



NASDAQ OMX Copenhagen  
Nikolaj Plads 6  
1067 København K

01.05.2009

No. 08/09

**CVR no. 24932818**  
**Extraordinary General Meeting**

Notice is hereby given that an extraordinary general meeting of Topsil Semiconductor Materials A/S will be held on Thursday, 14 May 2009 at 8.00 a.m. at the law firm Plesner, Amerika Plads 37, 2100 Copenhagen Ø, Denmark.

The extraordinary general meeting will be held in compliance with article 10.2 of the Articles of Association. The proposals for amendment of the Articles of Association were adopted at the annual general meeting on 29 April 2009 by more than 2/3 of the votes, but least half of the share capital was not represented. Consequently, an extraordinary general meeting will be held to re-present the proposals for amendments of the Articles of Association. The agenda for the extraordinary general meeting is as follows:

1. Election of chairman of the meeting.
2. Authorisation of the Board of Directors under section 40 b of the Danish Public Companies Act to issue warrants to managers of the group, including the CEO, for up to a total nominal value of 40,000,000 shares of DKK 0.25 each and authorisation to approve a resolution in respect of a related capital increase without pre-emptive rights to existing shareholders of up to a nominal value of DKK 10,000,000, however, up to a nominal amount of DKK 15,000,000, if the application of regulation provisions is necessary. The warrants shall be exercisable for subscription of shares at a minimum price per share fixed on the basis of the weighted average of the daily average price of the company's shares quoted on NASDAQ OMX Copenhagen during the last thirty business days (trading days) prior to the time of the grant of the share options. The authorisation shall be valid up to and including 29 April 2014. The specific terms and conditions applying to the grant of warrants shall be determined by the Board of Directors.
3. Proposal for the following amendments to the Articles of Association for the sake of order:
  - a. Articles 3.1, 3.7 and 3.9: To change the name "OMX Nordic Exchange Copenhagen" to "NASDAQ OMX Copenhagen".
  - b. Article 4.2: To change "controller of the share register" to "I-NVESTOR DANMARK A/S".
4. Any other business.

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The share capital of Topsil Semiconductor Materials A/S amounts to DKK 101,990,183.50 nominal value divided into 407,960,734 shares of DKK 0.25 each.

The Articles of Association contain the following provisions on the shareholders' right to attend and vote at general meetings of Topsil Semiconductor Materials A/S.

- 9.1 Any shareholder shall have access to general meetings if, at least three days prior to the meeting, he has obtained an admission card for himself and his adviser, if any, from the Company's office with reference to the registration of the shares in the list of shareholders or presentation of documentation of the shareholding.
- 9.2 Shareholders who have acquired shares through transfer may not exercise the voting rights of those shares at general meetings that were called, unless the shareholders have been registered in the list of shareholders or have given notice of and documented their acquisition.
- 9.3 Shareholders who have acquired shares in any other way than by transfer may not exercise the voting rights of those shares unless the shareholders are registered in the list of shareholders or have given notice of and documented their right prior to the general meeting.
- 9.4 Each share amount of DKK 0.25 shall entitle the holder to one vote.
- 9.5 Voting rights may be exercised through a proxy who shall present a written and dated proxy. A proxy may not be valid for more than one year at a time.

Topsil Semiconductor Materials A/S has entered into an affiliation agreement with VP Securities Services (Værdipapircentralen A/S). The shareholders' financial rights may consequently be exercised through VP Securities Services.

The agenda and the complete terms and conditions for the proposals to be submitted and considered at the general meeting will be available for inspection by the shareholders at the company's offices as from today. The above-mentioned documents are also available on the company's website, [www.topsil.com](http://www.topsil.com), under "Investor Relations".

Admission cards for the general meeting may be obtained from the company on tel. +45 47 36 56 00 or e-mail [investor@topsil.com](mailto:investor@topsil.com) on or before 11 May 2009.

A written proxy form may be obtained from the company on tel. +45 47 36 56 00 or e-mail [investor@topsil.com](mailto:investor@topsil.com) on or before 11 May 2009. An electronic proxy form may be downloaded from the company's website, [www.topsil.com](http://www.topsil.com), under "Investor Relations." A proxy given to the ordinary general meeting shall also be regarded as valid for the extraordinary general meeting.

### **Topsil Semiconductor Materials A/S**

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

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