

NASDAQ OMX Copenhagen
Nikolaj Plads 6
DK-1067 Copenhagen K

20 April 2009

No. 06/09

CVR no. 24932818
Annual general meeting

Notice is hereby given that the annual general meeting of Topsil Semiconductor Materials A/S will be held on Wednesday, 29 April 2009 at 10.00 a.m. at the law firm Plesner, Amerika Plads 37, 2100 Copenhagen Ø, Denmark. The agenda is as follows:

1. Election of chairman of the meeting.
2. Report by the Board of Directors and Management on the company's activities during the past financial year.
3. Presentation of the audited annual report for approval.
4. Proposal by the Board of Directors for the application of profit in accordance with the annual report as approved.
5. Election of members to the Board of Directors.
The Board of Directors proposes re-election of:

Jens Borelli-Kjær, age 49
MSc Engineering (Mathematics/Physics)
Graduate Diploma (Economics and International Management)
MBA (INSEAD)
Elected Chairman of the Board in 2006
Vital A/S, Managing Director and Member of the Board

Eivind Dam Jensen, age 57
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 54
MSc Engineering
Graduate 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
RMIG A/S, Member of the Board

ANNUAL GENERAL MEETING

Ole Christian Andersen, age 42
MSc Engineering
Graduate Diploma (part 1)
Nangate A/S, President & CEO and Member of the Board
OCA Holding ApS and OCA Family Holding ApS, Manager

6. Appointment of auditor.
7. Authorisation of the Board of Directors to acquire up to 10% of the company's share capital for the company during 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 officially quoted selling price from time to time on NASDAQ OMX Copenhagen, in compliance with section 48 of the Danish Public Companies Act.
8. Authorisation of the Board of Directors under section 40 b of the Danish Public Companies Act to issue warrants to managers of the group, including the CEO, for up to a total nominal value of 40,000,000 shares of DKK 0.25 each and authorisation to approve a resolution in respect of a related capital increase without pre-emptive rights to existing shareholders of up to a nominal value of DKK 10,000,000, however, up to a nominal amount of DKK 15,000,000, if the application of regulation provisions is necessary. The warrants shall be exercisable for subscription of shares at a minimum price per share fixed on the basis of the weighted average of the daily average price of the company's shares quoted on NASDAQ OMX Copenhagen during the last thirty business days (trading days) prior to the time of the grant of the share options. The authorisation shall be valid up to and including 29 April 2014. The specific terms and conditions applying to the grant of warrants shall be determined by the Board of Directors.
9. Proposal for the following amendments to the Articles of Association for the sake of order:
 - a. Articles 3.1, 3.7 and 3.9: To change the name "OMX Nordic Exchange Copenhagen" to "NASDAQ OMX Copenhagen".
 - b. Article 4.2: To change "controller of the share register" to "I-NVESTOR DANMARK A/S".
10. Proposal by the Board of Directors to amend the general guidelines for incentive-based remuneration of members of the Board of Directors and Management. Under section 69 b of the Danish Public Companies Act, general guidelines for incentive-based remuneration of a company's board of directors and management must be defined, and the guidelines must be considered and approved by the shareholders in general meeting before the board of directors may enter into new agreements on incentive-based remuneration with members of management.

The guidelines will be posted without undue delay on the company's website stating that the shareholders approved the guidelines at the annual general meeting 2009.
11. Appointment of an audit committee.
12. Any other business.

The share capital of Topsil Semiconductor Materials A/S amounts to DKK 101,990,183.50 nominal value divided into 407,960,734 shares of DKK 0.25 each.

The Articles of Association contain the following provisions on the shareholders' right to attend and vote at general meetings of Topsil Semiconductor Materials A/S.

ANNUAL GENERAL MEETING



- 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 13.2 of the Articles of Association, the approval of items 8 and 9 requires that at least half the share capital is represented at the general meeting and that the proposal is approved 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 VP Securities Services (Værdipapircentralen A/S). The shareholders' financial rights may consequently be exercised through VP Securities Services.

The agenda, the complete terms and conditions for the proposals to be submitted and considered at the general meeting, the annual report including the auditor's report, signed by the Board of Directors and Management, will be available for inspection by the shareholders at the company's offices as from 20 April 2009.

The above-mentioned documents are also available on the company's website, www.topsil.com, under "Investor Relations".

Admission cards for the general meeting may be obtained from the company on tel. +45 47 36 56 00 or e-mail investor@topsil.com on or before 24 April 2009.

A written proxy form may be obtained from the company on tel. +45 47 36 56 00 or e-mail investor@topsil.com on or before 24 April 2008. An electronic proxy form may be downloaded from the company's website, 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

Page 3 of 3