



REQUEST FOR ADMISSION CARD

The Annual General Meeting of Topsil Semiconductor Materials A/S will be held on Wednesday, 25 April 2012 at 10:00 am at Plesner law firm, Amerika Plads 37, DK-2100 Copenhagen Ø.

Name of shareholder: _____
(capital letters)

Address: _____

Postal code and city: _____

VP custody account: _____ No. of shares: _____

Date: _____ Tel.: _____

- ☐ Request for admission card and voting papers for the Annual General Meeting
- ☐ Request for admission card for companion/adviser: _____
(capital letters)

Please send this registration form and, if relevant, the proxy form on page 2, by ordinary mail to the Company's address, Linderupvej 4, DK-3600 Frederikssund, by fax on +45 47 36 56 01 or scanned by e-mail to investor@topsil.com. Requests for admission cards must be received by Topsil on or before Friday, 20 April 2012 at 11:59 pm. Admission cards are also available from Topsil on tel. +45 47 36 56 00.

Topsil does not accept any responsibility for delays or errors caused by the postal services' processing time. You may arrange to pick up your admission card at the entrance to the venue of the general meeting.

Please note that admission cards will not be sent until after the record date, which is one week before the date of the Annual General Meeting.

If you do not wish to attend or are prevented from attending the Annual General Meeting, you may appoint another person as your proxy or vote by correspondence by completing the forms on pages 2–3. Please remember to sign and date the form.

PROXY AND CORRESPONDENCE VOTING FORM

For the Annual General Meeting of Topsil Semiconductor Materials A/S to be held on Wednesday, 25 April 2012 at 10:00 am at Plesner law firm, Amerika Plads 37, DK-2100 Copenhagen Ø, I/we the undersigned

Name of shareholder: _____
(capital letters)

Address: _____

Postal code and city: _____

VP custody account: _____ No. of shares: _____

Tel: _____

hereby appoint a proxy to attend and vote or, as applicable, vote by correspondence as set out below (please check one of the boxes (A) to (E) below:

☐ (A) **Proxy to the Chairman**
I/we hereby appoint as my/our proxy the Chairman of the Board of Directors (or a substitute duly appointed by him) to vote on my/our behalf in accordance with the recommendations of the Board of Directors/the Chairman of the Board of Directors as set out on page 3.

☐ (B) **Proxy to the Board of Directors**
I/we hereby appoint as my/our proxy the Board of Directors (or a substitute duly appointed by the Board) to vote on my/our behalf in accordance with the recommendations of the Board of Directors/the Chairman of the Board of Directors as set out on page 3.

☐ (C) **Proxy instructions for the Board of Directors (or a substitute duly appointed by the Board)**
I/we hereby appoint as my/our proxy the Board of Directors (or a substitute duly appointed by the Board) to vote on my/our behalf as marked with an X in the proxy instruction form on page 3. Please check the boxes "In favour", "Against" or "Abstain" on page 3.

☐ (D) **Proxy to a third party**
I/we hereby as appoint as my/our proxy:

(Name and address of proxy – capital letters)

Please remember to attach a request for an admission card for your proxy.

☐ (E) **Voting by correspondence**
Please check the boxes "In favour", "Against" or "Abstain" on page 3.

If you only date and sign the proxy or correspondence voting form, the proxy will be deemed to be given in accordance with the recommendations of the Board of Directors/Chairman of the Board of Directors as set out on page 3.

Date: _____

Signature

The dated and signed proxy and correspondence voting form must be received by Topsil Semiconductor Materials A/S, Linderupvej 4, DK-3600 Frederikssund on or before Friday, 20 April 2012 at 11:59 pm with respect to proxies and on or before Wednesday, 25 April 2012 at 10:00 am with respect to votes by correspondence. The form may be sent by letter or by fax on +45 47 36 56 01 or scanned by e-mail to investor@topsil.com

Name of shareholder: _____
(capital letters)

Address: _____

Postal code and city: _____

VP custody account: _____ No. of shares: _____

Tel: _____

Agenda items for the Annual General Meeting to be held on Wednesday, 25 April 2012 (shortened – the complete agenda appears from the notice convening the general meeting)	IN FAVOUR	ABSTAIN	AGAINST	Recommended by the Board of Directors
1. Report by the Board of Directors and the Management Board	(Not subject to a vote)			
2. Presentation of the audited annual report for approval				IN FAVOUR
3. Approval of the remuneration to the Board of Directors and the Management Board for 2012				IN FAVOUR
4. Adoption of a resolution as to the appropriation of profit or treatment of loss				IN FAVOUR
5. Election of members to the Board of Directors				
5.1. Re-election of Jens Borelli-Kjær				IN FAVOUR
5.2. Re-election of Eivind Dam Jensen				IN FAVOUR
5.3. Re-election of Jørgen Frost				IN FAVOUR
5.4. Re-election of Michael Hedegaard Lyng				IN FAVOUR
6. Appointment of auditors; re-appointment of Deloitte Revisionspartnerselskab				IN FAVOUR
7. Authorisation of the Board of Directors to acquire own shares				IN FAVOUR
8. Proposal by the Board of Directors to amend the general guidelines for incentive-based remuneration to the Board of Directors and the Management Board and, at the same time, to merge the general guidelines for incentive-based remuneration and the Company's remuneration policy				IN FAVOUR
9. Proposals from the Board of Directors:				
9.1. Authorisation of the Board of Directors to issue up to 30,000,000 warrants to employees of the Group, including the Management Board				IN FAVOUR
9.2. Authorisation of the chairman of the general meeting to make any changes required for registration with the Danish Business Authority				IN FAVOUR
10. Any other business	(Not subject to a vote)			

If you only date and sign this proxy and correspondence voting form, the proxy will be deemed to be given in accordance with the recommendations of the Board of Directors/Chairman of the Board of Directors as set out on page 3.

Date: _____
Signature

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