

PRESS RELEASE

24 May 2024 08:30:00 CEST

Notice convening the Annual General Meeting of KOPY GOLDFIELDS AB (PUBL)

The shareholders of Kopy Goldfields AB (publ), reg. no. 556723-6335, (the "Company"), are hereby given notice of the Annual General Meeting to be held on Thursday, June 27, 2024, at 10.00 a.m. (CET) at Scandic Hotel, Humlegårdsgatan 23, Stockholm. Admission and registration will commence at 9.30 a.m. (CET).

Right to attend and notification

Shareholders who wish to attend the Annual general meeting must:

- i. on the record date, which is Tuesday 18 June 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. notify the company of their participation and any assistants (no more than two) in the Annual general meeting no later than Monday June 24 2024. The notification shall be in writing to till Kopy Goldfields AB, AGM, Box 7292, SE-103 90 Stockholm, or via e-mail to agm@kopygoldfields.com. The notification should state the name, personal/corporate identity number, shareholding, share classes address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended the notification.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than Tuesday June 18, 2024 and should therefore be requested from the nominee well before this date.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorization documents, evidencing the authority to issue the proxy, shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. A copy of the proxy in original and, where applicable, the registration certificate, should in order to facilitate the entrance to the general meeting, be submitted to the Company by mail at the address set forth above and at the Company's disposal no later than on Monday June 24, 2024. The proxy in original and, when applicable, the certificate of registration must be presented at the general meeting. Certificate of proxies are also accepted. A proxy form will be available on the Company's website, www.kopygoldfields.com, and will also be sent to shareholders who so request and inform the Company of their postal address.

Draft agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Determination of whether the meeting was duly convened
6. Presentation by the CEO
7. Presentation of the Annual Report and the Audit Report as well as the Consolidated Accounts and the Group Audit Report.
8.
 - a. Resolution on adoption of the Income Statement and the Balance Sheet as well as the Consolidated Income Statement and the Consolidated Balance Sheet.
 - b. Resolution on dispositions in respect of the Company's profit or loss pursuant to the adopted Balance Sheet.
 - c. Resolution on discharge from liability of the Directors and the President and CEO.
9. Determination of fees to the Board of Directors and the Auditor.
10. Determination of the number of Directors and Deputies.
11. Election of Board of Directors and Auditor.
12. Resolution on instruction for the Nomination Committee.
13. Resolution regarding amendment of the articles of association
14. Resolution regarding reduction of the share capital for repayment to the shareholders through redemption of shares
15. Resolution regarding bonus issue
16. Authorization for the Board of Directors to undertake such minor changes that could be required to register the above resolutions.
17. Closing of the meeting

Proposed resolutions

Item 1: Opening of the meeting and election of chairman of the meeting

The board of directors of the Company proposes that Johan Österling is appointed as chair of the general meeting, or in his absence, the person appointed by him.

Items 9-11: Directors, number of directors, persons and remuneration

The Nomination Committee proposes fees to Directors of the Board not employed by the Kopy Group to be unchanged:

- SEK 375,000 to the Chairman of the Board and SEK 225,000 to each of the other Directors of the Board elected by the Annual General Meeting (a total of SEK 825,000); and
- for committee work, to the members who are appointed by the Board of Directors: SEK 75,000 to the Chairman of the Audit Committee, SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the other members of the ESG and Audit Committee,

The Nomination Committee further proposes that the Auditor's fee be paid as incurred, for the Auditor's term of office, on approved account.

The Nomination Committee proposes that the following persons are elected to the Board of Directors until the close of the Annual General Meeting 2025: Kjell Carlsson, chairman, Eric Forss and Arsen Idrisov.

The Company's home page contains a presentation of the directors.

The Nomination Committee proposes, in accordance with the recommendation by the Audit Committee, re-election of the auditor Johan Kaijser for the period until the end of the 2025 Annual General Meeting.

Item 13: Resolution regarding amendment of the articles of association

The board of directors of the Company proposes that the Annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed that the limits for the number of shares in the articles of association are changed from a minimum of 833,000,000 and not more than 3,332,000,000 to a minimum of 745,000,000 and a maximum of 2,980,000,000. The articles of association § 5 will thereby have the following wording:

"The amount of shares shall be not less than 745,000,000 and not more than 2,980,000,000."

Changes of the articles of association in accordance with this exhibit are conditional upon the Annual general meeting resolving on the reduction of the Company's share capital for repayment to the shareholders through redemption of shares, in accordance with Item 14.

Item 14: Resolution regarding reduction of the share capital for repayment to the shareholders through redemption of shares

The board of directors of the Company proposes that the Annual general meeting resolves as follows:

That the Company's share capital be reduced by a maximum of SEK 59,221,693.9887855 to SEK 284,195,827.435414 for repayment to the shareholders with SEK 54,514,552.75 and for addition to unrestricted equity with SEK 4,707,141.2387855, through voluntary redemption of a maximum of 155,755,865 shares, corresponding to approximately 17.24 percent of the total number of shares in the Company.

The amount to be repaid to the shareholders is at most SEK 54,514,552.75 in total, corresponding to SEK 0.35 per share (the "**Redemption Amount**"). The Redemption Amount undercuts the nominal value of a share by SEK 0.0302. This will be recorded as non-restricted equity.

All shareholders in the Company, except HC Alliance Mining Group Ltd and Magomed Bazhaev, shall be entitled to redeem shares. In the event that the number of shares notified for redemption exceeds 155,755,865 shares, corresponding to approximately 17.24 percent of the total number of shares in the Company, the redemption shall be made pro rata in relation to the shares notified for redemption, and to the extent that this cannot be done, by drawing lots.

Notification for redemption shall be made from July 3, 2024 up to and including July 17, 2024 and shall include information on to what bank account the redemption amount for the shares shall be paid.

When this notice is issued, work is underway to transfer sufficient liquid funds for redemption to the company's bank account. The board expects this to be completed before the annual general meeting in June. As highlighted in other contexts, however, the geopolitical situation makes it complicated to carry out payments linked to Russia. Therefore, it must be taken into account that due to factors beyond the control of the company banks and other external parties might be prevented from carrying out planned measures.

Payment for redeemed shares shall be made within 10 days of registration by the Swedish Companies Registration Office of the resolution of the Annual general meeting regarding reduction of the share capital.

The resolution requires amendment to the articles of association and is conditional that the Annual general meeting resolves on a bonus issue in accordance with Item 15.

The reduction of the share capital can be effected without obtaining the authorization of the Swedish Companies Registration Office or a court of general jurisdiction, as the Company, at the same time, carries out a bonus issue, resulting in no reduction of the restricted equity of the Company or its share capital.

According to the most recent adopted annual accounts, the retained earnings of the company amount to SEK 1,526,812,000. The amount available in accordance with Ch. 17 § 3 of the Companies Act prior to the reduction of the share capital thus amounts to SEK 1,526,812,000 and will following the reduction amount to SEK 1,531,519,141.

Item 15: Resolution regarding bonus issue

The board of directors of the Company proposes that the Annual general meeting resolves as follows:

The Company's share capital shall be increased by SEK 59,221,693.9887855 to SEK 343,417,521.4242 through a bonus issue. The bonus issue will be effected by a transfer of SEK 59,221,693.9887855 from unrestricted equity to share capital, as per the adopted balance sheet without the issue of any new shares.

The resolution requires that the Annual general meeting resolves on a reduction of the share capital in accordance with Item 14.

Item 16: Minor changes

The board of directors, or a person nominated by it, is authorized to make such minor adjustments as may be required in connection with registration of the meeting's resolutions with the Swedish Companies Registration Office.

Majority requirements

A resolution in accordance with items 13 and 14 are valid only where supported by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the general meeting

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 903,204,375. The Company holds no own shares.

Other

Proxy form, complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents will be available at the Company at Eriksbergsgatan 10, 103 90 Stockholm and on the Company's website, www.kopygoldfields.com, and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the Annual general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

This is a translation of the Swedish version of the Notice of Annual General Meeting. In case of any discrepancy to the original, the Swedish text shall control.

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Stockholm in May 2024

Kopy Goldfields AB (publ)

The board of directors

For more information, please contact:

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About Kopy Goldfields

Kopy Goldfields is a Swedish gold exploration and production company. Kopy Goldfields' strategy is to combine local geologic knowledge and science with international management, best industry practices and modern, efficient technology to identify and develop mineral deposits in a cost-efficient, safe and transparent way. Kopy Goldfields' shares are traded on Nasdaq First North Growth Market in Stockholm under the symbol "KOPY". Nordic Certified Advisers is Certified Adviser (Tel +46 707 94 90 73, e-mail: info@certifiedadviser.se).

Attachments

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