



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 Thursday 19 May 2011, 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 13 May 2011; *and*
- *must* notify SinterCast of their attendance no later than 12:00 noon on 13 May 2011.

In addition, any shareholders whose shares are nominee registered must temporarily have the shares re-registered in their own names before 13 May 2011, 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 13 May 2011.

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.

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 not more than 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 13 May 2011). Power of attorney forms are available at www.sintercast.com and can also be provided by mail. 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: Jeffrey Breneman, Executive Director, United States Coalition for Advanced Diesel Cars
- 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 Auditors
- 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 Senior Management
- 16 Decision regarding changes of the Articles of Association
- 17 Decision regarding adjustment of the Employee Stock Option Programme
- 18 Decision to authorise the Board of Directors to decide upon acquisition and disposal of SinterCast shares
- 19 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 57,065,724 are at the disposal of the Annual General Meeting and the Board of Directors proposes that there shall be a dividend of SEK 0.5 per share (totally SEK 3,487,827) for the financial year 2010 and that the Parent Company shall retain the remaining part of non-restricted equity of SEK 53,577,897. The Board of Directors proposes 24 May 2011 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 27 May 2011.

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 Auditors (item 12)

The Nomination Committee proposes that, for the period until the next Annual General Meeting, the Board receives a total remuneration of SEK 725,000. It is proposed that this remuneration be divided between the Chairman (SEK 225,000) and the four ordinary Board Members (SEK 125,000 each), with no remuneration for the Managing Director. The Nomination Committee proposes that the Auditors be paid against approved invoice.

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, Andrea Fessler, Robert Dover and Steve Dawson as ordinary members. Laurence Vine-Chatterton is proposed to be elected as ordinary Board Member. 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.

Laurence Vine-Chatterton (born 1949), resident in Germany, has a Bachelor of Arts degree and qualified as a Chartered Accountant in UK in 1975 and in Canada in 1977. From 1986 to 1998 he held senior executive positions in UK public companies within the manufacturing and automotive industries. From 1999 to 2008 he was president of Internet Europe GmbH, a leading European foundry for the production of safety-critical castings for automotive and heavy duty applications. Vine-Chatterton was a non-executive director of Automotive Components Europe S.A. from 2009 to 2010. From 1 April 2011 he is a non-executive director of Surrey and Borders Partnership NHS Trust (a UK regional health authority). Vine-Chatterton has provided consulting services regarding strategic business development to SinterCast. Neither Vine-Chatterton nor his close relatives holds any shares in SinterCast. Vine-Chatterton is considered independent of SinterCast, its senior management and major shareholders.

Election of Nomination Committee Members (item 14)

The Nomination Committee proposes the Nomination Committee to consist of three members and to re-elect as members Lars Ahlström as Chairman, as a representative of large shareholders, Torbjörn Nordberg, with the mandate to represent small shareholders and Ulla-Britt Fräjdin-Hellqvist, in her capacity of Chairman of the Board Directors. It is also proposed that the Nomination Committee is given mandate to use external advisors, against invoice, to evaluate the Board of Directors or to search for potential Board Members. If a member of the Nomination Committee should leave the Nomination Committee before its work is concluded, the remaining members shall decide whether a new member should be appointed and, in such a case, appoint a new member.

Decision Regarding the Remuneration Policy in Respect of Senior 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 senior executives such that 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) may not exceed an amount corresponding to 75 % 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).

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 twelve months, and six months for other senior executives. Severance pay does not exist. In the event of a change in controlling interest of the company, the mutual notice period for the Managing Director shall increase to 24 months. In the case of notice being provided by the company, no deduction shall be made for remuneration paid by another employer, provided that the new employment is approved by SinterCast.

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.

Decision regarding changes of the Articles of Association (Item 16)

The Board of Directors proposes that section 6 of the articles of association be amended so that the current wording will be replaced with the following wording:

"The Board of Directors shall consist of not less than five (5) and not more than seven (7) Ordinary Members and not more than two (2) Alternates."

The Board of Directors proposes that section 7 of the Articles of Association be amended so that the current wording will be replaced with the following wording:

"The Company shall appoint one (1) or two (2) Auditors with not more than two (2) Alternate Auditors. A registered accounting firm may also be appointed as Auditor."

The Board of Directors proposes that section 8 of the Articles of Association be amended so that the current wording will be replaced with the following wording:

"General Meeting of shareholders shall be held in Stockholm."

Notice convening a General Meeting shall be published in the Swedish Official Gazette (Sw: Post- och Inrikes Tidningar) as well as on the Company's website. The fact that notice has been given shall be advertised in Svenska Dagbladet."

The Board of Directors proposes that section 11, paragraph 2, items 8 - 10 of the Articles of Association be amended so that the current wording will be replaced with the following wording:

"8. Determination of the number of Directors and Alternate Directors as well as Auditors and Alternate Auditors."

9. Determination of the remuneration of the Board of Directors and the Auditors."

10. Election of Directors and Alternate Directors as well as Auditors and Alternate Auditors."

The Board of Directors proposes that the time limit 12:00 noon in section 11, paragraph 3 of the Articles of Association is deleted so that notice to attend a General Meeting may be submitted until the end of the day set out in the notice convening the meeting and the paragraph will read:

"Shareholders who wish to participate in a General Meeting must be recorded in a transcription or other presentation of the register of shareholders in effect five weekdays prior to the Meeting and must notify the Company of their intention to attend no later than on the day stipulated in the notice of the Meeting. The latter-mentioned day may not fall on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, nor may it fall earlier than the fifth working day prior to the Meeting."

Decision Regarding Adjustment of the Employee Stock Option Programme (item 17)

In 2009, the Extraordinary Meeting of Shareholders approved an employee stock option programme, with the first 15 percent exercised during December 2010. Due to the relatively complicated process to administrate the option exercise including up-front financing with borrowed shares, share registration, tax matters etc., the Board of Directors proposes that the General Meeting decides to authorise the Board of Directors to, in respect of such option holders who prefer to receive cash instead of shares, enter into agreements with such option holders, meaning that an option holder who wishes to exercise a stock option will receive an amount in cash corresponding to the value of the stock option from SinterCast, instead of receiving a share in SinterCast, conditioned to that the Company's cash position is secure. This requires that an agreement is entered into with the respective option holders. Hence, there is no obligation for the option holders to receive an amount in cash instead of shares in SinterCast. The Board of Directors estimates that the costs for the incentive programme will be lower if the proposed change is implemented.

Decision to Authorise the Board of Directors to decide upon acquisition and disposal of SinterCast shares (item 18)

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 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 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 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 18 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, the complete decision proposals regarding items 16-17 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 as from 28 April 2011 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) 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 and 18 requires that it is supported by shareholders representing at least two thirds of the votes and shares represented at the Annual General Meeting. A valid resolution pursuant to item 17 requires that it is supported by shareholders representing at least nine tenths 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 2011
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.