833, are hereby given notice to attend an Annual General Meeting on Tuesday, May 16, 2023 at 2.00 p.m. at Mangold's offices, Nybrogatan 55, 114 40 Stockholm. Registration for the meeting commences at 1.30 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 Organisation) as of the record date Monday 8 May 2023. Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must re-register their shares in their own names to be entitled to participate in the Annual General Meeting. Such registration, which may be temporary, must be duly effected in the share register maintained by Euroclear Sweden AB on Wednesday 10 May 2023, and the shareholders must therefore advise their nominees well in advance of this date,

(ii) notify the company of their attendance no later than 4.00 p.m. on Wednesday 10 May 2023 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](#), Bryngelshusgatan 127, 302 47 Halmstad, 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 authorisation documents. The power of attorney must not be older than one year unless a longer validity term (however no longer than five years) is specifically stated in the power of attorney. 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 of 98,768,270 registered shares, with one vote per share. As of the same date, the company is holding no shares in treasury.

### *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 for instance 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 list.
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, 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,
  - c) discharge of liability for the board members and the CEO.
9. Resolution on the number of board members, deputies and auditors.
10. Resolution on remuneration to the board of directors and the auditor.
11. Election of board members and chairman of the board.
12. Election of auditor.
13. Resolution on the principles of appointment of nomination committee and instruction for the nomination committee.
14. Resolution on authorisation for the board of directors to resolve upon issue of shares.
15. Resolution on a) amendments to the articles of association and b) reduction of the share capital to cover losses.
16. Closing of the Annual General Meeting.

#### PROPOSALS BY THE NOMINATION COMMITTEE

The nomination committee consisting of Per Åhlgren, chair of the committee (appointed by GoMobile Nu AB), Risto Silander (appointed by Bertil Holdings Ltd), and the chairman of the board of directors of [Auriant Mining AB](#) Lord Daresbury (Peter), have submitted the following proposals:

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

The nomination committee proposes that Per Åhlgren or in case of his impediment, the person instead

appointed by the nomination committee, be appointed chairman of the meeting.

*9. Resolution on the number of board members, deputies and auditors*

The nomination committee proposes that the board shall consist of four (4) members without any deputy board member. Furthermore, the nomination committee purposes that the company shall have one auditor, without a deputy auditor.

*10. Resolution on remuneration to the board of directors and the auditor*

The nomination committee proposes that the remuneration to the chairman of the board shall be SEK 400,000 and SEK 250,000 to each of the other board members. 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 SEK 25,000 per annum for participation in it. The maximum amount of remuneration payable to the board, including remuneration for work in committees, is SEK 1,375,000.

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

*11. Election of board members, deputies and chairman of the board*

The nomination committee proposes re-election of Peter Daresbury, Thor Åhlgren, Preston Haskell and Jukka Pitkälä as members of the board. The nomination committee proposes that Peter Daresbury be re-elected as the chairman of the board.

*12. Election of auditor*

The nomination committee proposes re-election of the accounting firm Öhrlings PricewaterhouseCoopers AB. Öhrlings PricewaterhouseCoopers AB has informed the nomination committee that, if the committee's proposal is adopted by the general meeting, Anna Rozhdestvenskaya will act as auditor-in-charge.

*13. Resolution on the principles of appointment of the nomination committee and instruction for the nomination committee*

It is proposed by the nomination committee that it shall consist of the chairman of the board and three other members, each appointed by one of the three owners with the largest number of voting rights. 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. Those shareholders who are not registered with Euroclear, and who wish to appoint a member to the nomination committee, shall submit an application to the Chairman of the Board no later than September 1 and provide evidence of shareholding. If it becomes known to the company that two or more of the largest shareholders are controlled by the same physical person(s) (or the same physical person(s) holds shares in the company both directly and through a company controlled by him) then all such shareholders shall be considered to comprise one shareholder for the purposes of the participation in the nomination committee. At the earliest convenient date after the end of September the Chairman of the Board shall contact the three shareholders with the largest number of voting rights, as determined above, and request that they each appoint a member to the nomination committee. If any of the three shareholders with the largest number of voting rights decline their right to appoint a member to the nomination committee, the shareholder with the next largest number of voting rights 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, appointed by the shareholder with the largest number of voting rights 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 proposes that the Instruction for the Nomination Committee approved at the

Annual General Meeting on 19 May 2020 shall remain unchanged.

## PROPOSALS BY THE BOARD OF DIRECTORS

### *8 b) Resolution on allocation regarding the company's profit/loss in accordance with the adopted balance sheet*

The board of directors and the managing director propose that the company's non-restricted equity of SEK -268,220,779 is carried forward and that no dividend is paid for the financial year.

### *14. Resolution on authorisation for the board of directors to resolve upon issue of shares*

The board of directors proposes that the Annual General Meeting authorises the board to resolve - at one or several occasions and for the time period until the next annual general meeting - to increase the company's share capital by new share issues, to the extent that it corresponds to a dilution of not more than 20 percent of the number of shares outstanding at the time of this notice of the Annual General Meeting, after full exercise of the hereby proposed authorisation.

New share issues may be made with or without deviation from the shareholders' preferential rights and with or without provisions for contribution in kind, set-off or other conditions. Pursuant to Chapter 16 of the Swedish Companies Act, the board of directors may not by virtue of this authorisation resolve on issues to board members in group companies, employees, etc. The purpose of the authorisation is to increase the financial flexibility of the company and the acting scope of the board. Should the board of directors resolve on an issue with deviation from the shareholder's preferential rights, the reason shall be to enable the company to finance the operations in a fast and efficient way, acquire companies, businesses or parts thereof, or to broaden the ownership of the company. Upon such deviation from the shareholders' preferential rights, the new issue shall be made at market terms and conditions.

The board of directors or the CEO shall have the right to make such minor adjustments in this resolution that may be necessary in connection with the registration of the authorisation with the Swedish Companies Registration Office or due to other formal requirements.

### *15. Resolution on a) amendments to the articles of association and b) reduction of the share capital to cover losses*

#### *15 a) The board of directors' proposal on amendments to § 4 of the articles of association*

To enable the execution of the board of directors' proposal on reduction of share capital in accordance with item 15 b), the board of directors propose that the general meeting resolves that the share capital limits in § 4 of the articles of association be amended as follows.

#### *Current wording*

The share capital consists of a minimum of SEK 5,322,450 and a maximum of SEK 21,329,800.

#### *Proposed wording*

The share capital consists of a minimum of SEK 500,000 and a maximum of SEK 2,000,000.

#### *15 b) The board of directors' proposal on reduction of the share capital to cover losses*

The board of directors' propose that the general meeting resolves on a reduction of the share capital on the following terms and conditions:

1. The purpose of the reduction is to cover the company's losses.
2. The company's share capital shall be reduced with SEK 10,611,430.315619.
3. The reduction shall be performed without cancellation of shares.

Following the reduction, the share capital will amount to SEK 500,000.

The items 15 a) - b) are one proposal and shall be processed by the general meeting as one resolution.

The board of directors or the CEO shall have the right to make such minor adjustments in this resolution that may be necessary in connection with the registration with the Swedish Companies Registration Office or due to other formal requirements.

#### Majority requirements

Resolutions in accordance with item 14 and 15 above requires approval of at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

#### Personal data

For information on how your personal data is processed, see the integrity policy that is available at Euroclear's website [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

#### Available documents

Accounts and audit reports as well as complete proposals and other documentation will be available at Bryngelshusgatan 127, 302 47 Halmstad, Sweden, and at the company's website [www.auriant.com](http://www.auriant.com) as of April 25, 2023 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 2023

#### [Auriant Mining AB](#)

#### Board of directors

For more information, please contact:

Danilo Lange, CEO  
tel: +7 495 109 02 82  
e-mail: [d.lange@auriant.com](mailto:d.lange@auriant.com)

Company name: [Auriant Mining AB](#)  
Short name: AUR  
ISIN-code: SE0001337213

Website: [www.auriant.com](http://www.auriant.com)

[Auriant Mining AB](#) (AUR) is a Swedish junior mining company focused on gold exploration and production in Russia, primarily in the Republic of Tyva, Zabaikalye and the Republic of Khakassia. The company has currently four assets, including two operating mines (Tardan and Alluvial at Staroverinskaya), one early stage exploration asset and one development asset.

*Since July 19, 2010, Auriant Mining's shares are traded on Nasdaq First North Premier Growth Market under the short name AUR. For more information, please visit [www.auriant.com](http://www.auriant.com). G&W Fondkommission is Certified Adviser to Auriant, for more information please visit [www.gwkapital.se](http://www.gwkapital.se).*

#### Attachment

- [Auriant Mining AB](#) - Notice to AGM 2023 (ENG) - Final

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