



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 participate in the Annual General Meeting to be held on Tuesday 23 June 2020, 15:00 hours, at the premises of the Royal Swedish Academy of Engineering Sciences (IVA), Grev Turegatan 16, Stockholm, Sweden.

Information Related to COVID-19

In consideration of COVID-19 concerns, SinterCast encourages shareholders to not attend the Annual General Meeting. Instead, shareholders are encouraged to vote by post. Information regarding voting by post and a template for voting by post will be made available on the SinterCast website www.sintercast.com under the heading "General Meetings (AGM/EGM)" in the "Investor" section on or before 2 June 2020.

SinterCast has decided to implement the following precautionary measures for the Annual General Meeting:

- *The customary presentations of the Managing Director, the Chairman of the Nomination Committee and the external Auditor will not be given in person this year.*
- *An abridged Managing Director presentation will be made available on the SinterCast website www.sintercast.com on the day of the 2020 Annual General Meeting.*
- *Board Members based outside of Sweden (Robert Dover, Jun Arimoto, Lars Hellberg) and the Managing Director may not be present, depending on international travel rules and guidelines.*
- *Food and drinks will not be served.*

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 Tuesday 16 June 2020, and
- *must* notify SinterCast of their attendance no later than on Tuesday 16 June 2020.

In addition, any shareholders whose shares are nominee registered must temporarily have the shares re-registered in their own names before Tuesday 16 June 2020, 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 Tuesday 16 June 2020, i.e. when the re-registration must be completed.

Notice of Participation

Notification can be made by post to SinterCast AB (publ), Kungsgatan 2, SE-641 30 Katrineholm, Sweden, via telephone +46 (0)150 794 40 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 up to two advisors provided that the number of advisors is notified in the same way as stated above).

Representatives and Postal Voting

Shareholders represented by proxy are requested to submit a written and dated power of attorney to SinterCast before Tuesday 16 June 2020. Power of attorney forms are available at 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.

Due to the outbreak of COVID-19 shareholders will be able to vote by post. Information regarding voting by post and a template for voting by post will be made available on the SinterCast website www.sintercast.com under the heading "General Meetings (AGM/EGM)" in the "Investor" section on or before 2 June 2020.

Note that the provisions under the headings "Right to Participate and Vote" and Notice of Participation" above also apply to shareholders represented by proxy or voting 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 one or two attendees to verify the minutes together with the Chairman
- 6 Determination of whether the meeting has been duly convened
- 7 Presentation of the Annual Report, the Auditor's Report, the Consolidated Annual Report and the Auditor's Report for the Group
- 8 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
- 9 Decision regarding the number of Board Members, alternate Board Members (if any), auditors and alternate auditors (if any)
- 10 Decision regarding the remuneration of the Board Members and the Auditor
- 11 Election of Board Members, alternate Board Members (if any), Chairman, auditors and alternate auditors (if any)
- 12 Election of Nomination Committee Members
- 13 Decision regarding guidelines for remuneration to Senior Executives
- 14 Decision regarding authorisation of the Board of Directors to decide upon acquisition and disposal of SinterCast shares
- 15 Closing of the Annual General Meeting

Proposals

Decision regarding Allocation of the Result in accordance with the adopted Balance Sheet (item 8 b)

SEK 103,444,232 are at the disposal of the Annual General Meeting. At the time of the AGM, the Board of Directors proposes no dividend. The Board of Directors proposes that the parent company shall retain the non-restricted equity of SEK 103,444,232 and the Board expresses the intention to convene an Extraordinary General Meeting in the autumn to decide upon the dividend for the financial year 2019.

SinterCast has received the following proposals from shareholders:

The shareholder Willy Persson proposes as follows:

I request that the dividend for the financial year 2019 is paid out with the proposed ordinary dividend of SEK 4.50. This is justified by the fact that the cash and bank balances have sufficient liquidity at the beginning of this year. (Unofficial translation from Swedish).

The shareholder Henrik Westberg proposes as follows:

- *that the dividend is determined to be the originally proposed ordinary dividend of 4.50 to be paid on two occasions, in May and November.*
- *that the Annual General Meeting authorises the Board of Directors, or if such authorisation cannot be given, an extraordinary general meeting is convened to decide to pay an extra dividend in November of a maximum of SEK 2.25.*
- *that the Annual General Meeting recommends to the Board of Directors that the extra dividend be at least SEK 0.50.* (Unofficial translation from Swedish)

The shareholders Lars Månsson and Gustav Grytzell Månsson propose as follows:

We request that the Annual General Meeting resolves that the dividend for 2019 will be at least in accordance with the ordinary dividend SEK 4.50 per share. (Unofficial translation from Swedish)

The shareholder Christer Svård proposes as follows:

We request that the dividend for the financial year 2019 is paid out with the proposed ordinary dividend of SEK 4.50. This is justified by the fact that the cash and bank balances have sufficient liquidity at the beginning of this year. (Unofficial translation from Swedish)

The shareholder Anders Berg proposes as follows:

I hereby request that the previously proposed ordinary dividend of SEK 4.50 is implemented. My reason for the request is that the company's cash and bank balances are stable and have sufficient liquidity to pay dividends, according to the request. (Unofficial translation from Swedish)

The Board of Directors has considered the above shareholder proposals. In consideration of the liquidity of SEK 41.5 million on 31 March 2020, the current decrease in series production and resultant negative cashflow from operations, and the uncertain near-term market outlook the Board judges that these proposals, advocating a total dividend payment of more than SEK 31.5 million, constitute an unjustifiable risk to the long-term security of the company. Therefore, the Board does not approve the proposals. It is noted that in accordance with Chapter 18 Section 1 of the Swedish Companies Act, the Annual General Meeting may not, as a main rule, resolve upon dividend of larger amounts than the Board has proposed or approved.

Decision regarding the number of Board Members, alternate Board Members (if any), auditors and alternate auditors (if any) (item 9)

The Nomination Committee proposes six 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 10)

The Nomination Committee proposes that remuneration of the Board Members, for the period until the next Annual General Meeting, shall remain unchanged at SEK 390,000 for the Chairman and SEK 180,000 for the other ordinary Board Members, with no remuneration for the Managing Director. The Nomination Committee proposes that the Auditor shall be paid against approved invoice.

Election of Board Members, alternate Board Members (if any), Chairman, auditors and alternate auditors (if any) (item 11)

The Nomination Committee proposes re-election of the present Board Members Jan Åke Jonsson, Robert Dover, Jun Arimoto and Steve Dawson as ordinary Board Members for the period until the next Annual General Meeting. The present Board Members Caroline Sundewall and Lars Hellberg have declined re-election. Further, the Nomination Committee proposes election of Steve Gill and Åsa Källenius as new ordinary Board Members for the period until the next Annual General Meeting. Jan Åke Jonsson is proposed to remain as Chairman of the Board.

Steve Gill, a British citizen born in 1966, has experience from the automotive industry and has held a number of positions within Perkins Engines Limited and Ford Motor Company. Mr Gill was responsible for the development and launch of SinterCast-CGI diesel and petrol engines during his tenure at Ford. Since 2019, Mr Gill has operated as an independent automotive consultant, including his current role as Consultant Director to AVL, the world's largest independent Powertrain Engineering Consultancy.

Åsa Källenius, a Swedish citizen born 1967, has experience from a wide range of financial positions in different industries. Mrs Källenius is currently employed as CFO of the Mekonomen Group and also serves as a member of the Board and Chairman of the Audit Committee in Green Landscaping AB and serves as a Board Member in the family investment companies KAAX Investment AB and Källenius Invest AB.

Additional information about the current and proposed new Board Members is available on the SinterCast website www.sintercast.com/investor/general-meetings-agmegm/

The Nomination Committee proposes election of the registered auditing company KPMG AB, with Jonas Eriksson as principal auditor, for the period until the next Annual General Meeting.

Election of Nomination Committee Members (item 12)

The Nomination Committee proposes the Nomination Committee to consist of five Members and proposes re-election of Jan Åke Jonsson, Andrea Fessler and Aage Figenschou and election of Carina Andersson and Victoria Skoglund as Members for the period until the next Annual General Meeting. Victoria Skoglund 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 that shareholder does not wish to appoint a Member to the Nomination Committee, the second largest shareholder will be asked to do so, and so on.

Guidelines for remuneration to Senior Executives (item 13)

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for remuneration to the Managing Director, other members of the Group Management and Board Members (aside from remuneration to the Board Members comprised by item 10 of the agenda).

How the guidelines contribute to the company's business strategy, long-term interests and sustainability

In brief, SinterCast provides process control technology, know-how and technical support for the reliable high volume production of Compacted Graphite Iron (CGI). SinterCast promotes CGI within the foundry and end-user communities to increase the overall market opportunity for CGI and to define the forefront of CGI development, production and application. This focus and these efforts will secure global leadership in the field of CGI. The successful implementation of the company's business strategy in this highly specialised technical field, and its sustainable long-term interests, requires that the company can offer market competitive remuneration to recruit and retain employees with the right specialist competence, experience and industry contacts. Current conditions have been taken into account when formulating these guidelines.

Remuneration etc. in relation to the Managing Director and other members of the Group Management

Remuneration, pension and benefits

The remuneration to members of the Group Management 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 the Group level and the 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. Pension contributions may not exceed an amount corresponding to 30 percent of the fixed annual salary.

Other benefits may include, for example, life insurance, medical insurance and company car. Costs for such benefits may not amount to more than 10 percent of the base salary.

Termination of employment

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.

Remuneration etc. in relation to Board Members

Remuneration to Board Members (aside from remuneration to Board Members comprised by item 10 of the agenda) shall only be paid in case Board Members (either personally or through a company) perform work for the company in addition to their ordinary board work. Such remuneration (consultancy fee) may not exceed, on a yearly basis, the remuneration comprised by item 10 of the agenda paid to the Board Member. The remuneration shall be based on current market rates and be proportionate to the benefit for the company and to the extent to which such work contributes to the development of SinterCast. Consultancy agreements with Board Members may be terminated by the company at any time by giving two months' notice.

Salary and employment terms for other employees of the company

When preparing the Board's proposed guidelines for remuneration to senior executives, consideration was given to the salary and employment terms of the company's other employees. The Board considered the total remuneration, the components of the remuneration, and the increase and rate of increase of the remuneration over time as part of the basis upon which the Board assessed whether the guidelines and the resulting limitations were reasonable.

Decision-making process for adopting, reviewing and implementing the guidelines

The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting for decision. The Compensation Committee established by the Board shall continuously review and assess the guidelines and the implementation of the guidelines. To avoid conflicts of interests, no member of the Group Management shall participate in discussions or decisions which may affect their own remuneration or terms of employment. Further, the Board shall decide on the remuneration (consultancy fees) to any individual Board Member in the absence of the concerned Member.

Description of significant changes in the guidelines and how shareholders' views are taken into account

The proposed guidelines do not entail any significant changes in relation to existing compensation guidelines at SinterCast. SinterCast has not received any direct input from the shareholders.

Deviation from the guidelines

The Board of Directors and, on behalf of the Board of Directors, the Compensation Committee, shall be entitled to deviate from the above guidelines if, in an individual case, there are specific reasons for this and a deviation is necessary to meet the long-term interests and sustainability of SinterCast or to secure financial viability of SinterCast.

Decision regarding authorisation of the Board of Directors to decide upon acquisition and disposal of SinterCast shares (item 14)

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 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 or in other ways, for example in connection with the 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 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 9-12 and complete decision proposals from the Board of Directors regarding items 8 b), 13 and 14 are stated above. The accounts (including the Board of Directors' statement according to Chapter 18 Section 4 of the Swedish Companies Act) and the auditor's report is at SinterCast and will be sent free of charge to shareholders requesting such information and providing their postal address. The documents are also available on the SinterCast website www.sintercast.com. Documents pursuant to Chapter 8 Section 54 and Chapter 19 Section 22 of the Swedish Companies Act will be available at SinterCast from Tuesday 2 June 2020 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 from Tuesday 2 June 2020.

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 14 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 the financial situation of SinterCast. This duty of disclosure also applies to the parent company's relationship to other group companies, the consolidated accounts and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

SinterCast Aktiebolag (publ), reg. nr 556233-6494, with its registered office in Stockholm, Sweden, is the controller for its and its service providers' processing of personal data in connection with the Annual General Meeting. For information on how personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

May 2020
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.