

Topsil Semiconductor Materials A/S

CVR no. 24 93 28 18
Annual General Meeting

Notice is hereby given that the Annual General Meeting of Topsil Semiconductor Materials A/S will be held on Monday, 22 April 2013 at 10:00 am at Topsil, Siliciumvej 1, DK-3600 Frederikssund. The agenda is as follows:

1. Report by the Board of Directors and the Management Board on the activities of the Company during the past financial year
2. Presentation of the audited annual report for approval
3. The Board of Directors' proposal for appropriation of profit or treatment of loss according to the approved annual report.
4. Approval of the remuneration to the Board of Directors for the current financial year

In 2012, the basic remuneration paid to each ordinary board member was DKK 200.000, and the chairman received 2.5 times and the deputy chairman 1.75 times this remuneration. Separately and only for the financial year 2013, the Board of Directors proposes that the above remunerations be temporarily reduced by 10%. Accordingly, the Board will receive the same remuneration in 2013 as in 2012, however, reduced by 10% relative to the remuneration received in 2012.

5. Election of members to the Board of Directors
The Board of Directors proposes re-election of:

Jens Borelli-Kjær, Chairman (53)

MSc Engineering (Mathematics/Physics), BCom (International Trade), MBA (INSEAD)

Elected Chairman in 2006

Directorships and managerial positions: Chairman of the board of directors of Vitral A/S, CEO of CCMA ApS, UAB Vitral, Lithuania and Vitral UK Ltd., UK.

Chairman of the Nomination and Remuneration Committees

Independent of special interests

Special qualifications: Business, industrial and general management experience from various industries (building materials, pharmaceutical equipment and electronics)

ANNUAL GENERAL MEETING

Eivind Dam Jensen, Deputy Chairman, 61
State-authorized estate agent
Elected Deputy Chairman in 2005
Directorships and managerial positions: CEO and member of the boards of directors of Ejendomsaktieselskabet Bangs Gård and Aktieselskabet Eivind Dam Jensen, and owner of Statsaut. Ejendoms-mæglerfirma E. Dam Jensen
Member of the Nomination Committee
Not independent of special interests (majority shareholder and owner of the property Linderupvej 4, Frederikssund, Denmark)
Special qualifications: Purchase, sale, valuation and letting of commercial and investment properties and property management

Jørgen Frost, 58
MSc Engineering, BCom (Marketing)
Elected to the Board of Directors in 2006
Member of the Audit Committee
Directorships and managerial positions: Member of the board of directors of Fischer Holding A/S, founder, CEO and member of the board of directors of Frost Invest A/S and member of the boards of directors of Vestergaard Company A/S, Kongskilde Industries A/S and RM Rich. Müller A/S
Independent of special interests
Special qualifications: Industrial management experience from listed industrial companies

Michael Hedegaard Lyng, 43
MSc (Business Administration and Auditing), MBA (IMD)
Elected to the Board of Directors in 2010
Chairman of the Audit Committee and member of the Remuneration Committee
Directorships and managerial positions: CEO and CFO of NKT Holding A/S and member of the boards of directors of several companies of the NKT group. Member of the board of directors of Burmeister & Wain Scandinavian Contractor A/S
Independent of special interests
Special qualifications: Traditional CFO disciplines in global, international listed industrial companies

6. Appointment of auditors
The Board of Directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab be re-appointed.
7. Authorisation to the Board of Directors pursuant to section 198 of the Danish Companies Act to allow the Company to, during a period of 18 months from the date of the Annual General Meeting, acquire own shares of up to 10% of the Company's share capital from time to time against payment of between DKK 0 and up to 10% above the official selling price quoted from time to time on NASDAQ OMX Copenhagen A/S.
8. The Board of Directors' proposal to amend the Articles of Association and to grant authorisation to the chairman of the general meeting.
 - 8.1 The Board of Directors proposes that the objects of the Company be extended to also comprise operation, development and sale of the property company Cemat70 S.A. Against this background, the Board of Directors proposes that the objects clause set out in article 1.1. of the Articles of Association be amended to read as follows:

ANNUAL GENERAL MEETING

"Article 1.1

The objects for which the Company is established are to carry out production and trading activities, mainly in semiconductor materials, and to operate, develop and sell the property company Cemmat70 S.A."

- 8.2 Since the current authorisation set out in article 3.3 of the Articles of Association for the Board of Directors to increase the share capital expire on 1 April 2013, the Board of Directors proposes that the following new authorisation for the Board to increase the share capital be incorporated in the Articles of Associations as a new article 3.3 in replacement of the current authorisation in article 3.3. of the Articles of Association:

"Article 3.3

At the Company's annual general meeting on 22 April 2013, the following authorisations to increase the Company's share capital have been granted to the Board of Directors.

Article 3.3 A

The Board has been authorised to increase the capital before 22 April 2018, in one or more stages, by offering up to 200 million new shares of DKK 0.25 each. The capital increase may be made by cash payment. The subscription must be effected with pre-emptive rights to the existing shareholders. The Board shall determine the terms of subscription for shares in connection with the individual offering, including the subscription price.

Article 3.3 B

The Board has been authorised to increase the capital before 22 April 2018, in one or more stages, by offering up to 200 million new shares of DKK 0.25 each. The increase may be made by cash payment and in any other way, including through conversion of debt or by non-cash contribution. The shares must be issued at market price, and the subscription will be effected without pre-emptive rights to the existing shareholders. The Board shall determine the other terms of subscription in connection with the individual offering.

Article 3.3 C

The capital increase that the Board of Directors may resolve to carry out pursuant to articles 3.3 A and 3.3 B may not exceed a total nominal amount of DKK 50,000,000. Accordingly, a maximum of 200 million new shares of DKK 0.25 each may be issued pursuant to the authorisations set out in articles 3.3 A-3.3 B.

Article 3.4

The rules that apply to the existing shares in the Company shall in each and every respect apply to the new shares, cf. articles 3.3 A and 3.3 B. It should be noted in particular that the new shares shall be negotiable instruments and be freely transferable, and that the shares shall be issued to bearer but may be registered in the name of the holder. The rights of the new shares in the Company shall apply from the time when the shares are fully paid up, and the shares are fully eligible for dividends distributed for the financial year in which they are fully paid up.

The Board of Directors has been authorised to make such amendments to the Articles of Association as may be necessitated by the capital increase."

- 8.3 Furthermore, the Board of Directors proposes to increase the maximum nominal amount and consequently the maximum number of shares for which the Board may issue warrants and carry out the related capital increase pursuant to the current authorisations granted to the Board of Directors set out in article 3.8 of the Articles of Association. The authorisations and the terms thereof in article 3.8 remain unchanged. However, the numbering of this article has been changed to 3.7 in the proposed

ANNUAL GENERAL MEETING

new Articles of Association.

"Article 3.7

The Board of Directors has been authorised to issue, in one or more stages, before 25 April 2017, warrants in the Company to managerial employees of the Group, including to the Management Board, entitling the holders to subscribe for shares of a nominal value of up to DKK 10,000,000.00 in the Company, corresponding to 40 million shares of DKK 0.25 each. The shareholders of the Company shall have no pre-emptive rights in the event that the Board of Directors exercises this authorisation. The exercise price and other terms and conditions applying to the warrants will be determined by the Board of Directors.

Pursuant to the rules of the Danish Companies Act applicable from time to time, the Board of Directors may reuse or reissue any lapsed unexercised warrants provided that such reuse or reissue is effected under the terms and conditions and within the time limitations set out in this authorisation. Reuse means the Board of Directors' right to let another party enter into an existing agreement on warrants. Reissue means the Board of Directors' option to reissue new warrants, under the same authorisation, if previously issued warrants have lapsed.

The rules that apply to the existing shares in the Company shall in each and every respect apply to the new shares, cf. this article 3.7. It should be noted in particular that the new shares shall be negotiable instruments and be freely transferable, and that the shares shall be issued to bearer but may be registered in the name of the holder. The rights of the new shares in the Company shall apply from the time when the shares are fully paid up, and the shares are fully eligible for dividends distributed for the financial year in which they are fully paid up. If changes have been made in general to the rights of the shares before the exercise of the warrants in accordance with this article 3.7, the new shares issued in connection with exercise of these warrants shall, however, carry the same rights as the other shares in the Company at the time of exercise. The new shares shall be issued through VP Securities A/S and shall be listed on NASDAQ OMX Copenhagen.

Furthermore, the Board of Directors has been authorised to increase, in one or more stages, the share capital by a nominal amount of up to DKK 10,000,000.00 corresponding to 40 million shares of DKK 0.25 each against cash payment in connection with the exercise of warrants pursuant to this article 3.7. The Company's shareholders shall have no pre-emptive rights to shares issued upon exercise of issued warrants. Furthermore, the Board of Directors shall determine the terms and conditions of any capital increases effected under the authorisation. If the terms of the issued warrants entail an adjustment of the number of warrants, the Board is authorised to effect a similar increase of the related capital increase."

- 8.4 The Board of Directors proposes that the wording of article 8.1, no. 7) concerning the item on the agenda *authorisation to the Board to acquire own shares* be clarified to reflect, to a higher degree, the requirements of section 198 of the Danish Companies Act and the Company's current practice for granting such authorisations:

"Article 8.1, no. 7)

Any authorisation to the Board of Directors pursuant to section 198 of the Danish Companies Act to allow the Company to, during a period of 18 months from the date of the Annual General Meeting, acquire own shares of up to 10% of the Company's share capital from time to time against payment of between DKK 0 and up to 10% above the official selling price quoted from time to time on NASDAQ OMX Copenhagen A/S."

- 8.5 The Board of Directors further proposes that a few adaptations and clarifications be incorporated in the Articles of Association as set out in the marked version of the draft revised Articles of Association

ANNUAL GENERAL MEETING

posted on the Company's website: www.topsil.com under "Investors/Publications".

8.6 Authorisation to the chairman of the general meeting:

Authorisation to the chairman of the general meeting to make relevant changes to the numbering of the provisions of the Articles of Association as a consequence of the amendments to the Articles of Association that may have been adopted at the Annual General Meeting. Furthermore, the chairman of the general meeting is authorised to make such changes in and supplements to the resolutions approved at the general meeting and the notification to the Danish Business Authority as may be required by the Danish Business Authority in order to register the amendments adopted.

9. Any other business

General information

The share capital of Topsil Semiconductor Materials A/S amounts to DKK 132,028,539.25 nominal value divided into 528,114,157.00 shares of DKK 0.25 each. Each share amount of DKK 0.25 entitles the holder to one vote.

Topsil Semiconductor Materials A/S has entered into an affiliation agreement with VP Securities A/S. Accordingly, the shareholders' financial rights may be exercised through VP Securities A/S.

Rules on adoption

Items considered at the general meeting will be determined by a simple majority of votes, except for matters under item 8, which require a majority of at least 2/3 of the votes cast and of the voting share capital represented at the general meeting in pursuance of section 106 of the Danish Companies Act.

The Company's website

This notice, including the agenda and the complete proposals to be submitted and considered at the general meeting, information about the total number of shares and voting rights at the date of this notice, forms for appointing proxies, for voting by correspondence and for requesting admission cards as well as any other documents to be presented at the Annual General Meeting, including the annual report for 2012, including the auditors' report, and signed by the Management Board and the Board of Directors, and the draft revised Articles of Association, will be available for the shareholders on the Company's website www.topsil.com under "Investors/Events and presentations" as from 22 March 2013.

This notice convening the Annual General Meeting has also been published through NASDAQ OMX Copenhagen A/S, the IT system of the Danish Business Authority, the Company's website and by e-mail to shareholders having requested to receive notices of general meetings by e-mail by providing their e-mail address.

Record date

A shareholder's right to vote at the Company's general meetings, or to vote by correspondence, on the shareholder's shares, is determined relative to the shares held by the shareholders on the record date, which is one week before the general meeting.

The record date is Monday, 15 April 2013.

The shares held by each shareholder are calculated on expiry of the record date on the basis of registration of the shareholder's shares in the register of shareholders and notifications about ownership received by the Company for entry into the register of shareholders, but which have not yet been rec-

ANNUAL GENERAL MEETING



ordered in the register of shareholders. Notifications on shareholdings must be provided in the form of a custody account statement from VP Securities A/S or similar documentation for the shareholders to be registered in the register of shareholders and for the shares to be included in the calculation. The Company must receive such documentation before expiry of the record date.

Only persons registered as shareholders of the Company on the record date are entitled to attend and vote at general meetings. See, however, the information below on the deadline for shareholders to request admission cards.

Shareholders who have acquired shares through transfer or otherwise thus cannot exercise the voting rights of those shares at general meetings, unless the shareholders have been registered in the register of shareholders or have given notice of and documented their acquisition on or before the record date which is Monday, 15 April 2013.

Admission cards

In order to attend the Annual General Meeting, shareholders must request an admission card on or before Thursday, 18 April 2013. To request an admission card, please contact the Company on tel. +45 47 36 56 00, or by e-mail, investor@topsil.com. Until Thursday, 18 April 2013 at 11:59 pm, requests for admission cards may also be made electronically through the Company's website, www.topsil.com, under "Contacts" (choose "Investor Relations").

Proxy

Shareholders may be represented by a proxy at the general meeting. Completed proxy forms must be received by the Company on or before Thursday, 18 April 2013 at 11:59 pm at the address Siliciumvej 1, DK-3600 Frederikssund. The proxy form is attached to this notice and is also available from the Company up to and including Thursday, 18 April 2013 at 4:00 pm by contacting the Company on tel. +45 47 36 56 00 or by e-mail to investor@topsil.com. Until Thursday, 18 April 2013 at 11:59 pm, proxies may also be appointed electronically by e-mail to investor@topsil.com.

Voting by correspondence

Instead of voting at the Annual General Meeting, shareholders may cast their votes by correspondence before the general meeting is held. Votes by correspondence must be received by the Company on or before Monday, 22 April 2013 at 10:00 am. The form for voting by correspondence is available on the Company's website, www.topsil.com, under "Investors/Events and Presentations". Votes by correspondence may also be given electronically by e-mail to investor@topsil.com. Votes by correspondence received by the Company are irrevocable. Please note that it may occasionally take several days before a letter reaches the company.

Questions

Shareholders may ask questions concerning the agenda and the other material to be used at the general meeting both before and at the general meeting.

Please direct any questions concerning this stock exchange announcement to Susanne Hesselkjær, tel. +45 29 26 67 52.

Topsil Semiconductor Materials A/S

Jens Borelli-Kjær
Chairman of the Board

Kalle Hvidt Nielsen
CEO

This announcement has been prepared in a Danish-language and an English-language version. In case of doubt, the Danish version will prevail.

ANNUAL GENERAL MEETING

Page 6 of 6