



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

The shareholders of SinterCast AB (publ), reg. no. 556233-6494 ("SinterCast") are hereby invited to attend the Annual General Meeting to be held on Thursday 18 May 2017, 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 Friday 12 May 2017; *and*
- *must* notify SinterCast of their attendance no later than on Friday 12 May 2017.

In addition, any shareholders whose shares are nominee registered must temporarily have the shares re-registered in their own names before Friday 12 May 2017, 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 Friday 12 May 2017, i.e. when the re-registration must be completed.

### Notice of Participation

Notification can be made by mail to SinterCast AB (publ), Kungsgatan 2, SE-641 30 Katrineholm, Sweden, via telephone +46 (0)150 794 40, by fax +46 (0)150 794 44, 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 are requested to submit a written and dated power of attorney to SinterCast before Friday 12 May 2017. Power of attorney forms are available at [www.sintercast.com](http://www.sintercast.com) and can also be provided, upon request, by mail to shareholders who 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 by Mr Jeff Breneman, Executive Director, Alliance for Vehicle Efficiency
- 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, alternate Board Members (if any), auditors and alternate auditors (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, Vice Chairman, auditors and alternate auditors (if any)
- 14 Election of Nomination Committee Members
- 15 Decision regarding the remuneration policy in respect of the Group Management
- 16 Decision regarding authorisation of 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 Hans-Erik Andersson as Chairman of the Annual General Meeting.

### **Decision regarding Allocation of the Result in accordance with the adopted Balance Sheet (item 10 b)**

SEK 72,051,409.42 are at the disposal of the Annual General Meeting and the Board of Directors proposes that there shall be a total dividend of SEK 4 per share (totally SEK 28,360,532) for the financial year 2016 and that the parent company shall retain the remaining part of non-restricted equity of SEK 43,690,877.42. The Board of Directors proposes Monday 22 May 2017 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 Friday 26 May 2016.

### **Decision regarding the number of Board Members, alternate Board Members (if any), auditors and alternate auditors (if any) (item 11)**

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

The Nomination Committee further proposes that the company shall have a registered auditing company as auditor, and no alternate auditors.

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

The Nomination Committee proposes that remuneration of the Board Members, for the period until the next Annual General Meeting, shall be SEK 320,000 for the Chairman and SEK 160,000 for the other Board Members elected by the shareholders' meeting, with no remuneration for the Managing Director. The Nomination Committee proposes that the Auditor shall be paid against approved invoice.

The Board remuneration may be, if certain conditions are fulfilled, billed by the Board Member's company. The procedure must be cost-neutral for SinterCast.

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

The Nomination Committee proposes re-election of the present Board Members: Hans-Erik Andersson, Robert Dover, Laurence Vine-Chatterton, Carina Andersson, Jason Singer and Steve Dawson as ordinary members for the period until the next Annual General Meeting. The present Board Member Aage Figenschou has declined re-election. Further, the Nomination Committee proposes election of Caroline Sundewall as new ordinary member for the period until the next Annual General Meeting. Hans-Erik Andersson is proposed to remain as Chairman of the Board. Information about the proposed Board Members is available on the SinterCast website ([www.sintercast.com](http://www.sintercast.com)).

The Nomination Committee proposes re-election of the company's existing auditor, the registered auditing company Öhrlings PricewaterhouseCoopers AB, with Tobias Strähle as principal auditor, for the period until the next Annual General Meeting.

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

The Nomination Committee proposes the Nomination Committee to consist of four members and proposes re-election of Ulla-Britt Fräjdin-Hellqvist, Andrea Fessler and Hans-Erik Andersson as members for the period until the next Annual General Meeting. Further, the Nomination Committee proposes election of Aage Figenschou as new member for the period until the next Annual General Meeting. Ulla-Britt Fräjdin-Hellqvist is proposed as Chairman of the Nomination Committee. 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 to ask that 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 the 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, 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 Group level 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 may not exceed an amount corresponding to 75 percent of the fixed annual salary.

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 entity does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Variable remuneration and special compensation in extraordinary

situations shall not constitute a basis for pension as far as this does not conflict with applicable collective agreement or applicable law.

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 corresponding to nine months compensation. Deduction shall not be made for remuneration paid by another employer. No severance payments have been agreed with the other members of the Group Management.

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 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 2016.

#### **Decision regarding authorisation of 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 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 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 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 of Directors.

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 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 Thursday 27 April 2017 at the latest and will be sent free of charge to shareholders requesting such information and providing their postal address. The documents will also be available on the SinterCast website ([www.sintercast.com](http://www.sintercast.com)) from Thursday 27 April 2017 or can be requested from SinterCast AB (publ), Kungsgatan 2, SE-641 30 Katrineholm, Sweden.

On the date of issue of this notice, the total number of shares and votes in SinterCast was 7,090,133.

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 Managing Director 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 2017  
SinterCast AB (publ)  
The Board of Directors

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