

Københavns Fondsbørs  
Nikolaj Plads 6  
1067 København K

09.09.2002

No. 10/02

**Extraordinary shareholders' meeting and  
Notification to holders of warrants and convertible bonds**

The board of directors hereby calls in an extraordinary shareholders' meeting in Topsil Semiconductor Materials A/S to be held on 23 September, 2002 at 10.00 am at the registered office of the company, Linderupvej 4, 3600 Frederikssund, with the following agenda:

1. Election of a chairman of the meeting.
2. Discussion of a proposal presented by the board, that the board shall be authorised to increase the capital of the company, cf. Companies Act § 37 on the following terms:
  - a) The authorisation shall remain in force until 1 July 2007.
  - b) The increase may be made in one or more stages. The maximum amount for the capital increase shall be nominal DKK 75 m. equivalent to 300 m. new shares of DKK 0.25.
  - c) The new shares shall be negotiable securities.
  - d) The new shares shall be issued to bearer but may be registered in the company's list of shareholders.
  - e) No shareholder shall be obliged to have his shares wholly or partly redeemed.
  - f) No restrictions shall apply to the negotiability of the shares.
  - g) The new shares shall have no special rights.
  - h) The new shares shall have administrative rights in the company as from the date of payment of the share capital to the company.
  - i) The new shares shall participate in the distribution of dividend for the accounting year in which they are fully paid up.
  - j) The new shares can be issued without pre-emption right for the present shareholders of the company provided that the subscription will be at market price.
3. Discussion of a proposal presented by the board, that the board shall be authorised to increase the capital of the company before 1 July 2007 in one or more stages through new subscription of up to nominal DKK 500,000 equivalent to 2 m. new shares of DKK 0.25, which shall, without pre-emption right for present shareholders, be offered to the employees of the company

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at a price of 0.2625 per share, and otherwise on the terms determined by the board and approved by the Danish Central Customs and Tax Administration.

4. As the convertible bond loan (1995) of the company has been repaid, the board proposes that chapter 5 of the Articles of Association of the company shall be omitted, and as a result the Articles of Association shall be verbally modified.
5. Election of Directors.
6. Discussion of a proposal presented by the board to cancel § 14.1 of the Articles of Association of the company in respect of election of deputy directors to the board, and as a result the Articles of Association shall be verbally modified.

It should be noted that according to § 13.2 of the Articles of Association of the company an adoption of item 2, 3 & 6 of the agenda shall require that at least half the share capital is represented at the shareholders' meeting and that the proposal is adopted by at least 2/3 of the votes cast as well as the voting share capital represented at the shareholders' meeting.

6. Provided that the proposals shall be adopted the board proposes that the following terms shall be included in the Articles of Association of the company:
  - 3.3 The board has been authorised to increase the capital before 1 July 2007 in one or more stages through new subscription of up to 300 m. new shares of DKK 0.25 with or without pre-emption right for present 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 present shareholders shall in any case have pre-emption right in connection with an increase of capital.
  - 3.4 The board has been authorised to increase the capital before 1 July 2007 in one or more stages through new subscription of up to 2 m. new shares of DKK 0.25, which shall, without pre-emption right for present shareholders, be offered to the employees of the company at a price of 0.2625 per share and otherwise on the terms determined by the board and approved by the Danish Central Customs and Tax Administration.
  - 3.5 The new shares shall in every respect be subject to the same rules as specified for the old shares of the company, in which connection it should be noted that the new shares shall be negotiable securities

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and be freely negotiable, that the shares shall be issued to bearer but may be registered in the name of the holder, and that no restrictions shall apply to the new shareholders' pre-emption rights in connection with future increases of capital, and otherwise on the terms decided by the board for each individual offer, and in that case only if the subscription is at market price. The rights of the new shares in the company shall commence from the time when the shares have been fully paid up and the new shares shall also participate in the distribution of dividend for the accounting year in which they are fully paid up.

The board shall be authorised to modify the Articles of Association as required following the increase of capital.

The agenda and the complete proposals to be discussed by the shareholders' meeting will be available for inspection by the shareholders at the Company's office as from 13 September 2002. Admission card for the shareholders' meeting can be obtained up to and including Thursday, 19 September 2002 on application to the company at tel. 47 36 56 00 or [topsil@topsil.com](mailto:topsil@topsil.com).

**According to §§ 10, clause 2 and 11, clause 1 cf. § 19 of "terms for new convertible bonds (1999) with associated warrants" and §§ 8, clause 1 and 9, clause 1 cf. § 17 "terms for warrants associated with new convertible bonds (1999)" the board shall hereby notify that, as a result of the increase of capital, holders of warrants and holders of convertible bonds (1999) are extraordinarily entitled to subscribe for new shares in the period 15 September 2002 up to and including 22 September 2002, before above-mentioned proposals for increase of capital will be discussed on the extraordinary shareholders' meeting.**

Frederikssund, 9 September 2002

The board of Topsil Semiconductor Materials A/S

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