

MINUTES OF GENERAL MEETING

EXTRAORDINARY GENERAL MEETING HELD ON 5 AUGUST 2016
CEMAT A/S, company reg. (CVR) no. 24 93 28 18

On 5 August 2016 at 10:00 a.m., an extraordinary general meeting of Cemat A/S was held at the address of the company, Siliciumvej 1, DK-3600 Frederikssund, Denmark.

The agenda was as follows:

1. Proposal by shareholders – Small Cap Danmark A/S, Christian Reinholdt (individual), Fetter ApS, Lars Fetterlein (individual) and Advice Invest A/S
- 1.1 Proposal for revocation of approval of 17 June 2016 adopted by the shareholders in general meeting
2. Proposals from the Board of Directors
- 2.1 Proposal to reduce the share capital and concurrently reduce the denomination of the shares
- 2.2 Election of members to the Board of Directors
- 2.3 Resolution for authorisation of the chairman of the general meeting

The chairman of the Board of Directors, Jens Borelli-Kjær, welcomed the attendants and announced that the Board of Directors had appointed Martin Lavesen, Attorney-at-Law, to act as chairman of the meeting.

The chairman of the meeting thanked for the appointment and stated that the extraordinary general meeting had been convened electronically via the reporting system of Nasdaq Copenhagen and on the company's website on 1 July 2016, and that there had been no downtime on the company's website during the period from the announcement until the extraordinary general meeting.

Moreover, the notice of the extraordinary general meeting had been published in the information system of the Danish Business Authority on 1 July 2016, and the extraordinary general meeting had been advertised in the Danish newspaper Berlingske Tidende. Shareholders who had so requested had received the notice by e-mail on 1 July 2016, and shareholders who had requested a written notice had received such notice. Similarly, a revised notice of the extraordinary general meeting was issued on 14 July 2016 in the form of company announcement no. 27/2016. The chairman of the meeting ascertained that the extraordinary general meeting had been duly convened and formed a quorum, and none of the attending shareholders objected to the lawfulness of the general meeting.

Represented at the extraordinary general meeting was DKK 37,685,989 of share capital, equivalent to 150,743,954 votes (28.5%).

The chairman of the meeting stated that, initially, Jens Borelli-Kjær, the Chairman of the Board of Directors, had asked for permission to speak in order to give the shareholders in general meeting a more detailed description (i) of the process of selling the silicon business of Topsil Semiconductor Materials A/S (now Cemat A/S) and the process until the extraordinary general meeting on 5 August 2016, (ii) the road map for distribution of available cash and cash equivalents to shareholders, and (iii) a presentation of the continuing business, consisting of property business in Poland, see also company announcement no. 28/2016 of 3 August 2016 containing information to the shareholders of Cemat A/S (formerly Topsil Semiconductor Materials A/S) before the extraordinary general meeting on 5 August 2016.

The Chairman of the Board of Directors stated relating to company announcement no. 28/2016 that certain information had to be clarified or corrected. It appears from page 2 of company announcement no. 28/2016 that the company expected that the level of available cash and cash equivalents would be DKK 120-125 million from the discontinued operations for return to shareholders via the proposed share buyback programme. To this should be added DKK 4 million if management wants to exercise warrants granted. The Chairman of the Board of Directors then went through the calculation of the expected cash and cash equivalents as a result of the divestment of the silicon business:

	DKKm
Sales price	355
Net interest-bearing debt at 1 January 2016	- 182
Costs, management	- 16
<u>Other costs, transaction-related</u>	<u>- 13</u>
Net proceeds	144
<u>Interest expenses, H1 2016</u>	<u>- 8</u>
Cash and cash equivalents	136

It is expected that part of the cash and cash equivalents will be used to fund the company's operations and to have sufficient capital resources for the remaining continued operations.

The Chairman of the Board of Directors stated that, furthermore, it appears from page three of company announcement 28/2016 that, if all other shareholders than the Chairman and the Deputy Chairman decide to tender their shares to the company, the free cash and cash equivalents will only allow the company to buy approximately 75% of each shareholder's shares, so the share buyback programme will allow for such a situation. The percentage should have been between 87% and 91%. After the Chairman's review, a number of shareholders asked for permission to speak in order to comment on the Chairman's speech and ask questions to the Board of Directors.

A shareholder asked, among other things, why, in the calculation of the sales proceeds, the management had not originally included interest expenses of DKK 8 million for H1 2016, what the worst case scenario would be if Topsil GlobalWafers A/S terminated their lease in Poland, and which assumptions had been applied in the stated valuation of the land in Poland at DKK 108 million. In addition, the shareholder asked a number of tax law questions relating to the latest interim financial statements. The Chairman of the Board of Directors and the CFO, Jesper Bodeholt, answered the questions and stated in that connection that, if Topsil GlobalWafers vacated the leased premises in Poland, this would result in a minor annual loss of DKK 1-2 million if the premises were vacant, and they also stated that the valuation from 2015 of the land in Poland included the buildings on the land.

In continuation of additional questions from a shareholder about the company's activity in Poland, the Chairman of the Board of Directors stated that the company had received assistance from Cushman & Wakefield, which had assessed in February 2015 that the expected overall market value of CeMat '70 S.A. was PLN 63,540,000 (equivalent to approximately DKK 108 million). The Chairman of the

Board of Directors further stated that the same report from Cushman & Wakefield indicated that, following a final clarification of claims and status as residential zone, the market value would be PLN 145,080,000 (equivalent to approximately DKK 246 million) based on 100% ownership. Accordingly, at the current ownership interest of 77.66%, the company's stake amounts to approximately DKK 192 million, and that a tax payment of a further 30% must be expected.

Another shareholder asked questions about the process that took place immediately up to the extraordinary general meeting held on 17 June 2016 and expressed criticism of the way the Board had handled the sales process, referring to the company's own corporate governance rules. The Chairman explained the process up until the sale, including that it was a thorough process with several bidders involved. Two shareholders urged everybody to look ahead and not to delve any further on the sales process as the sale had now been completed.

A shareholder asked if there was a tax loss in the company which could be used in future, and whether the Board of Directors had considered whether to buy up shares in the market as an alternative to the proposed share buyback programme. CFO Jesper Bodeholt stated that the company's tax loss as at 31 December 2015 had been transferred as part of a tax-free transfer of an undertaking. The Chairman of the Board of Directors stated that management had considered various possibilities of distributing the proceeds of the sale, and that management considered a share buyback programme to be the most suitable solution.

A shareholder criticised the communication from the company's management and was surprised at the contemplated share buyback programme at DKK 0.305 per share. The shareholder urged the Board of Directors to increase the price to DKK 0.352 per share, equivalent to the public offer from NSIG, and that even that price did not reflect the company's net asset value. Two shareholders supported that point of view.

The Chairman stated that the framework for the planned share buyback programme had been discussed thoroughly on the Board of Directors, and that the conclusion was that a fair price would be the current market price represented by the average of the last five days' market price from the date of announcement of a share buyback programme by the Board of Directors. Moreover, the price indicated by NSIG was not representative as the offer was not binding and was subject to a number of conditions that could not have been met.

The Deputy Chairman, Eivind Dam Jensen, supplemented by stating that all shareholders could keep their shares in the company and not participate in the share buyback programme. A shareholder stated that the Board of Directors had a

moral obligation to set a price for the share buyback programme that reflected the net asset value, and another shareholder pointed out that the Board of Directors had an obligation to look after the interests of all shareholders. A shareholder asked what was to be done with the cash and cash equivalents that would not be used to buy back shares. The Chairman stated that this had not yet been clarified, but that surplus cash could be distributed to shareholders, be used for a share buy-back programme in the market, or for purchasing additional property in Poland.

A shareholder pointed out that all shareholders could not necessarily keep their shares in the company due to the changed focus, and that the new focus did not fall within a given investment profile. Another shareholder asked whether the company was going to correct the information in company announcement no. 28/2016 which the Chairman had corrected at the extraordinary general meeting (percentages on buyback). This was confirmed by the Chairman. A further question was asked as to whether the company's auditors had checked the calculations. The Chairman of the Board of Directors stated that that was not the case.

A shareholder asked whether the Management Board's bonus model was dependent on the final sales price. The Chairman of the Board of directors stated it was not, but that the Board had decided to allocate a bonus model to the members of the Management Board in order to retain them during the sales process, which could/would ultimately lead to them being terminated. A shareholder asked why the compensation of the Management Board had not been approved by the shareholders in general meeting. The chairman of the meeting commented that the compensation of the day-to-day management was a matter to be decided by the Board of Directors.

A shareholder stated that the comment by the Chairman of the Board of Directors that extra cash could be used to acquire additional property in Poland was not in line with the statement in company announcement no. 28/2016 that the company wished to dispose of its plots of land in Poland. The Chairman answered that the focus was on selling the plots of land in Poland as soon as possible, but that it might be favourable to increase the interest in CeMat '70 along the way.

Additional shareholders made statements about the proposed share buyback programme as well as alternatives to it, for example payment of an extraordinary dividend. As there were no more shareholders who wanted to take the floor, the chairman of the meeting closed the debate by urging the Board of Directors to include the input from the shareholders attending the general meeting in its further considerations of how the company's cash and cash equivalents should be

distributed, including the terms and conditions of the proposed share buyback programme.

Re agenda item 1.1

The chairman of the meeting stated that a group of shareholders, Small Cap Danmark A/S, Christian Reinholdt (individual), Fetter ApS, Lars Fetterlein (individual) and Advice Invest A/S, representing 8.54% of the share capital, had submitted a request for an extraordinary general meeting on 19 June 2016 proposing that a vote be taken to revoke the resolution passed at the general meeting held on 17 June 2016 to sell the silicon business of Topsil Semiconductor Materials A/S (now Cemat A/S).

At the general meeting, Small Cap Danmark A/S and Christian Reinholdt (individual) urged the shareholders attending the general meeting to vote against the proposal as the sale of the silicon business had been completed and the proceeds of the sale had been received. Accordingly, it was not possible to reverse the decision. The other proposers did not attend the general meeting.

The chairman of the meeting stated that, fundamentally, any resolution adopted at a general meeting can be reversed, but that in this case reversal would no longer be practically possible. Thus, reversal could take place formally, but substantively it would have no effect. Although the proposal is consequently irreversible, the chairman of the meeting stated that the proposal can be put to a vote, and as postal votes had been received, the chairman was of the opinion that a vote should be taken on the proposal.

The chairman pointed out that adoption of the proposal requires a majority vote in favour of the overall proposal of not less than two thirds of the votes cast as well as of the share capital represented at the general meeting, see article 10.1 of the articles of association and section 106(1) of the Danish Companies Act. The background for this requirement for adopting the resolution is that the reversal must rank equally with respect to adoption with the resolution it seeks to reverse.

A vote by show of hands was then taken among the shareholders attending the general meeting as none of the shareholders present demanded a secret ballot. Two of the shareholders among those represented at the general meeting abstained, while the remaining capital represented voted against the proposal. Proxies and postal votes had been submitted, resulting in 1,099,569 votes for the proposal and 3,153,653 votes against the proposal. There were 102,156 abstaining

votes. As a total of 37,685,989 votes were represented, the proxies and postal votes accounted for a non-decisive share of the votes.

Accordingly, the proposal was not adopted.

Re agenda item 2.1 – Proposal to reduce the share capital and concurrently reduce the denomination of the shares

The chairman of the meeting stated that the proposal concerned a reduction of the share capital and a concurrent reduction of the denomination of the shares with a view to subsequently being able to return the company's surplus cash to the shareholders.

The Board of Directors had proposed a reduction of the share capital from DKK 132,028,539.25 nominal value to DKK 10,562,283.14 nominal value. The reduction of the capital was to be effected at par, equivalent to a total reduction of DKK 121,466,256.11. The amount of the reduction is to be used for a transfer to a special reserve fund following the expiry of the publication period. See section 188(1)(iii), see section 192 of the Danish Companies Act.

As a result, an advertisement for creditors must be published in the IT system of the Danish Business Authority, in which the company will invite its creditors to file their claims with the company within a deadline of four weeks. See section 192(1) of the Danish Companies Act.

Concurrently with the reduction of capital, a proposal was made to reduce the denomination of each share from DKK 0.25 nominal value each to DKK 0.02 nominal value each, which means that the number of issued shares will remain unchanged. The change in denomination will be effected subject to the capital reduction being made, and not until concurrently with the final completion of the reduction.

In accordance with section 185, see section 156, see section 99 of the Danish Companies Act, the latest adopted annual report, a report from the company's Board of Directors on material events in relation to the company's position occurring after the publication of the annual report, and a statement by the company's auditors on the report by the Board of Directors were available for inspection.

The chairman of the meeting stated that adoption of the resolution would result in an amendment of article 3.1 of the company's articles of association as a conse-

quence of the reduction of capital, to the effect that the provision will read as follows:

“The share capital of the Company is DKK 10,562,283.14 divided into 528,114,157 shares of DKK 0.02 each. The shares are listed on Nasdaq Copenhagen A/S and issued through VP Securities A/S.”

The chairman of the meeting asked whether there were any comments to the proposal. Two shareholders supported the proposal but asked the Board of Directors to include the largest possible number of proposals for amendments in future notices convening general meetings out of resource considerations.

The chairman of the meeting then carried through the voting by show of hands. The chairman stated that adoption of the proposal required a majority vote of not less than two thirds of the votes cast as well as of the share capital represented at the general meeting, see article 10.1 of the articles of association and section 106(1) of the Danish Companies Act.

A vote by show of hands was then taken among the shareholders attending the general meeting as none of the shareholders present demanded a secret ballot. All shareholders represented at the general meeting voted in favour of the proposal. Proxies and postal votes had been submitted, resulting in 3,183,606 votes for the proposal and 1,053,166 votes against the proposal. There were 102,156 abstaining votes. As a total of 37,685,989 votes were represented, the proxies and postal votes accounted for a non-decisive share of the votes.

Accordingly, the proposal was adopted.

It is expected that the Board of Directors will publish an advertisement for creditors immediately after the general meeting.

Re agenda item 2.2 – Election of members to the Board of Directors

The chairman of the meeting stated that the Board of Directors had proposed to reduce the number of members of the Board of Directors elected by the shareholders from the current four external members to three external members.

The chairman of the meeting stated that the two members of the Board of Directors elected by the employees, Jesper Leed Thomsen and Sune Bro Duun, were transferred to employment with Topsil GlobalWafers A/S in connection with the divestment of the company’s silicon business and were consequently no longer

employed by the company. Accordingly, these members had stepped down from the Board of Directors immediately after the completion of the transaction.

The chairman of the meeting further stated that Jens Borelli-Kjær and Eivind Dam Jensen were re-elected at the annual general meeting held in the spring of 2016 and were consequently not up for election.

The chairman stated that Jørgen Frost and Michael Hedegaard Lyng wanted to step down from the Board of Directors. The Board of Directors proposed that Joanna Iwanowska Nielsen be elected new member of the Board. With her competencies, she is expected to strengthen the Board of Directors in its work to mature the Polish property business for sale.

Section 120 of the Danish Companies Act was complied with.

Joanna Iwanowska-Nielsen was given the opportunity to briefly introduce herself (in English) and to answer questions from the company's shareholders. Section 120 of the Danish Companies Act was complied with.

No other candidates had been nominated. Joanna Iwanowska-Nielsen was unanimously elected by the shareholders attending the general meeting as a new member of the company's Board of Directors until the next annual general meeting.

Thereafter, the Board of Directors consists of Jens Borelli-Kjær, Eivind Dam Jensen and Joanna Iwanowska-Nielsen.

Re agenda item 2.3 – Resolution for authorisation of the chairman of the general meeting

The shareholders in general meeting unanimously passed a resolution giving authority to the chairman of the general meeting or substitutes duly appointed by the chairman to register the resolutions passed and make any such amendments thereto as may be required or requested by the Danish authorities as a condition for registration or approval.

The extraordinary general meeting was adjourned at 12:53 p.m.

Chairman of the meeting:

Martin Lavesen