

Nasdaq Copenhagen
Nikolaj Plads 6
DK-1067 Copenhagen K

Frederikssund, 14 July 2016
ANNOUNCEMENT NO 27/16

REVISED NOTICE TO CONVENE EXTRAORDINARY GENERAL MEETING

As announced in announcement of 1 July 2016 regarding notice to convene extraordinary general meeting – announcement no 24 – the board of directors presents additional proposals for adoption on the extraordinary general meeting on 5 August 2016 at 10 am.

The proposals are as follows:

- Reduction of share capital and reduction of the nominal share value as preparation for subsequent distribution of surplus liquidity from the sale of the silicon business.
- Election of members of the board of directors by means of which the board is to be reduced from the former 4 external board members and 2 employee representatives to 3 external board members going forward.

The proposals are incorporated in the enclosed agenda.

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Cemat A/S
Danish CVR No 24 93 28 18
Extraordinary general meeting

The Board of Directors of Cemat A/S (the 'Company') convened on Friday, 1 July 2016 an extraordinary general meeting to be held on Friday, 5 August 2016 at 10.00 am at the address, Siliciumvej 1, DK-3600 Frederikssund.

As described in the announcement no 20/16 the Company has on 1 July 2016 completed the sale of its silicon business to GlobalWafers Co. Ltd. On this basis the agenda is amended to include proposals from the board of directors as described below in item 2.

Agenda

1. Proposal from shareholder – Small Cap Danmark A/S, Christian Reinholdt personally, Fetter ApS, Lars Fetterlein personally and Advice Invest A/S
 - 1.1 Resolution to withdraw approval by the general meeting of 17 June 2016

2. Proposals from the board of directors
 - 2.1 Decision to reduce the share capital and, simultaneously, to reduce the share value
 - 2.2 Election of new board members
 - 2.3 Decision to authorize the chairman of the general meeting

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Complete proposals

Re 1 **Proposal from shareholders – Small Cap Danmark A/S (Danish CVR No 39703416), Christian Reinholdt personally, Fetter ApS (Danish CVR No 27374824), Lars Fetterlein personally and Advice Invest A/S (Danish CVR No 32671586)**

- 1.1 Withdrawal of approval of the sale by the Company of its aggregate silicon activities to GlobalWafers Co., Ltd., as adopted by the extraordinary general meeting of the Company held on 17 June 2016.

Re 2 **Proposals from the board of directors**

- 2.1 *Decision to reduce the share capital and, simultaneously, to reduce the share value*

The board proposes to reduce the share capital for the purpose of distributing the surplus liquidity of the Company to the shareholders.

The board of directors proposes to reduce the share capital from nominally DKK 132,028,539.25 to nominally DKK 10,562,283.14. The reduction of capital is to take place at a price of 100 equivalent to a total reduction of DKK 121,466,256.11. After the notification period, the reduction amount is to be transferred to a special reserve of the Company, cf. section 188, subsection 1, no 3, cf. section 192, of the Danish Companies Act.

Simultaneously with the reduction of capital, a reduction of the share value from nominally DKK 0.25 per share to nominally DKK 0.02 is to be completed, whereby the number of issued shares is unaltered. Completion of the reduction of the share value is subject to completion of the reduction of capital, and is to be completed simultaneously with the final completion of the reduction.

In accordance with section 185, cf. section 156, cf. section 99, of the Danish Companies Act, the last approved annual report, a report from the central governing body (in Danish only), regarding events of significant importance for the Company's situation that have occurred after the preparation of the annual report, and a

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relating declaration from the Company's auditor were submitted (in Danish only).

The terms of the reduction of capital is as follows:

1. The capital is reduced from nominally DKK 132,028,539.25 to nominally DKK 10,562,283.14, i.e. by nominally DKK 121,466,256.11.
2. The reduction of capital is completed at a price of 100.
3. The reduction amount is to be transferred to a special reserve after the announcement period, cf. section 188, subsection 1, no 3, cf. section 192, of the Danish Companies Act.
4. In the articles of association, article 3 is amended from "DKK 132,028,539.25" to "DKK 10,562,283.14" and from "DKK 0,25" to "DKK 0,02".
5. The costs involved in the capital reduction are to be payable by the Company and are estimated at DKK 50,000 excl. VAT.

2.2 *Election of board members*

The board of directors proposes to reduce the number of board members from the former 4 external board members and 2 employee representatives to 3 external board members going forward.

2.3 *Decision to authorize the chairman of the general meeting*

The chairman of the general meeting is authorized with the right of substitution to register the adopted proposals and to make such changes herein as required or recommended by the Danish Business Authority, Nasdaq Copenhagen A/S or other authorities as a condition for registration or approval.

General information

The share capital of the Company 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.

The Company has entered into a participation agreement with VP Securities A/S. Accordingly, the shareholders' financial rights may be exercised through VP Securities A/S.

Rules on adoption

Resolutions put to the vote at general meetings under item 1.1 and 2.1 require a majority vote of not less than two thirds of the votes cast as well as of the voting share capital

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represented at the general meeting, cf. article 10.1 of the Articles of Association and section 106(1) of the Danish Companies Act.

Determination of the number of board members is adopted by the general meeting within the restrictions in the articles of association by a simple majority vote. Subsequently, election of board members to the board of directors of the Company is adopted by an ordinary majority election, so that the candidate who gets more votes is elected.

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 will be available to the shareholders on the Company's website www.cemat.dk under "Investors/Events and presentations" as from 14 July 2016 at 10 am.

This notice convening the Annual General Meeting has also been published through Nasdaq 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 based on the shares held by the shareholders on the record date, which is one week before the general meeting.

The record date is Friday, 29 July 2016.

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 recorded 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 Friday, 29 July 2016.

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Admission cards

In order to attend the Annual General Meeting, shareholders must request an admission card on or before Monday, 1 August 2016. Until Monday, 1 August 2016 at 11:59 pm, admission cards may be requested online at www.cemat.dk using NemID or custody account number and password at the Company's shareholder portal. If you submit your request for an admission card online, you will receive an electronic confirmation of your registration instantly. Requests for admission cards may also be made by sending a completed registration form to the Company's registrar, Computershare A/S, Kongevejen 418, DK-2840 Holte, Denmark, to be received no later than on Monday, 1 August 2016 at 11:59 pm. The registration form may also be downloaded at www.cemat.dk.

Proxy

Shareholders may be represented by a proxy at the Annual General Meeting. Until Monday, 1 August 2016 at 11:59 pm, proxies may also be appointed electronically via the shareholder portal. If you submit a proxy form, the completed proxy form must be received by the Company's registrar, Computershare, no later than on Monday, 1 August 2016 at 11:59 pm. The proxy form may also be downloaded at www.cemat.dk.

Voting by correspondence

Shareholders may choose to vote by correspondence, i.e. to cast their votes in writing before the Annual General Meeting is held instead of voting at the Annual General Meeting. Shareholders who choose to vote by correspondence may do so online via the shareholder portal or send their vote to Computershare A/S, to be received no later than on Friday, 5 August 2016 at 10:00 am. Votes by correspondence received are irrevocable. Please note that it may occasionally take several days before a letter reaches the addressee.

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 Jesper Bodeholt at jeb@cemat.dk.

Cemat A/S

Jens Borelli-Kjær
Chairman of the Board

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

Unsubscribe announcements: investor@cemat.dk.

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