



## Notice of the Annual General Meeting of SinterCast AB (publ)

The shareholders of SinterCast AB (publ) ("SinterCast") are hereby invited to attend the Annual General Meeting to be held on Wednesday 15 May 2013, 15:00 hours, at the premises of the Royal Swedish Academy of Engineering Sciences (IVA), Grev Turegatan 16, Stockholm, Sweden.

### Right to Participate and to Vote

Shareholders who wish to participate in the Annual General Meeting

- *must* be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 8 May 2013; *and*
- *must* notify SinterCast of their attendance no later than on Wednesday 8 May 2013.

In addition, any shareholders whose shares are nominee registered must temporarily have the shares re-registered in their own names before Wednesday 8 May 2013, in order to be entitled to participate in the Annual General Meeting. The nominee should be requested to re-register the shares in sufficient time prior to Wednesday 8 May 2013.

### Notice of Participation

Notification can be made by mail to SinterCast AB (publ), P.O. Box 10203, SE-100 55 Stockholm, Sweden, via telephone +46 (0)8 660 77 50, by fax +46 (0)8 661 79 79, or e-mail: [agm.registration@sintercast.com](mailto:agm.registration@sintercast.com).

In the notification, shareholders (or, where applicable, proxies of shareholders) should state their name, personal identity number (Swedish citizens only) or corporate identity number, address, telephone number, number of shares and the number of advisors, if any (a shareholder may bring up to two advisors provided that the number of advisors is notified in the same way as stated above).

### Representatives

Shareholders represented by proxy should submit a written dated power of attorney to SinterCast well before the Annual General Meeting, preferably with the notification (no later than Wednesday 8 May 2013). Power of attorney forms are available at [www.sintercast.com](http://www.sintercast.com) and can also be provided by mail to shareholders who request that and provide their postal addresses. Anyone representing a corporate entity must provide a copy of the registration certificate or equivalent documentation of authority.

### Proposed Agenda for the Meeting

- 1 Opening of the Annual General Meeting
- 2 Election of the Chairman of the Annual General Meeting
- 3 Preparation and approval of the list of shareholders entitled to vote at the meeting
- 4 Approval of the Agenda
- 5 Election of attendees to verify the minutes together with the Chairman
- 6 Determination of whether the meeting has been duly convened
- 7 Guest Presentation: Terry Aldea, Global Executive, Casting and Forging, Ford Motor Company
- 8 The Managing Director's Report
- 9 Presentation of the Annual Report, the Auditor's Report, the Consolidated Annual Report and the Auditor's Report for the Group
- 10 Decisions regarding:
  - (a) Adoption of the Profit and Loss Statement and the Balance Sheet, and the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet
  - (b) Allocation of the result in accordance with the adopted Balance Sheet
  - (c) Discharge from liability of the Board Members and the Managing Director
- 11 Decision regarding the number of Board Members and alternate Board Members (if any)
- 12 Decision regarding the remuneration of the Board Members and the Auditor
- 13 Election of Board Members, alternate Board Members (if any), Chairman and Vice Chairman
- 14 Election of Nomination Committee Members
- 15 Decision regarding the remuneration policy in respect of the Group Management
- 16 Decision to authorise the Board of Directors to decide upon acquisition and disposal of SinterCast shares
- 17 Closing of the Annual General Meeting

## Proposals

### **Election of Chairman of the Annual General Meeting (item 2)**

The Nomination Committee proposes Jan Rynning as Chairman of the Annual General Meeting.

### **Decision Regarding Allocation of the Result (item 10 b)**

SEK 51,744,744 are at the disposal of the Annual General Meeting and the Board of Directors proposes that there shall be a total dividend of SEK 1.0 per share (totally SEK 6,975,653) for the financial year 2012 and that the parent company shall retain the remaining part of non-restricted equity of SEK 44,769,091. The Board of Directors proposes Monday 20 May 2013 as the record date for entitlement to receive dividends. If the Annual General Meeting decides in accordance with the proposal, it is estimated that the dividend will be distributed by Euroclear Sweden AB on Thursday 23 May 2013.

### **Decision Regarding the Number of Board Members and alternate Board Members (if any) (item 11)**

The Nomination Committee proposes six ordinary Board Members, including the Chairman and the Vice Chairman, and no alternate Board Members.

### **Decision Regarding the Remuneration of the Board Members and the Auditor (item 12)**

The Nomination Committee proposes that, for the period until the next Annual General Meeting, the Board receives a total remuneration of SEK 840,000. It is proposed that this remuneration shall be divided between the Chairman (SEK 280,000) and the four ordinary Board Members (SEK 140,000 each), with no remuneration for the Managing Director. The Nomination Committee proposes that the Auditors shall be paid against approved invoice.

The remuneration may, if certain conditions are fulfilled, be billed by the Board Member's company. In such case the invoiced amount shall be adjusted upward with an amount corresponding to the social security contributions that SinterCast thereby does not have to make as well as value added tax. The procedure shall be cost-neutral for SinterCast.

### **Election of Board Members, alternate Board Members (if any), Chairman and Vice Chairman (item 13)**

The Nomination Committee proposes re-election of the present Board Members: Ulla-Britt Fräjdin-Hellqvist, Aage Figenschou, Robert Dover, Laurence Vine-Chatterton and Steve Dawson as ordinary members, and the election of Hans-Erik Andersson as a new ordinary Board Member. Andrea Fessler, a Board Member since 2003, has declined re-election. Ulla-Britt Fräjdin-Hellqvist is proposed to remain as Chairman of the Board and Aage Figenschou is proposed to remain as Vice Chairman of the Board. Information about the proposed Board Members is available on SinterCast's website ([www.sintercast.com](http://www.sintercast.com)).

### **Election of Nomination Committee Members (item 14)**

The Nomination Committee proposes the Nomination Committee to consist of three members and to re-elect Karl-Arne Henriksson, to serve as the Chairman of the Nomination Committee, and Ulla-Britt Fräjdin-Hellqvist, in her capacity of Chairman of the Board Directors. Andrea Fessler, former Board Member, is proposed as a new member of the Nomination Committee. Torbjörn Nordberg has declined re-election. If a member of the Nomination Committee should leave the Nomination Committee before its work is concluded, the Chairman of the Nomination Committee shall be given the assignment to contact the largest shareholder that has not already appointed a member of the Nomination Committee and ask this shareholder to appoint a member to the Nomination Committee. If this shareholder does not wish to appoint a member to the Nomination Committee, the second largest shareholder will be asked to do so, etc.

### **Decision Regarding the Remuneration Policy in respect of Group Management (item 15)**

The Board of Directors proposes that the Annual General Meeting decides upon a remuneration policy in respect of the Managing Director and other members of the Group Management as follows. The remuneration shall consist of a balanced combination of fixed remuneration, variable remuneration, long-term incentive programmes, pension and other benefits. The total remuneration shall be in accordance with market practice and shall be based on performance. The fixed remuneration shall be individually determined and shall be based on each individual's responsibility, role, competence and position. Variable remuneration shall be based on predetermined targets on the Group and individual level, considering the effect on the long term result. In extraordinary situations a special compensation may be paid out to attract and retain key competence. Variable remuneration and special compensation (i.e. excluding remuneration according to long-term incentive programmes adopted by the general meeting) may not exceed an amount corresponding to 75 percent of the fixed annual salary. In 2009, the shareholders approved an employee stock option programme, where employee stock options were issued to all employees of the SinterCast Group. More information about the incentive programme can be found on the company's web-site ([www.sintercast.com](http://www.sintercast.com)).

Pension benefits are in the form of defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Upon termination by the company, the notice period for the Managing Director is nine months, and six months for the other members of the Group Management. Upon termination of the Managing Director by the company the

Managing Director is entitled to a severance payment of nine months compensation. For the other members of the Group Management, severance pay does not exist. As regards the Managing Director, in the case of notice being provided by the company, no deduction shall be made for remuneration paid by another employer.

The Board of Directors and, on behalf of the Board of Directors, the Compensation Committee, shall be entitled to deviate from the guidelines if there are specific reasons or needs in an individual case.

The main conditions for remuneration to Group Management in the current employment agreements are described in note 5 in the annual report for 2012.

#### **Decision to Authorise the Board of Directors to decide upon acquisition and disposal of SinterCast shares (item 16)**

The Board of Directors proposes that the Annual General Meeting authorises the Board to, on one or more occasions prior to the next Annual General Meeting,

- decide upon the acquisition of SinterCast shares. SinterCast may only acquire such number of shares so that the company's shareholding at any given time does not exceed 10 percent of the total shares in the company. Acquisition of shares may be made on NASDAQ OMX Stockholm AB at a price within the registered price interval on each occasion,
- decide upon disposal of a maximum of all SinterCast shares held by the company at any given time, on NASDAQ OMX Stockholm AB or in other ways, for example in connection with the potential acquisition of a company or business, with or without a deviation from the shareholders' preferential rights and with or without payment in kind or payment by set-off. Disposal of shares on NASDAQ OMX Stockholm AB may only be made at a price within the registered price interval on each occasion. Disposal of shares in other ways may be made at a market price estimated by the board.

The purpose of the authorisation is for SinterCast to be able to acquire its own shares at any given time so as to adapt the capital structure of the company to the capital requirements and to be able to transfer shares in connection with a potential acquisition of a company or business.

#### **Miscellaneous**

Complete decision proposals from the Nomination Committee regarding items 2 and 11-14 and complete decision proposals from the Board of Directors regarding items 10 b), 15 and 16 are stated above. The accounts (including the Board of Directors' statement according to chapter 18 section 4 of the Swedish Companies Act), the auditor's report, as well as documents pursuant to chapter 8 section 54 and chapter 19 section 22 of the Swedish Companies Act will be available at SinterCast from Wednesday 24 April 2013 at the latest and will be sent free of charge to shareholders requesting such information and stating their postal address. The documents will also be available on the SinterCast website ([www.sintercast.com](http://www.sintercast.com)) from the same date or can be requested from SinterCast AB (publ), P.O. Box 10203, SE-100 55 Stockholm, Sweden.

On the date of issue of this notice, the total number of shares and votes in SinterCast were 6,975,653.

A valid resolution pursuant to item 16 requires that it is supported by shareholders representing at least two thirds of the votes and shares represented at the Annual General Meeting.

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that this may be done without significant damage being incurred by SinterCast, provide information at the Annual General Meeting regarding circumstances that may affect an assessment of an item on the agenda or circumstances that may affect an assessment of SinterCast's financial situation. This duty of disclosure also applies to SinterCast's relationship to other group companies, the consolidated accounts and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

Stockholm April 2013  
SinterCast AB (publ)  
*The Board of Directors*

*This is an unofficial translation of the Swedish original notice to the Annual General Meeting. In the event of any difference between the versions, the Swedish version shall prevail.*