

OMX Nordic Exchange Copenhagen  
Nikolaj Plads 6  
1067 København K

19.03.2008

No. 04/08

## Annual General Meeting

The Board hereby gives notice convening the annual general meeting in Topsil Semiconductor Materials A/S on 2 April 2008 at 10.00 a.m. at the law firm Plesner, Amerika Plads 37, 2100 Copenhagen Ø. The agenda is as follows:

1. Election of chairman of the meeting.
2. The management's report on the Company's activities during the past accounting year.
3. Presentation of the audited annual report for adoption.
4. The Directors' proposal for treatment of profit according to the adopted annual report.
5. Election of Directors.  
The Board propose re-election of:

Jens Borelli-Kjær, age 48  
MSc Engineering (mathematics/physics)  
Diploma (Economics and International Management) MBA (INSEAD)  
Elected Chairman of the Board in 2006  
Vital A/S, Managing Director and Member of the Board  
Gerstenberg & Agger A/S, Member of the Board  
Gerstenberg Schröder A/S, Member of the Board

Eivind Dam Jensen, age 56  
Certified Estate Agent  
Elected Vice-Chairman in 2005  
Ejendomsaktieselskabet Bangs Gård, Managing Director and Member of the Board  
A/S Eivind Dam Jensen, Managing Director and Member of the Board  
Statsaut. Ejendomsmæglerfirma E. Dam Jensen, Owner

Jørgen Frost, age 53  
MSc Engineering, Diploma (Economics and Marketing)  
Elected to the Board in 2006  
Blendex A/S, Managing Director and Member of the Board  
Frost Invest A/S, Managing Director and Member of the Board  
Vestergaard Company Holding A/S, Member of the Board  
Kongskilde Industries A/S, Member of the Board

Ole Christian Andersen, age 41  
MSc Engineering, Diploma (part 1)  
Nangate A/S, Managing Director and Member of the Board  
OCA Holding ApS and OCA Family Holding ApS, Director

## ANNUAL GENERAL MEETING

6. Appointment of auditor.
7. Authorisation of the Board to acquire up to 10% of the Company's share capital for the Company for a period of 18 months from the date of the general meeting against payment of between DKK 0 and up to 10% more than the latest selling price on the Copenhagen Stock Exchange prior to the acquisition, according to article 48 in the Danish Companies Act.
8. Authorisation of the Board to increase the capital before 1 April 2013 in one or more stages by offering up to 300 million new shares of DKK 0.25 with or without pre-emption right for the existing shareholders. The board shall determine the detailed terms of subscription in connection with the individual offer, including the subscription price. If the subscription price is lower than the market price the existing shareholders shall in any case have pre-emption right in connection with an increase of capital.
9. Authorisation of the Board to increase the capital before 1 April 2013 in one or more stages through new subscription of up to 10 million new shares of DKK 0.25, which shall, without pre-emption right for the existing shareholders in favour of the employees of the company at a price of minimum DKK 0.2625 per share. The subscription terms under this authorisation shall be laid down by the Board and shall meet the requirements stipulated in section 7A of the Danish Tax Assessment Act.
10. The Board of Directors' information to the General Meeting about the existing guidelines for allotment of share options to members of the Management Board and senior employees. There are 7,988,964 unexercised share options of a total nominal value of DKK 1,997,241 under this scheme.
11. Issue of overall guidelines for incentive-based remuneration of the Board of Directors and Management Board. In pursuance of Section 69 b of the Danish Companies Act, overall guidelines must be issued for incentive-based remuneration of the Board of Directors and Management Board, and these guidelines must have been discussed and approved at the General Meeting before the Board of Directors may enter into new agreements on incentive-based remuneration with the members of the Management Board.  
  
If the General Meeting approves the guidelines for incentive-based remuneration, the following provision, which will not require independent adoption at the General Meeting, will be entered as Sub-article 3.10 in the Articles of Association:  
  
"Overall guidelines for incentive-based remuneration of the Board of Directors and Management Board have been issued. These guidelines have been adopted by the Company's General Meeting and published at the Company's website."  
  
The guidelines will, without undue delay, be published at the Company's website with a statement that the guidelines have been approved by the ordinary General Meeting for 2008.
12. Proposal for amendments of the Articles of Association, including the following articles:
  - a. Article 3.1, 3.7 and 3.9: Change of the name "Copenhagen Stock Exchange" to "OMX Nordic Exchange Copenhagen."
  - b. Article 4.2: Change of controller to I-NVESTOR RELATIONS SERVICES A/S.
13. Other business, if any.

The share capital of the Company is DKK 100,847,917.50 divided into 403,391,670 shares.

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The Articles of Association contain the following provisions on the shareholders' access to and voting right at the General Meetings of Topsil Semiconductor Materials A/S.

- 9.1 Any shareholder shall have access to general meetings if, at least three days prior to the meeting, he has obtained an admission card for himself and his adviser, if any, from the Company's office with reference to the registration of the shares in the list of shareholders or presentation of documentation of the shareholding.
- 9.2 Shareholders who have acquired shares through transfer may not exercise the voting rights of those shares at general meetings that were called, unless the shareholders have been registered in the list of shareholders or have given notice of and documented their acquisition.
- 9.3 Shareholders who have acquired shares in any other way than by transfer may not exercise the voting rights of those shares unless the shareholders are registered in the list of shareholders or have given notice of and documented their right prior to the general meeting.
- 9.4 Each share amount of DKK 0.25 shall entitle the holder to one vote.
- 9.5 Voting rights may be exercised through a proxy who shall present a written and dated proxy. A proxy may not be valid for more than one year at a time.

It should be noted that according to article 10.2 of the Articles of Association, adoption of item Nos. 8, 9 and 12 requires, that at least half the share capital is represented at the general meeting and that the proposal is adopted by at least 2/3 of the votes cast as well as of the voting share capital represented at the general meeting.

Topsil Semiconductor Materials A/S has entered into an affiliation agreement with Værdipapircentralen A/S – VP Securities Services (the Danish Securities Centre). The shareholders' financial rights may consequently be exercised through Værdipapircentralen A/S.

The agenda, the complete terms and conditions for the proposals to be considered at the general meeting, the annual report on which the auditor has rendered an opinion, and signed by the Board of management and the Board of Directors will be available for inspection for the shareholders at the Company's office as from 25 March 2008. Above-mentioned documents can also be found on the Company's website [www.topsil.com](http://www.topsil.com) under "Investor Relations".

Admittance card to the general meeting can be required by contacting the Company on tel. +45 47 36 56 00 or [investor@topsil.com](mailto:investor@topsil.com) by 28 March 2008.

A written proxy can be required by contacting the Company on tel +45 47 36 56 00 or [investor@topsil.com](mailto:investor@topsil.com) by 28 March 2008. An electronic proxy can be downloaded from the Company's website [www.topsil.com](http://www.topsil.com) under "Investor Relations."

**Topsil Semiconductor Materials A/S**

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Please note that this translation is provided for convenience only. The Danish version shall prevail in case of discrepancies.

**ANNUAL GENERAL MEETING**