



REQUEST FOR ADMISSION CARD

The Annual General Meeting of Topsil Semiconductor Materials A/S will be held on Monday, 22 April 2013 at 10:00 am at Topsil Semiconductor Materials A/S, Siliciumvej 1, DK-3600 Frederikssund.

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, Siliciumvej 1, DK-3600 Frederikssund or scanned by e-mail to investor@topsil.com. Requests for admission cards must be received by Topsil on or before Thursday, 18 April 2013 at 11:59 pm. Admission cards are also available from Topsil on tel. +45 47 36 56 00.

Topsil does not accept any responsibility relating to delays or errors caused by the postal services' processing time. It may be agreed that admission cards can be collected at the entrance to the venue of the Annual 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 Monday, 22 April 2013 at 10:00 am at Topsil Semiconductor Materials A/S, I/we the undersigned

Name of shareholder: _____
(capital letters)

Address: _____

Postal code and city: _____

VP custody account: _____ No. of shares: _____

Tel.: _____

hereby appoints a proxy to attend and vote or, in the alternative, 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 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, Siliciumvej 1, DK-3600 Frederikssund on or before Thursday, 18 April 2013 at 11:59 pm with respect to proxies and on or before Monday, 22 April 2013 at 10:00 am with respect to votes by correspondence. The form may be sent by letter 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 Monday, 22 April 2013 (shortened – the complete agenda appears from the notice convening the Annual General Meeting)	IN FA- VOUR	ABSTAIN	AGAINST	Recom- mended 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. Adoption of a resolution as to the appropriation of profit or treatment of loss				IN FAVOUR
4. Approval of the remuneration to the Board of Directors and the Management Board for 2013				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. 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.				IN FAVOUR
8.2. The Board of Director's request that the Board be authorised to increase the share capital before 22 April 2018 by offering up to 200 million new shares with or without pre-emptive rights to the existing shareholders.				IN FAVOUR
8.3. The Board of Directors proposes to authorise the Board to issue warrants to managerial employees of the Group, entitling the holders to subscribe for up to 40 million shares, before 25 April 2017.				IN FAVOUR
8.4. The Board of Directors proposes that the wording of article 8.1, no. 7) be amended to reflect the requirements of the Danish Companies Act and the Company's current practice.				IN FAVOUR
8.5. The Board of Directors proposes that a few adaptations and clarifications be incorporated in the Articles of Association.				IN FAVOUR
8.6. Authorisation to the chairman of the meeting to make editorial amendments and to notify the Danish Business Authority.				IN FAVOUR
9. Any other business	(Not subject to a vote)			

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Date: _____

Signature

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