



## Notice of the Annual General Meeting of SinterCast Aktiebolag

The shareholders of SinterCast Aktiebolag, Company Registration Number 556233-6494 ("SinterCast") are hereby invited to participate in the Annual General Meeting to be held on Tuesday 21 May 2024, 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 Monday 13 May 2024, and
- *must* notify SinterCast of their attendance no later than Wednesday 15 May 2024.

In addition, to be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must register its shares in its own name so that the shareholder is recorded in the share register on Monday 13 May 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Wednesday 15 May 2024 are taken into account when preparing the share register.

### Notice of Participation

Notification can be made by post to SinterCast Aktiebolag, Kungsgatan 2, SE-641 30 Katrineholm, Sweden, via telephone +46 (0)150 794 40 or e-mail: [agm.registration@sintercast.com](mailto:agm.registration@sintercast.com).

In the notification, the shareholder's name, personal identity number/date of birth or corporate identity number, address, telephone number and the number of advisors, if any, should be stated (a shareholder, or its proxy, 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 no later than Wednesday 15 May 2024. A power of attorney form is available at [www.sintercast.com](http://www.sintercast.com) and can also be provided, upon request, by mail to shareholders who provide their postal address. 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 one or two 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, the Auditor's Report, the Consolidated Annual Report and the Auditor's Report for the Group
- 9 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
- 10 Decision on amendment of the Articles of Association – proposal from shareholders/Nomination Committee
- 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, auditors and alternate auditors (if any)
- 14 Decision on approval of the Board of Directors' remuneration report 2023
- 15 Decision on guidelines for remuneration to Senior Executives
- 16 Decisions on a) reduction of the share capital by means of cancellation of repurchased shares and b) increase of the share capital through a bonus issue without issuance of new shares
- 17 Decision on authorisation of the Board of Directors to decide upon acquisition and disposal of SinterCast shares
- 18 Closing of the Annual General Meeting

## Proposals

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

The Nomination Committee proposes that Anna-Maria Heidmark Green is elected as Chairman of the Annual General Meeting.

### **Decision regarding Allocation of the Result in accordance with the adopted Balance Sheet (item 9 b)**

SEK 75,523,922 are at the disposal of the Annual General Meeting and the Board of Directors proposes a dividend of SEK 6.10 per share for the financial year 2023, of which SEK 5.50 per share is ordinary dividend and SEK 0.60 per share is extraordinary dividend. The dividend shall be divided into two equal payments of SEK 3.05 per share. The Board of Directors proposes 23 May 2024 as the record date for the first payment and 7 November 2024 as the record date for the second payment.

### **Decision on amendment of the Articles of Association – proposal from shareholders/Nomination Committee (item 10)**

The shareholders Ulf Stenbeck, Torbjörn Gustafsson, Einar Ahlström and David Walton, who are shareholders personally and/or through companies as well as members of the company's Nomination Committee, propose that the Annual General Meeting decides to amend § 6 of the Articles of Association, as regards the number of Board Members, as follows.

#### Current wording § 6

The Board of Directors shall consist of not less than three (3) and not more than five (5) Ordinary Members and not more than one (1) Alternate.

#### Proposed wording § 6

The Board of Directors shall consist of not less than three (3) and not more than six (6) Ordinary Members and not more than one (1) Alternate.

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

The Nomination Committee proposes six ordinary Board Members, including the Chairman, and no alternate Board Members. The Nomination Committee's proposal is conditional upon that the Annual General Meeting decides on amendment of the articles of association in accordance with item 10 of the agenda. If such decision is not made, the Nomination Committee will adjust its proposal.

The Nomination Committee further proposes that the company shall have an auditor in the form of a registered auditing company, 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 up until the next Annual General Meeting, shall be SEK 450,000 for the Chairman of the Board and SEK 210,000 for the other Board Members elected by the General Meeting, with the exception of Board Members employed by the company.

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 13)**

The Nomination Committee proposes re-election of Robert Dover, Steve Gill, Steve Dawson and Anna-Maria Heidmark Green as well as election of Einar Ahlström and Per Borgklint as ordinary Board Members for the period until the end of the next Annual General Meeting. Present Board Member Jun Arimoto has declined re-election. Robert Dover is proposed to be re-elected Chairman of the Board. The Nomination Committee's proposal is conditional upon that the Annual General Meeting decides on amendment of the articles of association in accordance with item 10 of the agenda. If such decision is not made, the Nomination Committee will adjust its proposal.

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 registered auditing company KPMG AB as auditor for the period until the end of the next Annual General Meeting. KPMG AB has announced that in the event that KPMG AB is elected, the authorised public accountant Jonas Eriksson will continue as the principal auditor.

### **Decision on approval of the Board of Director's remuneration report 2023 (item 14)**

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 is available at SinterCast, Kungsgatan 2, Katrineholm, Sweden and on the SinterCast website [www.sintercast.com](http://www.sintercast.com) and will be sent by post, upon request, to shareholders who provide their postal address.

## **Guidelines for remuneration to Senior Executives (item 15)**

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/board fee to the Board Members).

### ***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. 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 salary, 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 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 to separate entities. The Group has no legal obligations to pay further contributions if the entities do not hold sufficient assets to pay the 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 car benefit. Costs for such benefits may not amount to more than 10 percent of the fixed 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.

#### ***Consultancy fee to Board Members***

In the event that a Board Member (personally or through a wholly-owned company) performs work for the company in addition to the ordinary board work, a special remuneration for this can be paid (consultancy fee). Such remuneration may not exceed, on a yearly basis, the remuneration/board fee paid to the Board Member. The remuneration shall be based on the 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.

#### ***Salary and employment terms for other employees of the company***

When preparing the Board of Director'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 of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting for decision. The Remuneration 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 Remuneration 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.

### **Decisions on a) reduction of the share capital by means of cancellation of repurchased shares and b) increase of the share capital through bonus issue without issuance of new shares (item 16)**

SinterCast has on the basis of authorisation by the Annual General Meeting of 2023, acquired own shares. At the time of the notice, SinterCast holds 22,601 own shares, corresponding to approximately 0.3 per cent of the total number of shares in the company. The Board of Directors proposes that the Annual General Meeting decides upon a reduction of the share capital by cancelling own shares and an increase in the share capital by bonus issue in accordance with items a) and b) below.

#### ***16 a) Reduction of share capital by cancellation of own shares***

The Board of Directors proposes that the Annual General Meeting decides to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity.

The reduction of the share capital shall be made by cancellation of 22,601 own shares that are held by the company. The reduction of the share capital will be SEK 22,601 by way of cancellation of 22,601 shares.

The resolution to reduce the share capital under this item a) may be effectuated without obtaining an authorisation from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction, as the company simultaneously effectuates a bonus issue (as set out under item b) below) with an amount corresponding to the amount the share capital is being reduced with as set out above. Combined, these measures entail that neither the company's restricted equity nor its share capital are reduced.

#### ***16 b) Bonus issue***

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item a) above, the Board of Directors proposes that the Annual General Meeting simultaneously resolves on a bonus issue to increase the company's share capital by SEK 22,601 through a transfer of SEK 22,601 from the company's unrestricted equity. The bonus issue shall be carried out without the issuance of new shares.

Through the reduction of the share capital due to the cancellation of shares, the company's share capital is reduced by SEK 22,601 and through the bonus issue the company's share capital is increased by the same amount. The company's restricted equity and share capital will therefore remain unchanged after the implementation of the bonus issue.

Following completion of the reduction of the share capital and the bonus issue, the number of shares will be 7,067,532.

#### ***Authorisation***

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors, or whom they authorise, to make such minor adjustments to the resolutions according to items 16 a) and b) above as may be required for registration of the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

#### ***Conditions***

The decisions under items 16 a) and b) are conditional upon each other.

### **Decision on authorisation of the Board of Directors to decide upon acquisition and disposal of SinterCast shares (item 17)**

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

The following documents are available at SinterCast, Kungsgatan 2, Katrineholm, Sweden and on the SinterCast website [www.sintercast.com](http://www.sintercast.com) and will be sent by post, upon request, to shareholders who provide their postal address:

- The Nomination Committee's complete proposals and statement.
- The Board of Director's complete proposals,
- The Annual report (including the Board of Directors' statement according to Chapter 18, Section 4 of the Swedish Companies Act) and auditor's report,
- The Board of Director's report on remuneration to senior executives in accordance with Chapter 8, Section 53 a of the Swedish Companies Act,
- The Auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act,
- The Board of Director's statement in accordance with Chapter 20, Section 13 of the Swedish Companies Act,
- The Auditor's statement in accordance with Chapter 20, Section 14 of the Swedish Companies Act, and
- The Board of Director's statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

On the date of issue of this notice, the total number of shares and votes in SinterCast was 7,090,133. SinterCast's own holding of shares was 22,601.

A valid resolution pursuant to items 10, 16 and 17 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.

For information on how your personal data is processed in connection with the Annual General Meeting:  
<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

April 2024  
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.*