



Resolutions by the annual general meeting on 7 May 2026

Press release 7 May, 2026 18:40 CEST

Gruvaktiebolaget Viscaria (“Viscaria” or the “Company”) has today on 7 May 2026 at 4 p.m. held an annual general meeting at Aurora Kultur & Kongress in Kiruna.

Resolutions

A summary of the material resolutions passed by the general meeting is presented below.

Annual report and result

The annual general meeting adopted the profit and loss statement and the balance sheet as well as the consolidated profit and loss statement and the consolidated balance sheet and resolved, in accordance with the board of directors’ proposal, to carry the result forward in new account. No dividend will be paid.

Discharge from liability

The annual general meeting discharged the members of the board of directors and the CEO from liability for the management of the Company’s affairs during the financial year 2025.

Remuneration to the board of directors and auditor

The annual general meeting resolved, for the period until the end of the next annual general meeting, (a) that annual remuneration of SEK 200,000 shall be paid to each of the members of the board of directors (who are not employed by the Company), that annual remuneration of SEK 250,000 shall be paid to the deputy chairman of the board of directors and that annual remuneration of SEK 300,000 shall be paid to the chairman of the board of directors, (b) that annual remuneration of SEK 25,000 shall be paid to each of the members of the Company’s audit committee, (c) that annual remuneration of SEK 125,000 shall be paid to the chairman of Viscaria’s investment committee and SEK 75,000 to each of the members of the committee, and (d) that annual remuneration of SEK 10,000 shall be paid to each of the members of the Company’s remuneration committee. The annual general meeting further resolved that remuneration to the auditors shall be paid as per approved invoice.



The resolutions were made in accordance with the nomination committee's proposal.

Election of the board of directors and auditor

The annual general meeting resolved that the board of directors shall consist of eight (8) board members, including the chairman of the board of directors.

It was resolved to re-elect Per Colleen as member and chairman of the board, to re-elect Markus Petäjaniemi as member and deputy chairman of the board, and to re-elect Lars-Eric Aaro, Ing-Marie Andersson Drugge, Mark Johnson, Jane Lundgren Ericsson, Jörgen Olsson and Lars Seiz as members of the board of directors.

It was further resolved to re-elect Öhrlings PricewaterhouseCoopers AB, with Martin Johansson as auditor in charge, as auditor of the Company.

The resolutions were made in accordance with the nomination committee's proposal.

Remuneration report

The annual general meeting resolved to approve the board of directors' remuneration report for 2025.

Guidelines for remuneration to senior executives

The annual general meeting resolved to adopt the same guidelines for remuneration to senior executives that were adopted at the annual general meeting 2025. The guidelines shall apply until the general meeting resolves to adopt new guidelines, however, not longer than until the annual general meeting 2030. It was further resolved that the remuneration to the senior executives shall be on market terms and may consist of fixed cash salary, variable cash remuneration, pension benefits and other benefits.

The resolution was made in accordance with the board of directors' proposal.

Authorisation for the board of directors to issue new shares, warrants and/or convertibles

The annual general meeting resolved to authorise the board of directors to, for the period until the next annual general meeting, at one or several occasions, with or without deviation from the shareholders' preferential rights, against payment in cash or through set-off or in kind, or otherwise with conditions, resolve on an issue of new shares, convertibles or warrants. The total number of issued shares, or the number of shares that may be issued upon conversion of convertibles or through exercise of warrants, may not exceed 20 per cent of the registered number of shares in the Company at the time of the annual general meeting's resolution. The value transferred to the Company through issue by virtue of this authorisation, shall be on market terms and may include a market-based issue discount.



The resolution was made in accordance with the board of directors' proposal.

Employee stock option program 2026/2030 to management and key personnel and directed issue of warrants and approval of transfer of warrants

The annual general meeting resolved to adopt an employee stock option program to management and key personnel in the Company comprising no more than 2,300,000 employee stock options.

Each employee stock option shall entitle the holder to subscribe for one (1) new share in the Company at a subscription price per share that corresponds to 136 per cent of the volume weighted average price for the share on Nasdaq Stockholm during a period of twenty (20) trading days ending on the day prior to the Company's annual general meeting on 7 May 2026. The allocated employee stock options vest with 1/3 each on the dates falling 12, 24 and 36 months, respectively, after the date of allocation, conditional upon e.g. continued employment in the Viscaria group. Allocated and vested employee stock options may be exercised during the period commencing on the date falling three (3) years after the date of allocation and ending on 5 June 2030. The employee stock options will be allocated without consideration. Furthermore, the employee stock options shall be governed by separate agreements with the participants including individual requirements for target achievement and be secured by the group's own holding of underlying warrants.

To enable the delivery of shares under the employee stock option program, the annual general meeting further resolved on a directed issue of no more than of 2,300,000 warrants to the Company's wholly owned subsidiary Viscaria Incentive AB, and approval of transfer of warrants to selected management and key personnel in the Company.

The reason for that the issue of warrants shall take place with deviation from the shareholders' preferential rights is to implement the employee stock option program, as the warrants shall be used for subscription of shares in connection with participants' exercise of vested employee stock options in accordance with the terms of the program. Each warrant shall entitle the holder to subscription of one (1) share in the Company to a subscription price of SEK 2 per share. Subscription of shares by exercising the warrants shall, in accordance with the terms of the warrants, be possible to carry out from and including the time of registration of the warrants with the Swedish Companies Registration Office until and including 5 June 2030. The warrants are issued without consideration and may be transferred without consideration, provided that the exercise of the transferred warrant is governed in accordance with the terms of the warrants and that the exercise of the thereby secured employee stock option is governed in accordance with the terms of the employee stock options.



Based on the current number of shares in the Company, the dilution as a result of the resolved employee stock option program, under assumption that all warrants issued in connection with the employee stock option program will be exercised for subscription of new shares, will not exceed approximately 1 per cent of the shares and votes in the Company (not included the dilution which may arise as a result of the Company's current incentive programs). In the event that all of the warrants are exercised for subscription of shares, the Company's registered share capital will increase with SEK 4,600,000.

The resolution was made in accordance with the board of directors' proposal.

For further information, please contact:

Jörgen Olsson, CEO

Mobile: +46 (0) 703 – 420 570

Email: jorgen.olsson@viscaria.com

Karin Svensson, Head of Communications

Mobile: +46 (0) 761 – 169 190

Email: karin.svensson@viscaria.com

info@viscaria.com or www.viscaria.com

The information was submitted for publication, through the agency of the contact persons set out above, at 18:40 CEST on 7 May 2026.

About Viscaria

Gruvaktiebolaget Viscaria is a company that is scaling up to become a modern and responsible producing mining company through the reopening of the Viscaria mine in Kiruna. The deposit's high copper grade, assessed mineral resources, geographical location and growing team of experienced employees provide good conditions for the company to become an important supplier of high-quality and responsibly produced copper - a metal that has a central role in Sweden's and Europe's climate transition. In addition to the Viscaria mine, the company holds a number of processing concessions and exploration permits in Arvidsjaur (Eva, Svartliden, Granliden) and Smedjebacken (Tvistbogruvan) - all in Sweden. The Parent Company's shares are listed on Nasdaq Stockholm Main Market (ticker VISC).

Attachments

[Resolutions by the annual general meeting on 7 May 2026](#)