



Notice of the Annual General Meeting of SinterCast Aktiebolag

The shareholders of SinterCast Aktiebolag, reg. no. 556233-6494 ("SinterCast") are hereby invited to participate in the Annual General Meeting to be conducted on Tuesday 18 May 2021.

In consideration of COVID-19 and the restrictions introduced to prevent the spread of the virus, the Board of Directors has decided that the Annual General Meeting shall be conducted without physical attendance and that shareholders shall have the opportunity to exercise their voting rights only by voting in advance (postal voting) in accordance with the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations (Sw. Lagen (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor).

SinterCast welcomes all shareholders to exercise their voting rights at the Annual General Meeting by voting in advance (postal voting) in accordance with the instructions below. Information about the decisions made at the Annual General Meeting will be published on Tuesday 18 May 2021 as soon as the outcome of the voting is finally compiled.

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 7 May 2021, and
- *must* notify SinterCast of their attendance no later than on Monday 17 May 2021 by voting in accordance with the instructions under the heading "Postal Voting" below.

In addition, any shareholders whose shares are registered in the name of a custodian must temporarily have the shares re-registered in their own names in order to be entitled to participate in the Annual General Meeting. Shareholders must therefore, well in advance, contact the custodian in accordance with the custodian's routines and request such re-registration. A re-registration of shares made by the custodian no later than Tuesday 11 May 2021 will be taken into account when procuring the share register.

Postal Voting

The Board of Directors has decided that shareholders shall be able to exercise their voting rights only by postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations (Sw. Lagen (2020:198) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor). For the postal vote, a special digital form shall be used which will be available on the SinterCast website www.sintercast.com three weeks prior to the Annual General Meeting, at the latest. No separate notification is required as the submitted postal voting form is regarded as a notification. The postal voting must be completed no later than Monday 17 May 2021.

The shareholders may, in the postal voting form, request that decisions in one or more of the matters in the proposed agenda is to be postponed to a so-called continued general meeting, which may not be held as a postal voting meeting only. Such a continued general meeting shall take place if the Annual General Meeting so decides or if the owner of at least one-tenth of all the shares in SinterCast so requests.

Representatives

Shareholders voting by proxy must issue a dated and signed power of attorney which is to be attached to the digital postal voting form together with a registration certificate or any other authorisation document for shareholders who are legal persons. Power of attorney forms are available at www.sintercast.com.

Shareholders' rights to receive information

At the Annual General Meeting the shareholders have the right to, if the Board of Directors considers that this can be done without significant damage to SinterCast, receive information about any circumstances that may affect the assessment of a matter in the agenda or the financial situation of SinterCast (i.e., the right to question as stated in Chapter 7 Section 32 of the Swedish Companies Act). Requests for such information must be submitted in writing to SinterCast at the following address: SinterCast Aktiebolag, Kungsgatan 2, 641 30 Katrineholm or via e-mail to agm.registration@sintercast.com and must have reached SinterCast no later than ten days before the Annual General Meeting, i.e. no later than Saturday 8 May 2021.

The information will be made available on the SinterCast website www.sintercast.com no later than Thursday 13 May 2021 together with a recorded presentation where the CEO will reflect on the year 2020. The information will also be available at the SinterCast office at Kungsgatan 2, Katrineholm from the same day. The information will also be sent to shareholders who have requested the information and have provided their addresses.

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 persons 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 Decision on the Nomination Committee
- 13 Decision on approval of the Board of Director's remuneration report 2020
- 14 Decision regarding authorisation of the Board of Directors to decide upon acquisition and disposal of SinterCast shares
- 15 Decision to amend the articles of association
- 16 Closing of the Annual General Meeting

Proposals

Election of the Chairman of the Annual General Meeting (item 2)

The Nomination Committee proposes that Jan Åke Jonsson is elected as Chairman of the Annual General Meeting, or in the event of his absence, the person appointed by a representative of the Nomination Committee.

Preparation and approval of the list of shareholders entitled to vote at the meeting (item 3)

The voting list proposed to be approved is the voting list that has been drawn up based on the Annual General Meeting share register and received postal votes and that has been approved by the Chairman of the Annual General Meeting and reviewed by the person(s) to verify the minutes.

Election of one or two persons to verify the minutes together with the Chairman (item 5)

The Board of Directors proposes that Torbjörn Nordberg is appointed, together with the Chairman, to verify the minutes, or in the event of his absence, the person appointed by a representative of the Nomination Committee. The assignment to verify the minutes also includes reviewing the voting list and that the received postal votes are correctly stated in the minutes of the meeting.

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

SEK 79,024,054 are at the disposal of the Annual General Meeting and the Board of Directors proposes a dividend of SEK 4.00 per share (totally SEK 28,360,532) for the financial year 2020, of which SEK 4.00 per share is ordinary dividend and SEK 0.00 per share is extraordinary dividend. The dividend shall be divided into two equal payments of SEK 2.00 per share. The Board of Directors proposes 20 May 2021 as the record date for the first payment and 19 November 2021 as the record date for the second payment.

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 be SEK 410,000 for the Chairman and SEK 190,000 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 Jun Arimoto, Robert Dover, Jan Åke Jonsson, Steve Dawson, Åsa Källenius and Steve Gill as ordinary Board Members for the period until the next Annual General Meeting. Jan Åke Jonsson is proposed to remain as Chairman of the Board.

Information about the suggested Board Members is available on the SinterCast website <https://sintercast.com/investor/corporate-governance/board-of-directors/>.

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

Decision on the Nomination Committee (item 12)

The Nomination Committee proposes the Nomination Committee to consist of five Members and proposes re-election of Jan Åke Jonsson, Andrea Fessler, Aage Figenschou, 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.

The Nomination Committee proposes that the Annual General Meeting adopt the following instructions for the Nomination Committee.

Instructions for the Nomination Committee in SinterCast Aktiebolag

The Nomination Committee shall consist of at least three members who shall be appointed by the General Meeting. The General Meeting shall also appoint the chairman of the Nomination Committee.

In the event a member of the Nomination Committee resigns before its assignment is completed, the Chairman of the Nomination Committee (or the Chairman of the Board, in the event the Chairman of the Nomination Committee resigns) must contact the largest shareholder in terms of votes who has not already appointed a member and ask such shareholder to appoint a member. If this shareholder does not wish to appoint a member, the second largest shareholder is asked, and so on. In the event the Chairman of the Nomination Committee resigns the Nomination Committee shall elect a new Chairman among its members. Changes in the composition of the Nomination Committee shall be posted on the company's website.

The Nomination Committee may charge the company for reasonable costs that arise in the nomination process. Remuneration shall not be paid to the members of the Nomination Committee, except for an independent/external Chairman of the Nomination Committee to whom the company may pay reasonable remuneration.

The Nomination Committee shall prepare proposals for the following resolutions prior to each Annual General Meeting:

- 1) election of Chairman at the Annual General Meeting;
- 2) number of Board Members, Auditors and any deputies to them;
- 3) remuneration to the Board Members and the Auditors;
- 4) election of Board Members and any deputies to them;
- 5) election of Chairman of the Board;
- 6) election of Auditors and any deputies to them;
- 7) election of members of the Nomination Committee, and
- 8) instructions for the Nomination Committee (when needed).

These instructions for the Nomination Committee are valid until the General Meeting decides otherwise.

Decision on approval of the Board of Director's remuneration report 2020 (item 13)

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board's report on remuneration to senior executives prepared in accordance with Chapter 8, Section 53 a of the Swedish Companies Act. The report will be available at SinterCast and on the SinterCast website www.sintercast.com three weeks prior to the Annual General Meeting, at the latest, and will be sent by post to shareholders requesting it and providing their address.

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.

Decision to amend the articles of association (item 15)

The Board of Directors proposes that § 1, § 11 third and fourth paragraph and § 12 of the articles of association are amended in accordance with the following. The Board also proposes that a new fifth paragraph of § 11 is introduced in the articles of association with the wording below.

Current wording § 1

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

Proposed wording § 1

The company's business name is SinterCast Aktiebolag. The Company is a public company (publ). The company's registration number is 556233-6494.

Current wording § 11, third paragraph

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.

Proposed wording § 11, third paragraph

Shareholders who wish to participate in a General Meeting shall 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.

Current wording § 11, fourth paragraph

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.

Proposed wording § 11, fourth paragraph

A shareholder may be accompanied by one or two advisors at a General Meeting only if the shareholder made a notification to this effect in accordance with the previous paragraph.

Proposed wording of new § 11 fifth paragraph

Before a General Meeting, the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the General Meeting in accordance with the procedure specified in Chapter 7, Section 4 a of the Swedish Companies Act (2005:551).

Current wording § 12

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

Proposed wording § 12

The company's shares shall be registered in the Settlement register in accordance with the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

Furthermore, the Board proposes that the Board, or the person appointed by the Board, shall have the right to make minor changes to the Annual General Meeting's decision which may be required in connection with registration with the Swedish Companies Registration Office or for other administrative reasons.

Miscellaneous

Complete decision proposals from the Nomination Committee regarding items 2 and 9-12 and complete decision proposals from the Board of Directors regarding items 3, 5, 8 b) and 13-15 are stated above. The Annual Report (including the Board of Directors' statement according to Chapter 18 Section 4 of the Swedish Companies Act) and the auditor's report are available 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. The Board's report on remuneration to senior executives which has been drawn up in accordance with Chapter 8 Section 53 a of the Swedish Companies Act 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 three weeks prior to the Annual General Meeting at the latest and will be sent to shareholders requesting such documents and providing their postal address. The documents will also be available on the SinterCast website www.sintercast.com three weeks prior to the Annual General Meeting at the latest.

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 and item 15 requires that it is supported by shareholders representing at least two-thirds of the votes and shares represented at the Annual General Meeting.

SinterCast Aktiebolag, 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>

April 2021
SinterCast Aktiebolag
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.