



Københavns Fondsbørs
Nikolaj Plads 6
1067 København K

09.05.2003

No. 04/03

Topsil Semiconductor Materials A/S
CVR No. 24932818

Ordinary General Meeting

The Board hereby convenes an ordinary general meeting in Topsil Semiconductor Materials A/S to be held on Thursday 22 May 2003 at 11.00 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. The Management report on the Company's activities during the past accounting year.
3. Presentation of the audited annual report for adoption.
4. The Board of Directors' proposal for appropriation of profit according to the adopted annual report.
5. Election of members of Board of Directors.
6. Election of auditors.
7. Authorisation of the Board to let the Company acquire up to 10% of the Company's share capital during a period of 18 months from the date of the general meeting against payment of between DKK 0 and 10% more than the latest quoted price on the Copenhagen Stock Exchange prior to the acquisition.

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8. Extension of the Board's authorisation to issue shares in pursuance of clause 3.3 of the Articles of Association until 22 May 2008.
9. Extension of the Board's authorisation to issue employee shares in pursuance of clause 3.4 of the Articles of Association until 22 May 2008.
10. Authorisation of the Board to issue warrants for managers for no consideration and with no pre-emption right for the other shareholders in accordance with section 40b of the Companies Act for a period of 5 years from the date of the general meeting. The authorisation comprises a maximum nominal amount of DKK 2.5 million in total (10 million warrants with a nominal value of DKK 0.25 per warrant). The warrants covered by this authorisation shall entitle the holder to subscribe for shares in the Company at a price of DKK 0.2625 per share with a nominal value of DKK 0.25. The Board is also authorised to carry out the capital increases that the exercise of warrants in accordance with the authorisation results in with no pre-emption right for the other shareholders. The rules that apply to the existing shares shall in all respects also apply to the shares thus subscribed for, including the requirement that they be listed by the Copenhagen Stock Exchange.
11. Modification of the Articles of Association ensuing from amendments of legislation or clarification of the Articles of Association in force up to now.

It should be noted that according to clause 12.2 of the Articles of Association of the Company adoption of items 8-11 on the agenda requires that at least half of the share capital is represented at the general meeting and that the proposals are adopted by at least 2/3 of the votes cast as well as the voting share capital represented at the general meeting.

12. Miscellaneous.

The agenda, the complete proposals to be presented and dealt with at the general meeting, and the annual report, including the audit report and the signatures of the Managing Director and the Board of Directors, will be available for inspection by the shareholders at the registered office of the Company as from 14 May 2003.

Admission cards to the general meeting can be obtained up to and including Monday 19 May 2003 by contacting the Company at tel. +45 4736 5600.

Frederikssund, 9 May 2003

The Board of
Topsil Semiconductor Materials A/S

Please note that this translation is provided for convenience only. The Danish version shall prevail in case of discrepancies.

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