



Notice to the Extraordinary General Meeting of SinterCast Aktiebolag (publ)

The shareholders of SinterCast Aktiebolag (publ), (the “Company”) are hereby invited to attend the Extraordinary General Meeting (the “Meeting”) to be held on Thursday 20 August 2009, at 14:00 hours at the premises of Remium AB, Kungsgatan 12-14, Stockholm, Sweden.

Right to Participate and Vote

Shareholders who wish to participate in the Meeting shall:

- be entered into the share register kept by the Swedish Securities Registry Euroclear Sweden AB (“Euroclear”) (formerly VPC AB) on Friday 14 August, 2009 and
- give notice of participation to SinterCast before 12:00 noon on 14 August 2009.

Shareholders, whose shares are registered in the name of a nominee must request to be temporarily entered into the share register kept by Euroclear as of 14 August 2009 in order to be entitled to participate in the Meeting. The nominee should be requested to re-register the shares well before that date.

Notice of Participation

Notice of participation can be made in writing to SinterCast AB (publ), P.O. Box 102 03, SE-100 55 Stockholm, Sweden, via telephone +46 8 660 77 50, fax +46 8 661 79 79 or by e-mail: egm.registration@sintercast.com. A shareholder may be accompanied by advisors only if the shareholder has informed SinterCast of the advisors’ attendance before 12:00 noon on 14 August, 2009. A shareholder may not be accompanied by more than two advisors. Shareholders who intend to participate in the Meeting are required to provide their name, personal identity number (Swedish citizens only) or organisation number, address, telephone number and holding of shares. The shareholder shall provide the same information for accompanying advisors, if applicable.

Representatives

If a shareholder’s participation is to be made through a representative or by proxy, a power of attorney must be provided with the notification including, in the case of a legal entity, certified proof of registration, or in the case of a personal representation, other documents proving the signatory’s authorisation. Power of attorney forms are available at www.sintercast.com and can also be provided by post.

Proposed Agenda

1. Opening of the Meeting
2. Election of the Chairman of the 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. Decision of the Board of Directors’ proposal on issue of new shares and share warrants of Series 2009/2010 with pre-emption rights for existing shareholders
8. Decision of the Board of Directors’ proposal on an Employee Stock Option Programme for employees of the SinterCast Group including:
 - a) Issue of employee stock options and
 - b) Issue of share warrants to SinterCast Personnel AB
9. Closing of the Meeting

Proposals

Item 7: Decision of the Board of Directors’ Proposal on Issue of New Shares and Share Warrants of Series 2009/2010 with Pre-emption Rights for Existing Shareholders

The Board of Directors proposes, subject to the approval of the shareholders, to increase the Company’s share capital by not more than SEK 1,388,224 through an issue of not more than 925,483 new shares and not more than 925,483 share warrants of Series 2009/2010. The proposal is to be decided by the Meeting.

The right to subscribe for new shares and share warrants shall belong to those persons who on the record date for the new issue of shares are recorded as shareholders of the Company in the share register kept by Euroclear. Each such shareholder shall have a pre-emption right to obtain one (1) subscription right for one (1) existing share. Six (6) subscription rights entitle the holder to subscribe for one (1) Unit consisting of one (1) share and one (1) share warrant. Shares and share warrants may only be jointly subscribed for in Units.

In the event that all Units are not subscribed for with subscription rights based on pre-emption rights, Units shall be allocated to shareholders who have subscribed for additional Units without such subscription rights. Such allocation shall be made pro rata, in relation to the number of Units each such shareholder has subscribed for under their subscription rights. Units shall thereafter be allocated to the public who subscribe for Units without subscription rights, in proportion to such amount subscribed for.

Each Unit is issued at a subscription price of SEK 25, where the subscription price for each share is SEK 25. Accordingly, the initial amount of the new rights issue is SEK 23,137,075. The share warrants are not issued against payment.

Subscription and payment for a Unit by a shareholder with subscription right shall be made during the period from 31 August to 14 September 2009. Subscription for a Unit by a shareholder or a member of the public without a subscription right shall also be made during the above mentioned subscription period. Payment of Unit without subscription right shall be made no later than the third bank day following the subscriber's receipt of confirmation notice of the subscription. The Board of Directors shall have the right to extend the subscription and payment periods.

Subscription of shares by virtue of the share warrants shall be made in accordance with the terms and conditions of the share warrants of Series 2009/2010 during the period from 1-30 September 2010. Two (2) share warrants entitle the holder to subscribe to one (1) new share in the Company at a subscription price of SEK 25.

The record date for participation in the new issue of shares and share warrants shall be 27 August 2009.

As the decision does not affect the shareholders' pre-emption rights, resolution requires a simple majority (more than 50%) of the votes cast.

Item 8: Decision of the Board of Directors' Proposal on a Employee Stock Option Programme for Employees of the SinterCast Group including
a) Issue of Employee Stock Options and
b) Issue of Share Warrants to SinterCast Personnel AB

The Board of Directors proposes, subject to the Meeting's decision, to implement an employee stock option programme, including a directed issue of employee stock options and share warrants, with deviation from the shareholders pre-emption rights, substantially in accordance with the below. This proposal is motivated by the fact that the employees are effectively without a current incentive programme and that the Board judges that it is critical for SinterCast, as a technology specialist company, to motivate and secure its key staff.

The maximum dilution effect is calculated to amount to approximately 4.2 percent of the total number of shares and votes in the Company, taking into account shares and share warrants issued due to approval of the Board of Director's resolution on issue of new shares and share warrants of Series 2009/2010 with pre-emption rights for existing shareholders, in accordance with item 7 above, provided that there is full subscription and full utilisation of all share warrants. The dilution effect excluding the share issue and issue of share warrants in item 7 is calculated to amount to 5.1 percent.

a) Issue of Employee Stock Options

The employee stock options, which are not issued against payment, shall be allocated to all staff currently employed in the SinterCast Group at the issue (13 persons), and any future employees of the Group. The stock options entitle each such employee to acquire one (1) share in the Company. The employee stock options are not transferrable. The maximum number of stock options to be allotted will be 285,000, where the President & CEO shall be allocated a maximum of 150,000 employee stock options and other members of the management team and key staff shall be allocated a maximum of 20,000 employee stock options each. Other employees shall be allocated a maximum of 7,500 employee stock options each. A total of 5,000 stock options will be retained for distribution to new employees that may join the company during the term of the programme. Allocation under the stock option plan is subject to the employee stock option holder waiving his or her right to options under the outstanding stock option plan.

The options will run for a period of approximately four (4) years, where 15 percent of the allotted options can be subscribed for shares during the period of 1 November to 15 December one (1) year after the issue date, 20 percent can be subscribed for shares during the period of 1 November to 15 December after two (2) years, 25 percent during the period of 1 November to 15 December after three (3) years and the remaining 40 percent during the period of 1 November to 15 December after four (4) years, provided that the employee is still employed by the Group at the aforementioned point of times.

The subscription price will correspond to an annual increase of ten (10) percent of the average volume weighted price paid for one Company share on the Stockholm Stock Exchange during the period of ten trading days from 6 August to 19 August 2009, corresponding to an increase of 46.5 percent over the four year term of the programme. The employee stock options shall be subject to a ceiling such that any profit, at exercise, cannot exceed SEK 50 per option.

b) Issue of Share Warrants to SinterCast Personnel AB

As surety for the Company's undertakings under the employee stock option programme, when holders of the employee stock options wish to subscribe for shares, it is proposed to the Meeting to approve the Board of Director's proposal to issue not more than 300,000 share warrants which each entitle the subscription of one (1) share. The share warrants shall be issued to SinterCast Personnel AB, a wholly owned subsidiary of SinterCast AB. The subsidiary shall be

entitled to acquire the share warrants free of charge and shall, following subscription, be entitled to dispose over them with the aim of fulfilling the undertakings under the employee stock option programme above. Subscription of warrants shall be made no later than 30 September 2009. Transfer can subsequently take place without remuneration. During the option term, 1 November 2010 – 31 December 2013, a holder of share warrants shall be entitled to subscribe for one (1) new share at a subscription price corresponding to the subscription price for employee stock options by virtue of the underlying share warrant.

Based on an average volume-weighted price of SEK 40 during 6-19 August 2009, preliminary calculations show that costs under IFRS2 will amount to approximately SEK 1.8 million, subject to full subscription. The costs will be expensed during the term of the warrants. Assuming that all options will be realised at the maximum ceiling of SEK 50, the social security costs are expected to amount to approximately SEK 3.0 million, expensed continuously during the period in which they are incurred. With full exercise of the options, the Company's share capital will increase by not more than SEK 300,000. This increase is equivalent to a dilution effect of approximately 5.1% of the total number of shares and votes in the Company (4.4% of the total number of shares and votes after the proposed rights issue and, 4.2% of the total number of shares and votes if the warrants associated with the new rights issue are exercised).

The proposed employee stock option programme has been drawn up by the Board of Directors in consultation with external advisers and was approved at the Board Meeting held on 3 August 2009.

A resolution on the above lines requires the support of shareholders with at least nine-tenths (90%) of both the votes cast and the shares represented at the Meeting.

Miscellaneous

Documents related to the Meeting can be obtained from SinterCast AB (publ), Box 10203, SE-100 55 Stockholm, Sweden, by telephone +46 8 660 77 50, or via the SinterCast website (www.sintercast.com) from 6 August 2009. The documents will also be available at the Meeting.

This is an unofficial translation of the Swedish original notice to the Extraordinary General Meeting of the shareholders. In the event of any difference between the versions, the Swedish version shall prevail.

The total number of shares and votes in the Company are 5,552,900.

Stockholm, August 2009
SinterCast Aktiebolag (publ)
The Board of Directors