

**Stock Exchange Release****Talvivaara Mining Company Plc****23 November 2017****Resolutions of Talvivaara Mining Company Plc Extraordinary General Meeting**

Talvivaara Mining Company Plc ("Talvivaara" or the "Company") is pleased to announce that, at the Extraordinary General Meeting of the Company held at 10:00 am (Finnish time) today on 23 November 2017, all the resolutions proposed by the Board of Directors of the Company as set out in the notice of the meeting dated 1 November 2017, were duly passed.

**The amendment of Company's trade name, domicile and the place of general meetings**

The Extraordinary General Meeting resolved to amend the Company's trade name to Ahtium Oyj and parallel trade name to Ahtium Plc and to amend the Company's corporate seat to Espoo. The venue of the Company's general meetings was confirmed to be either the corporate seat or Helsinki.

**Resolution to authorise the Board of Directors to resolve on share issue and the issuance of special rights entitling to shares**

The extraordinary general meeting resolved to authorise the Board of Directors to decide on the issuance of new shares and the transfer of the Company's own shares as well as the issuance of special rights referred to in Chapter 10 Section 1 of the Finnish Companies Act to provide more alternatives for financing the development of the Company's new business opportunities. Under the authorisation, the number of new shares that may be issued based on decision(s) of the Board of Directors would not exceed 418,980,716 shares, which corresponds to approximately 10 percent of all shares in the Company, and the number of the Company's own shares that may be transferred would not exceed 209,490,358 shares, which corresponds to approximately 5 percent of all shares in the Company. Furthermore, the Board of Directors is authorised to issue special rights referred to in Chapter 10 Section 1 of the Finnish Companies Act entitling their holder to receive new shares or the Company's own shares for consideration in such a manner that the subscription price for the shares is to be set off against a receivable of the subscriber (convertible bond). The number of shares which may be issued or transferred based on the special rights shall not exceed 418,980,716 shares, which corresponds to approximately 10 percent of all shares in the Company. This aggregate number of shares is included in the previously mentioned aggregate numbers of shares that may be issued and transferred.

The new shares could be issued and the Company's own shares could be transferred for consideration, including a set-off against a receivable from the Company, or without consideration. The new shares and the special rights referred to in Chapter 10 Section 1 of the Finnish Companies Act could be issued and the Company's own shares transferred to the shareholders in proportion to their current shareholdings in the Company or in deviation of the shareholders' pre-emptive rights by way of a directed issue if there is a weighty financial reason for the Company to do so. A directed share issue would be executed without consideration only if there is a particularly weighty financial reason for the Company to do so, taking the interests of all its shareholders into account. Should the total number of the shares in the Company later decrease as a result of a reverse share split, the maximum number of shares to be issued based on the authorisation would decrease pro rata. The authorisation is valid until 31 December 2018 and it does not cancel the share issue authorisation given by the extraordinary general meeting on 2 February 2017.

**Reduction of the reserve for invested unrestricted equity to cover accumulated deficit**

The extraordinary general meeting resolved to reduce the reserve for invested unrestricted equity pursuant to the balance sheet of the Company per 30 June 2017, EUR 799,729,611, in its entirety. The reserve for invested unrestricted equity is EUR 0 after the reduction and the reserve for invested unrestricted equity is dissolved.

#### **Reduction of the share premium reserve to cover accumulated deficit**

The extraordinary general meeting resolved to reduce the share premium reserve pursuant to the balance sheet of the Company per 30 June 2017, EUR 8,085,842, in its entirety. The share premium reserve is EUR 0 after the reduction and the share premium reserve is dissolved.

The extraordinary general meeting also resolved to allow the Board of Directors to decide separately if the Company will apply for a public notice to the creditors from the Finnish Patent and Registration Office (Finnish Trade Register) due to the decision concerning the reduction of the share premium reserve. The public notice shall be applied within one (1) month from the decision of the general meeting.

#### **Enquiries**

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