

**The Board of Director's of SinterCast AB (publ) proposes the Annual General Meeting
19 May 2011 to change the Articles of Association (Item 16)**

The Board of Director's proposes the following changes in the Article of Association of the Company. The proposals below are separate and independent of each other.

6 §	Board – Current wording	Board – Proposed wording
	<p>The Board of Directors shall consist of no fewer than five (5) and no more than seven (7) ordinary members and no more than two (2) Alternates.</p> <p>The Board of Directors shall be elected annually at the Annual General Meeting and the Directors' mandate shall last until the conclusion of the next Annual General Meeting.</p>	<p>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.</p> <p><i>Second paragraph deleted.</i></p>
7 §	Election of the Auditors– Current wording	Election of the Auditors – Proposed wording
	<p>One (1) and no more than two (2) Auditors to be appointed at the Annual General Meeting, with or without Alternate Auditors, for the period until the conclusion of the Annual General Meeting held during the fourth financial year following the appointment of the auditors.</p>	<p>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.</p>
8 §	Notice of the Annual General Meeting - Current wording	Notice of the Annual General Meeting - Proposed wording
	<p>General Meetings shall be held in Stockholm.</p> <p>Notice convening an Annual General Meeting and notice convening an Extraordinary General Meeting at which alterations to the Articles of Association will be considered shall be issued no earlier than six (6) weeks and no later than four (4) weeks before the General Meeting. Notice convening another Extraordinary General Meeting shall be issued no earlier than six (6) weeks and no later than two (2) weeks before the General Meeting.</p> <p>Notice convening a General Meeting shall be published in the Official Swedish Gazette (Sw: Post- och Inrikes Tidningar) and in Svenska Dagbladet.</p>	<p>General Meeting of shareholders shall be held in Stockholm.</p> <p><i>Second paragraph deleted.</i></p> <p>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.</p>
11 §	Agenda for the Meeting - Current wording	Agenda for the Meeting – Proposed wording
	<p>The Annual General Meeting shall be held once a year within six (6) months of the end of the financial year.</p> <p>The following matters shall be dealt with at the Annual General Meeting:</p> <ol style="list-style-type: none"> 1. Election of the Chairman at the General Meeting. 2. Preparation and approval of the voting list. 3. Approval of agenda. 4. Election of one or two persons to verify the minutes, who should sign the together with the Chairman. 5. Determination of whether the Annual General Meeting has been duly convened. 6. Presentation of the Annual Report, Auditor's 	<p>The Annual General Meeting shall be held once a year within six (6) months of the end of the financial year.</p> <p>The following matters shall be dealt with at the Annual General Meeting:</p> <ol style="list-style-type: none"> 1. Election of the Chairman at the General Meeting. 2. Preparation and approval of the voting list. 3. Approval of agenda. 4. Election of one or two persons to verify the minutes, who should sign the together with the Chairman. 5. Determination of whether the Annual General Meeting has been duly convened. 6. Presentation of the Annual Report, Auditor's

<p>Report, the Consolidated Annual Report and the Auditor's Report for the Group.</p> <p>7. Decision regarding:</p> <p>(a) adoption of the Profit and Loss Statement and Balance Sheet and of the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet of the Group;</p> <p>(b) allocation of the Company's profit or loss as per the approved Balance Sheet;</p> <p>(c) discharge from liability of the Board of Directors and the Managing Director.</p> <p>8. Determination of the number of Directors and Alternate Directors and, if applicable, Auditors and Alternate Auditors.</p> <p>9. Determination of the remuneration of the Board of Directors and, if applicable, the Auditors.</p> <p>10. Election of the Board of Directors and, if applicable, the Auditors.</p> <p>11. Other issues that should be dealt with at the Annual General Meeting as required by the Companies Act (Sw: <i>Aktieförelagslagen (2005:551)</i>) or the Articles of Association.</p> <p>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 12:00 noon 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.</p> <p>A shareholder may be accompanied by advisor/s at a General Meeting only if the shareholder has informed the Company about the number of advisors at the latest by the day stated in the notice of the Annual General Meeting.</p>	<p>Report, the Consolidated Annual Report and the Auditor's Report for the Group.</p> <p>7. Decision regarding:</p> <p>(a) adoption of the Profit and Loss Statement and Balance Sheet and of the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet of the Group;</p> <p>(b) allocation of the Company's profit or loss as per the approved Balance Sheet;</p> <p>(c) discharge from liability of the Board of Directors and the Managing Director.</p> <p>8. Determination of the number of Directors and Alternate Directors as well as Auditors and Alternate Auditors.</p> <p>9. Determination of the remuneration of the Board of Directors and the Auditors.</p> <p>10. Election of the Board of Directors and Alternate Directors as well as Auditors and Alternate Auditors.</p> <p>11. Other issues that should be dealt with at the Annual General Meeting as required by the Companies Act (Sw: <i>Aktieförelagslagen (2005:551)</i>) or the Articles of Association.</p> <p>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.</p> <p>A shareholder may be accompanied by advisor/s at a General Meeting only if the shareholder has informed the Company about the number of advisors at the latest by the day stated in the notice of the Annual General Meeting.</p>
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The Articles of Association with the above changes is presented in Appendix 1, however the proposals above must be considered as separate and independent of each other.

A valid resolution pursuant change of the Article of Association require 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, the CEO or who the Board appoints, shall be authorized to make minor adjustments to this resolution as may be required at the Companies Registration Office.

April 2011
SinterCast AB (publ)
The Board of Directors

N.B. The English text is an unofficial translation. In case any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

PROPOSED ARTICLES OF ASSOCIATION

§ 1

The name of the Company is SinterCast Aktiebolag, registration number 556233-6494. The Company is a public company (publ).

§ 2

The Registered Office of the Board of Directors shall be in Stockholm.

§ 3

The objects of the Company shall be to develop, manufacture and market products and processes within the metallurgical field, as well as to carry out activities consistent with the objects of the Company.

§ 4

The Share Capital shall be no less than SEK two million, three hundred and thirty-seven thousand, nine hundred and fifty (2,337,950) and no more than SEK nine million, three hundred and fifty-one thousand, eight hundred (9,351,800).

§ 5

The number of Shares shall amount to no less than two million, three hundred and thirty-seven thousand, nine hundred and fifty (2,337,950) and no more than nine million, three hundred and fifty-one thousand, eight hundred (9,351,800).

§ 6

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.

§ 7

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.

§ 8

General Meetings 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.

§ 9

At the General Meeting each person entitled to vote has the right to vote in respect of the number of shares represented by him.

§ 10

The financial year of the Company shall be the calendar year.

§ 11

The Annual General Meeting shall be held once a year within six (6) months of the end of the financial year.

The following matters shall be dealt with at the Annual General Meeting:

1. Election of the Chairman at the General Meeting.
2. Preparation and approval of the voting list.
3. Approval of agenda.
4. Election of one or two persons to verify the minutes, who should sign the together with the Chairman.
5. Determination of whether the Annual General Meeting has been duly convened.
6. Presentation of the Annual Report, Auditor's Report, the Consolidated Annual Report and the Auditor's Report for the Group.
7. Decision regarding:
 - (a) adoption of the Profit and Loss Statement and Balance Sheet and of the Consolidated Profit and Loss Statement and the Consolidated Balance Sheet of the Group;
 - (b) allocation of the Company's profit or loss as per the approved Balance Sheet;
 - (c) discharge from liability of the Board of Directors and the Managing Director.
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 the Board of Directors and Alternate Directors as well as Auditors and Alternate Auditors.
11. Other issues that should be dealt with at the Annual General Meeting as required by the Companies Act (Sw: *Aktiebolagslagen (2005:551)*) or the Articles of Association.

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.

A shareholder may be accompanied by advisor/s at a General Meeting only if the shareholder has informed the Company about the number of advisors at the latest by the day stated in the notice of the Annual General Meeting.

§ 12

The company's shares shall be registered in the Settlement register in accordance with the Act (1998:1479) on Recordkeeping of Financial Instruments.

N.B. The English text is an unofficial translation. In case any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.