

## Press Release For Immediate Distribution

# SinterCast Annual General Meeting 20 May 2010

[Stockholm, 20 April 2010] – In advance of the SinterCast Annual General Meeting (AGM) 2010, to be held on 20 May 2010 at 15:00 at the premises of the Royal Swedish Academy of Engineering Sciences (IVA), Grev Turegatan 16, Stockholm, the Nomination Committee has decided to propose re-election of the current Board members. Considering SinterCast's current situation and growth prospects and the current Board's background, experience and competence, the Nomination Committee proposes re-election of Ulla-Britt Fräjdin-Hellqvist as Chairman, Aage Figenschou as Vice-Chairman and, Andrea Fessler, Robert Dover and Steve Dawson as ordinary Board members.

The Board of Directors propose to appoint the Nomination Committee consisting of three members and to reelect members Lars Ahlström, currently SinterCast's second largest shareholder, as a representative of large shareholders and as Chairman of the Nomination Committee, Torbjörn Nordberg, with the mandate to represent small shareholders and, Ulla-Britt Fräjdin-Hellqvist, in her capacity of Chairman of the Board Directors

The Board of Directors proposes, for the period until the conclusion of the Annual General Meeting held during the fourth financial year hence, to reappoint PricewaterhouseCoopers. Anna-Carin Bjelkeby will be appointed as auditor in charge by PricewaterhouseCoopers, replacing Liselott Stenudd who has announced her retirement.

The Board of Directors also propose that the AGM authorise the Board to, on one or more occasions prior to the next AGM, decide upon the acquisition and disposal of SinterCast shares such that the Company's shareholding at any given time shall not exceed 10 percent of the total shares in the Company, and to transfer the number of SinterCast shares that the company holds at any given time, with a deviation from the shareholders' pre-emptive rights. The purpose of the authorisation is for the Company to be able to buy 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 the potential acquisition of a company or business. A valid resolution requires that it is supported by shareholders representing at least two thirds of the votes (shares) registered at the AGM.

Shareholders can register to attend the SinterCast Annual General Meeting by e-mail at the dedicated e-mail address: <a href="mailto:agm.registration@sintercast.com">agm.registration@sintercast.com</a>, or by contacting SinterCast by post, fax or telephone. Documents related to the AGM 2010 will be available on the SinterCast website (<a href="www.sintercast.com">www.sintercast.com</a>) from 6 May 2010.

Stockholm, 20 April 2010

On behalf of the Board of Directors and the Nomination Committee

Dr. Steve Dawson President & CEO SinterCast AB (publ)

Tel: +46 8 660 7750

e-mail: <u>steve.dawson@sintercast.com</u>

Website: www.sintercast.com



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

The Shareholders of SinterCast AB (publ) are hereby invited to attend the Annual General Meeting (AGM) to be held on Thursday 20 May 2010, at 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

Any person registered on 14 May 2010 as a Shareholder in the share register maintained by the Euroclear Sweden AB (previously VPC AB) and who has informed SinterCast of their attendance before 12:00 noon on 14 May 2010, has the right to participate and vote in the Annual General Meeting. In addition, any Shareholders whose shares are held in custody must temporarily have the shares re-registered in their own names before 14 May 2010. The Swedish custodian should be requested to re-register the shares in sufficient time prior to 14 May 2010.

#### **Notice of Participation**

Notification can be made to SinterCast AB (publ), Box 10203, SE-100 55 Stockholm, Sweden, via telephone +46 8 660 77 50, fax +46 8 661 79 79, or e-mail: <a href="mailto:agm.registration@sintercast.com">agm.registration@sintercast.com</a>. A Shareholder may be accompanied by up to two advisors if the Shareholder has informed SinterCast of the advisors' attendance before 12:00 noon on 14 May 2010. Shareholders who intend to participate in the AGM are required to provide their name, personal identity number (Swedish citizens only) or corporate identity number, address, telephone number and number of shares. The Shareholder shall provide the same information for accompanying advisors, if applicable.

#### Representative

If a Shareholder's participation is to be made through a representative or by proxy, a written power of attorney must be provided with the notification including, in the case of a legal entity, certified proof of registration, or in the case of a personal representation, other documents proving the signatory's authorisation. Power of attorney forms are available at www.sintercast.com and can also be provided by post.

#### **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 The Managing Director's Report
- 8 Presentation of the Annual Report and the Auditor's Report of the Parent Company and the Group
- 9 Decisions regarding:
  - (a) Adoption of the Profit and Loss Statements and the Balance Sheets of the Parent Company and the Group
  - (b) Allocation regarding the result of the Parent Company in accordance with the approved Balance Sheet
  - (c) Discharge from liability of the Board of Directors and the Managing Director
- 10 Decision regarding the number of Board Members
- 11 Decision regarding the remuneration of the Board Members and the Auditors
- 12 Election of Board Members, Chairman and vice-Chairman
- 13 Election of Nomination Committee Members
- 14 Decision regarding the remuneration policy in respect of Senior Management
- 15 Election of Auditors
- 16 Decision to authorise the Board of Directors to decide upon acquisitions and disposal of SinterCast shares
- 17 Closing of the Annual General Meeting

#### **Proposals**

#### **Decision Regarding Disposition and Dividend (item 9 b)**

The Board of Directors propose that there shall be no dividend and that the loss is carried forward.

#### Decision Regarding the Number of Board Members (item 10)

The Nomination Committee proposes five ordinary Board Members, including the Chairman and the Vice Chairman. Decision Regarding the Remuneration of the Board Members and the Auditors (item 11)

The Nomination Committee proposes that, for the period until the next Annual General Meeting, the Board receives an unchanged total remuneration of SEK 600,000. It is proposed that this remuneration be divided between the Chairman (SEK 225,000) and the three ordinary Board Members (SEK 125,000 each), with no remuneration for the Managing Director. The Nomination Committee proposes that the Auditors be paid against invoice.

#### **Election of Board Members (item 12)**

The Nomination Committee proposes re-election of the present Board Members: Mrs. Ulla-Britt Fräjdin-Hellqvist as Chairman, Mr. Aage Figenschou as Vice-Chairman and Ms. Andrea Fessler, Mr. Robert Dover and Dr. Steve Dawson as ordinary members.

#### **Election of Nomination Committee Members (item 13)**

The Board of Directors propose the Nomination Committee to consist of three members and to re-elect as members Lars Ahlström as Chairman, currently SinterCast's second largest shareholder, 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 for search for potential Board Members.

#### Decision Regarding the Remuneration Policy in Respect of Senior Management (item 14)

The Board of Directors propose that the Annual General Meeting decide upon a remuneration policy in respect of Senior Management in accordance with the following main principles. The total remuneration shall be competitive and in line with market conditions, and give room for reflection of outstanding achievements. The benefits shall consist of fixed salary, other customary benefits and pension. Retirement benefits shall be fixed either as to benefits or fees, and normally give a right to receive pension from the age of 65. Variable remuneration shall, in the main, not qualify for pension purposes. The terms of employment stipulate a mutual period of notice for the CEO of 12 months and for the Group Management of six months. In the event of a change in the controlling interest of the company, the mutual period of notice for the CEO shall increase to 24 months. In the case of notice by the company, no deduction should be made for remuneration paid by another employer during the notice period, provided that the new employment is approved by SinterCast. No other commitments regarding severance pay exist. The Board and, on behalf of the Board, the Compensation Committee, shall have the right to deviate from the above principles if the Board, in a specific case, finds this justified due to specific circumstances.

#### **Election of Auditors (item 15)**

The Board of Directors proposes, for the period until the conclusion of the Annual General Meeting held during the fourth financial year hence, re-appointment of PricewaterhouseCoopers. Anna-Carin Bjelkeby will be appointed as auditor in charge by PricewaterhouseCoopers, replacing Liselott Stenudd.

Decision Regarding the Board of Directors to decide upon acquisitions and disposal of SinterCast shares (item 16)

The Board of Directors propose that the Annual General Meeting authorise the Board to, on one or more occasions prior to the next Annual General Meeting, decide upon the acquisition and disposal of SinterCast shares such that the Company's shareholding at any given time shall not exceed 10 percent of the total shares in the Company, and to transfer the number of SinterCast shares that the company holds at any given time, with a deviation from the shareholders' pre-emptive rights. The purpose of the authorisation is for the Company to be able to buy 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 the potential acquisition of a company or business. A valid resolution pursuant to this item 16 requires that it is supported by shareholders representing at least two thirds of the votes (shares) registered at the Annual General Meeting.

#### **Miscellaneous**

Documents related to the Annual General Meeting can be obtained from SinterCast AB (publ), Box 10203, SE-100 55 Stockholm, Sweden, by telephone +46 8 660 77 50, or via the SinterCast website (<a href="www.sintercast.com">www.sintercast.com</a>) from 6 May 2010. The documents will also be available at the Annual General Meeting.

On the date of issue of this notice, the total numbers of shares and votes in SinterCast were 6.478,383.

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.

Stockholm April 2010 SinterCast AB (publ) The Board of Directors