



# Nanoverture N.V. Annual General Meeting

August 28, 2007



# Invitation



**Nanoventure N.V.**  
**Eindhoven, the Netherlands**  
**Notice to attend the**  
**Annual General Meeting of Shareholders**

Shareholders of Nanoventure N.V. (the 'Company') are hereby invited to attend the Annual General Meeting of Shareholders of the Company. The meeting will take place on August 28, 2007 at 18:00 hour in Motel Eindhoven, Aalsterweg 322, 5644 RL Eindhoven, The Netherlands.

The agenda for the meeting is as follows:

1. Opening;
2. Report of the Management Board in respect of the fiscal year 2006;
3. Adoption of the annual accounts for the fiscal year 2006;
4. Distribution of the result for the fiscal year 2006;
5. Discharge of the Members of the Management Board with respect to the performance of their duties during the fiscal year 2006;
6. Discharge of the Members of the Supervisory Board with respect to the performance of their duties during the fiscal year 2006;
7. Proposal to authorize the Board of Management to distribute shares in the capital of the companies subsidiaries as interim dividend;
8. Proposal to increase the authorized capital of the Company up to € 2.940.000,- (294.000.000 shares with a nominal value of € 0,01) and amend the Articles of Association of the company accordingly;
9. Proposal to appoint the Management Board as the authorized corporate body to issue shares or rights to shares in the Company for a period of 5 years as of August 28, 2007. It is proposed that the amount of shares to be issued is at the Management Board's discretion provided the total number of shares to be issued will not exceed 294.000.000;
10. Proposal to appoint the Management Board as the authorized corporate body to restrict or to exclude the pre-emption right accruing to shareholders for a period of 5 years, as of August 28, 2007 in case of the issue of shares or rights to shares;
11. Proposal to authorize the Management Board to acquire for valuable consideration shares in the Company for a period of 18 months as of August 28, 2007. The number of shares to be acquired shall be limited by the maximum percentage of shares the company may – by law or its articles of association hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda 12. In practice, this will mean that the company may acquire up to 10% of its own shares, cancel these shares, and acquire a further 10%. This acquisition may take place by all kinds of agreements, including transactions on a Stock Exchange. The price per share may not be less than the par value of the shares and not more than 110% of the Stock Exchange price. For purpose of the foregoing the Stock Exchange Price will be the average of the closing price on the Frankfurt Stock Exchange of the last five days on which business was done, preceding the date of acquisition;

12. Proposal to reduce the capital through cancellation of shares held by the company not exceeding the number of shares it acquired. The number of shares that will be cancelled based on this resolution, will be determined by the Board of Management and is restricted to a maximum of 10% of the issued capital. Each time the amount of the capital reduction will be stated in the resolution of the Board of Management that shall be filed at the Chamber of Commerce in Eindhoven. Furthermore the reduction of the issued capital shall be carried out in accordance with applicable regulation as stipulated by law and articles of association;

13. Remuneration policy of the Management Board;
14. Remuneration policy of the Supervisory Board;
15. Appointment of Moore Stephens DRV as auditors for the fiscal year 2007
16. The applicability of the Dutch Corporate Governance Code;
17. Miscellaneous;
18. Closing;

Beginning today a complete agenda, the remuneration policy of the Management Board and the Supervisory Board, a draft of the amendment of the articles of association as well as the annual accounts for the fiscal year 2006 will be made available at the offices of the Company, Aalsterweg181A, 5644 RA Eindhoven, as well as at Bankhaus Gebr. Martin AG, Kirchstrasse 35, 73033 Göppingen until the end of the Annual General Meeting of Shareholders.

Shareholders who wish to attend the meeting are requested via their bank or broker to lodge with Bankhaus Gebr. Martin AG, Kirchstrasse 35, 73033 Göppingen, a confirmation that their shares are registered in their name on the registration date. The Board of Management has set the registration date as August 20, 2007. The written confirmation must be received by Bankhaus Gebr. Martin AG no later than August 21, 2007, by 12:00 hours. You will receive a certificate of registration (certificate of deposit) together with your certificate of deposit number by email or post. You will be admitted to the meeting on presentation of your certificate of deposit number, which serves as identification on registration.

Nanoventure N.V.

The Supervisory Board  
 Robert Kaess  
 Chairman

The Management Board  
 Matthias Kuehnel  
 Member, CEO

Eindhoven, August 09, 2007





## 1. Opening

- Nanoventure is an investment and consulting company focusing on the field of:
  - Nanotechnology
  - Microsystemtechnology and
  - Adjacent technology fields
  
- Nanoventure invests in promising young enterprises in their early stages of development as well as in medium sized established firms working in the nanotechnology and related markets.
  
- Nanoventure believes that the nanotechnology industry ranks highly amongst some of today's most promising investment opportunities.
  
- The management has in the past undertaken several nanotechnology investments and have yielded attractive returns.
  
- Nanoventure offers private investors through an attractive risk chance profile, the personal chance to gain access to promising nanotechnology companies.

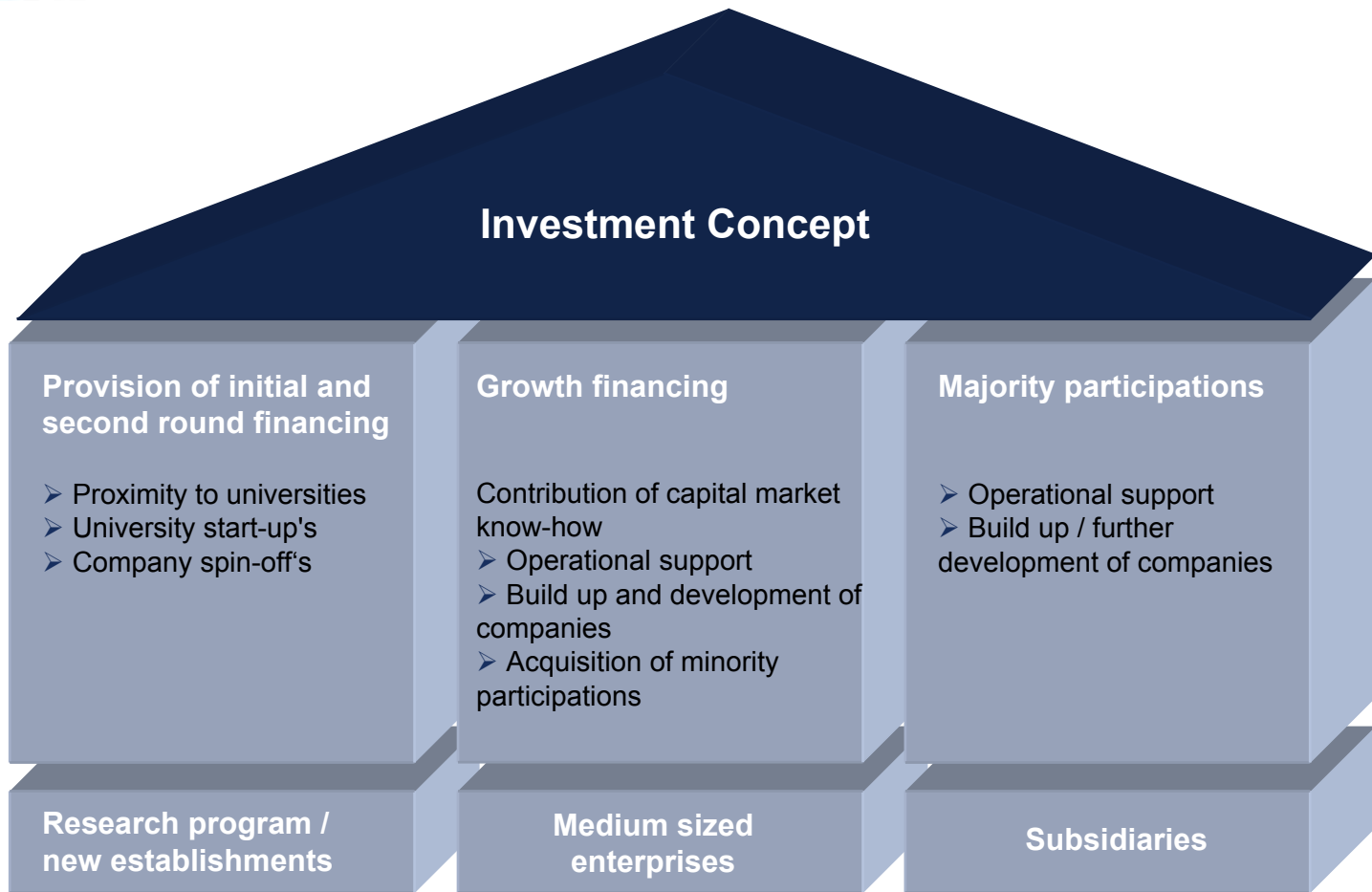




➤ **Strategy:**

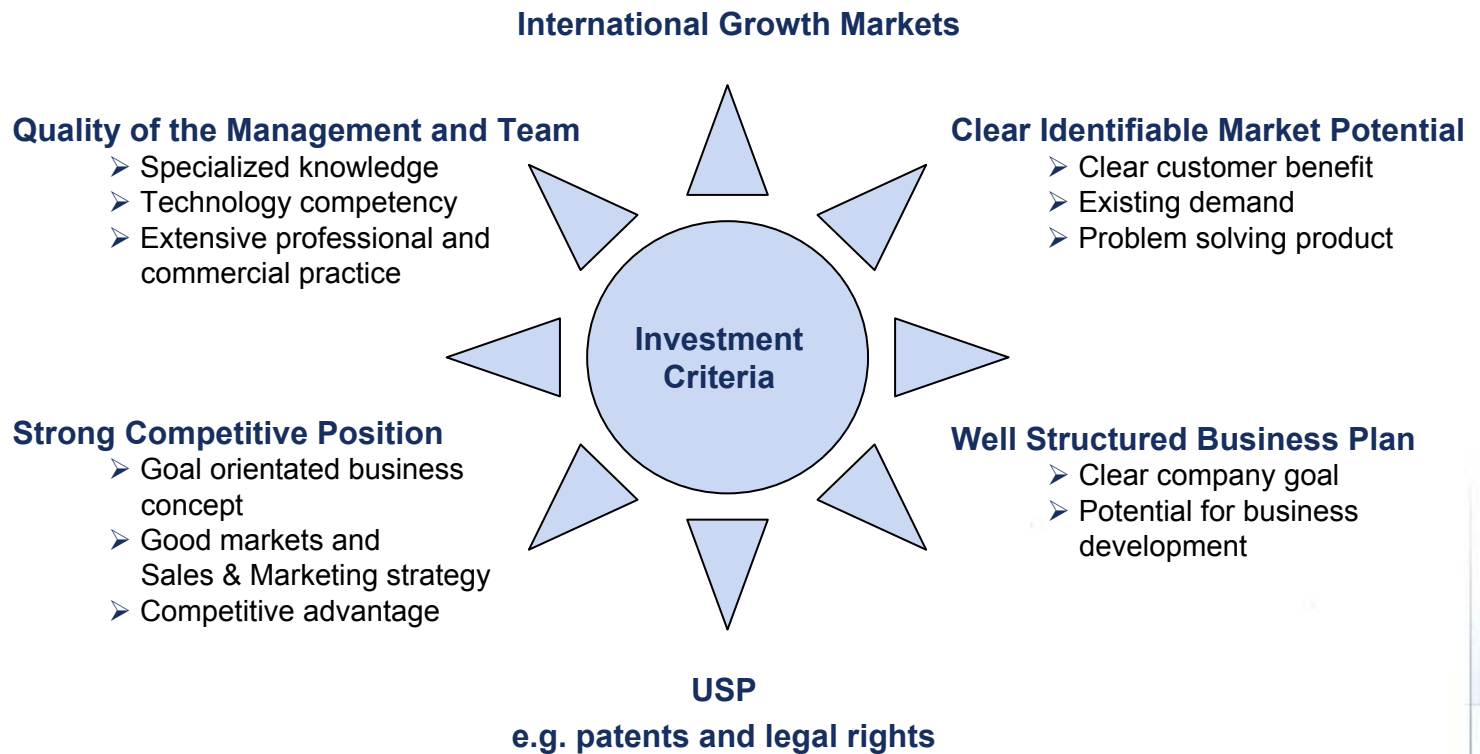
- Nanoventure participates in both promising young start-up enterprises and established medium sized companies.
- Nanoventure focuses on companies operating and specializing in:
  - Nanotechnology
  - Micro system technology
  - and adjacent technology fields
- Nanoventure supports its investee company's through its strong network consisting of:
  - Nanotechnology-experts and scientists
  - Successful companies
  - Financing experts
- Nanoventure is specialized in the field of nanotechnology and growth financing and provides new perspectives and options for other companies.







➤ **Investment Criteria:**





## 2. Report of the Management Board in Respect of the Fiscal Year 2006

- Nanoventure N.V. has performed very successfully in its first full fiscal year 2006.
- First options to invest and a minor investment (VINNA AG) were undertaken in the month of listing in June 2006.
- First major investment was undertaken in October 2006.
- Since the company was still very young in 2006 and no investments were to consolidate yet, revenues could not be declared.





## ➤ **Corporate Developments:**

- Business activities focused on the establishment of Nanoventure N.V. as an investment company in the area of micro and nano technologies with emphasis on the active creation of networks in order to increase deal flow, in addition to the evaluation of investment opportunities in non-listed companies.
- In an extraordinary general meeting held on March 13, 2006, Matthias Kühnel and Erwin Jurtschitsch were appointed to the Board of Management of Nanoventure N.V.
- Successful introduction to the “Open Market” segment in June 2006.
- First options to invest in Nanocraft GbR and Vinna AG in June 2006 and acquisition of 1 % of the share capital of VINNA AG.
- Acquisition of the portfolio of MicroVenture GmbH & Co. KGaA in October 2006.
- Investment in Squeezy Holding GmbH in November 2006.
- Successful capital increase in November 2006 and its completion in December 2006.
- Expanding the investment activities in Vinna AG and Squeezy Holding GmbH in December 2006.





➤ **Investments:**

Name of subsidiary	Country of incorporation (registration)	Ownership %	Voting rights %	Principal activity
CP PTX 22. Beteiligungs-GmbH	Germany	100 %	100 %	Holding and investing activities

There are no unconsolidated companies over which the group has control.

Details of the group's associates and joint ventures at December 31, 2006 are as follows:

Name of associate / joint venture	Place of incorporation	Ownership %	Voting rights %	Principal activity
Vinna AG	Germany	6 %	6 %	Nutraceuticals
Microbox GmbH	Germany	29 %	29 %	Paper flow systems
Squeezy Holding GmbH	Germany	25.2 %	25.2 %	Food and wellness
Surface Imaging Systems GmbH	Germany	10 %	10 %	Sensor technique systems
Bartels Mikrotechnik GmbH	Germany	0 %	0 %	Micro technique systems





➤ **Corporate Actions:**

➤ **Capital Increase: November 21, 2006**

- Old nominal capital: € 200,000
- New nominal capital: € 420,000
- Issued shares: 22,000,000 new shares
- Pre-emptive right: 10:11
- Issue price: € 0.11
- Funds raised: € 2.4 million





➤ **Financials:**

**Consolidated Income Statement for the Year ended December 31, 2006**

€k	2006	2005
Revenue	-	-
Administrative expenses	83	-
Other operating expenses	-	-
Profit from operations	(83)	-
Finance costs	16	-
Share of results of associates	-	-
Profit before tax	(99)	-
Income tax expense	-	-
Profit after tax	(99)	-





➤ **Financials:**

**Consolidated Balance Sheet**  
as at December 31, 2006 and 2005

€k	Notes	2006	2005
<b>Assets</b>			
<b>Non-current assets</b>			
Interests in associates	4	2,171	-
<b>Current assets</b>			
Trade and other receivables		-	-
Bank balances and cash	5	657	50
		<b>657</b>	<b>50</b>
<b>Total assets</b>		<b>2,828</b>	<b>50</b>
<b>Equity and Liabilities</b>			
<b>Capital and reserves</b>			
Share capital	6	420	50
Capital reserves		2,105	-
Accumulated profits		(99)	-
<b>Total Equity</b>		<b>2,426</b>	<b>50</b>
<b>Current liabilities</b>			
Trade and other payables		402	-
<b>Total equity and liabilities</b>		<b>2,828</b>	<b>50</b>





➤ **Financials:**

**Consolidated Cash Flow Statement for the  
Year ended December 31, 2006**

€k	2006	2005
Operating activities		
Net profit before taxation	(83)	-
Adjustments for:		
Purchase costs associates	(2,171)	-
Capital issuance	2,475	50
Share of results of associates and joint venture	-	-
<b>Operating cash flows before movements in working capital</b>	<b>221</b>	<b>50</b>
Increase in inventories	-	-
Decrease/(increase) in receivables	-	-
Increase in payables	402	-
<b>Cash generated by operations</b>	<b>623</b>	<b>50</b>
Income taxes paid	-	-
Interest paid	16	-
<b>Net cash from operating activities</b>	<b>607</b>	<b>50</b>
Net increase/(decrease) in cash and cash equivalents	607	50
Cash and cash equivalents at beginning of year	50	-
Cash and cash equivalents at end of year		
<b>Bank balances and cash</b>	<b>657</b>	<b>50</b>





- **Subsequent Events after the Balance Sheet Date:**
  - Change in Management – Honourable discharge of Mr. Erwin Jurtschitsch as Member of the Management Board in April 2007
  - Decision of realizing a new capital increase in May 2007
  - Undertaking major participation (from 29 % to 53 %) in Microbox GmbH in May 2007 which is subject to approval of the supervisory board and finalization of the annual report 2006/budget and forecast 2007/2008
  - Successful completion of the new capital increase - placement of 16.8 million shares at a issue price of € 0.11 in June 2007, funds raised: € 1.8 million
  - Expanding the investment activities in Squeezy Holding GmbH (from 25.2 % to 40 %) in July 2007
  - New participation in Sister Semiconductor Equipment GmbH (49.9 %) in August 2007





➤ **Outlook:**

- Like in the lapsed fiscal year 2006, Nanoventure N.V. will continue to focus on investments into companies in the area of micro and nano technologies and undervalued companies in the fiscal year 2007.
- Following a very good start for Nanoventure into 2007, the management is confident to achieve a positive result in 2007.





### **3. Adoption of the Annual Accounts for the Fiscal Year 2006**

### **4. Distribution of the Result for the Fiscal Year 2006**

- The Supervisory and the Management Board propose to the shareholders that the net profit for the year 2006 should be added to the accumulated profit.





## **5. Discharge of the Members of the Management Board**

- The Supervisory and the Management Board propose to the shareholders to discharge the members of the Management Board with respect to the performance of their duties during the fiscal year 2006.

## **6. Discharge of the Members of the Supervisory Board**

- The Supervisory and the Management Board propose to the shareholders to discharge the members of the Supervisory Board with respect to the performance of their duties during the fiscal year 2006.





## 7. Distribution of Shares as Interim Dividends

- The Supervisory and the Management Board propose to the shareholders to authorise the Board of Management to distribute shares in the capital of the companies subsidiaries as interim dividend.

## 8. Capital Increase

- The Supervisory and the Management Board propose to the shareholders to increase the authorised capital of the company up to € 2,940,000,- (294,000,000 shares with a nominal value of € 0.01) and amend the articles of association of the company accordingly.





## **9. Issue of Shares or Rights**

- The Supervisory and the Management Board propose to the shareholders to appoint the Management Board as the authorised corporate body to issue shares or rights to shares in the company for a period of five years as of August 28, 2007. It is proposed that the amount of shares to be issued is at the Management Board's discretion provided the total number of shares to be issued will not exceed 294,000,000.

## **10. Exclusion of Pre-Emption Right**

- The Supervisory and the Management Board propose to the shareholders to appoint the Management Board as the authorised corporate body to restrict or to exclude the pre-emption right accruing to shareholders for a period of five years, as of August 28, 2007 in case of the issue of shares or rights to shares.





## 11. Acquisition of Shares in the Company

- The Supervisory and the Management Board propose to the shareholders to authorise the Management Board to acquire for valuable consideration shares in the company for a period of 18 months, as of August 28, 2007. The number of shares to be acquired shall be limited by the maximum percentage of shares the company may – by law or its articles of association hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda 12.
- In practice, this will mean that the company may acquire up 10% of its own shares, cancel these shares, and acquire a further 10%.
- This acquisition may take place by all kinds of agreements, including transactions on a Stock Exchange. The price per share may not be less than the par value of the shares and not more than 110% of the Stock Exchange price. For purpose of the foregoing the Stock Exchange Price will be the average of the closing price on the Frankfurt Stock Exchange of the last five days on which business was done, preceding the date of acquisition.





## 12. Capital Reduction

- The Supervisory and the Management Board propose to the shareholders to reduce the capital through cancellation of shares held by the company not exceeding the number of shares it acquired. The number of shares that will be cancelled based on this resolution, will be determined by the Board of Management and is restricted to a maximum of 10% of the issued capital. Each time the amount of the capital reduction will be stated in the resolution of the Board of Management that shall be filed at the chamber of commerce in Eindhoven. Furthermore the reduction of the issued capital shall be carried out in accordance with applicable regulation as stipulated by law and articles of association.





## 13. Remuneration Policy of the Management Board (I)

### ➤ Introduction

- The Supervisory Board sets the remuneration policy for the Members of the Management Board of Nanoventure N.V. in accordance with Article 1:135 Dutch Civil Code, the remuneration policy and significant changes to it have to be adopted by the General Meeting of Shareholders of Nanoventure N.V. The Supervisory Board sets the remuneration of the individual Members of the Management Board within the approved remuneration policy.





### 13. Remuneration Policy of the Management Board (II)

#### ➤ Remuneration Principles

- The remuneration policy makes it possible to attract qualified people with both the necessary management skills and background to the Management Board. The policy also needs to be challenging in order to ensure and extend the focus on performance and long-term growth in the value of the company, to motivate the Management Board and to retain its members if it performs well. At the same time, remuneration must be in reasonable proportion to that of other managers.
- The trend in results and other performance relevant to the company will be taken into account when setting the amount and structure of the remuneration.
- In this endeavour, the policy focuses on positioning the remuneration package at a competitive level in the Dutch market for Managing Directors of small and medium sized companies.





### 13. Remuneration Policy of the Management Board (III)

#### ➤ Remuneration Package

- The overall remuneration of the Management Board of Nanoventure N.V. consists of:
  - a base salary
  - a variable bonus
  - shares / stock options
  
- The Supervisory Board will regularly review the remuneration package to ensure that it meets the remuneration principles in both composition and amount.





### 13. Remuneration Policy of the Management Board (IV)

#### ➤ **Base Salary**

- The basic annual salary is in line with the remuneration common in the financial industry. It has been decided to follow the median within that market as a maximum. However, a competitive overall remuneration level with an entrepreneurial nature, including the variable remuneration, has to be achieved.

#### ➤ **Variable Bonus**

- In addition to the base salary, the Members of the Management Board receive variable compensation which is related to:
  - the pre-tax profit of Nanoverture N.V.
  - the year end total equity of Nanoverture N.V.
  - the execution of each corporate action i.e. capital transactions or capital increases of Nanoverture N.V.
  - the execution of spin-offs and distributions in kind by Nanoverture N.V.
  - the execution of an investment or a disinvestment





### 13. Remuneration Policy of the Management Board (V)

#### ➤ Shares / Stock Options

- Nanoventure N.V. may grant shares and/or stock options in Nanoventure N.V. to Members of the Management Board as remuneration (including but not limited to the conversion of bonus into shares and/or stock options in Nanoventure N.V. under preferential conditions and the right of the Supervisory Board to grant in its reasonable discretion shares and/or stock options as additional bonus). The terms and conditions will be laid down in a Stock/Stock-Option Plan regarding certain employees of Nanoventure N.V., the Members of the Management Board and the Members of the Supervisory Board.





### 13. Remuneration Policy of the Management Board (VI)

#### ➤ Management Services

- The Members of the Management Board of the company have at any time the right to use management services offered by third parties to fulfil their operational tasks and responsibilities. In this case the Members of the Management Board waive their remuneration package as described above in favour of a comparable management service contract entered into with a third party. Under such an agreement the operational day to day work will be executed by a third party under close supervision by the Members of the Management Board and the Supervisory Board in line with the legal requirements for the Board of Directors as governed by Dutch Law.





## 14. Remuneration Policy of the Supervisory Board

- Effective from September 1, 2007, an ordinary Member of the Supervisory Board, not being the Chairman of the Supervisory Board, will receive an annual remuneration of € 3,000.
- The remuneration of the Chairman of the Supervisory Board is € 5,000 per year.





## 15. Appointment of Auditors

- The Supervisory and the Management Board propose to the shareholders to appoint Moore Stephens DRV as auditors for the fiscal year 2007.
- Moore Stephens DRV is the auditor of Nanoverture N.V. since foundation in fiscal year 2005 and is familiar with the company.





## 16. Applicability of the Dutch Corporate Governance Code

- The Supervisory and the Management Board propose to the Annual Shareholders' Meeting not to apply to the Corporate Governance Code.

**The Code Tabaksblat for Corporate Governance represents substantial laws for the guidance and monitoring of Dutch quoted enterprises and contains internationally and national recognized standards of good and responsible corporate management.**

**Management and supervisory board of Nanoventure N.V. declare the fact, that it was not corresponded to the behaviour recommendations of the Code Tabaksblat for Corporate Governance in the fiscal year 2006. Furthermore Nanoventure N.V. will not necessarily correspond to it in the future as the management and the supervisory board of Nanoventure N.V. have the opinion, that the recommendations of the Corporate Governance Code are tailored to large public companies with accordingly complex structures.**

**The advantages for the shareholders and Nanoventure N.V. itself with the observance of the Code in its whole are not in an appropriate relation to the costs, which are connected with the necessary organizational precautions.**

**Nevertheless is Nanoventure N.V. conscious itself of the meaning of a consistent Corporate Governance, and will determine, which of the recommendations apply to the company and will convert these within an appropriate time framework.**





## 17. Miscellaneous

- No further subjects were discussed.

## 18. Closing

- If there are no further questions, the chairman would close the meeting.



# Appendix

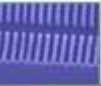


## Financials:

- Consolidated statement of changes in equity 2006

€k	Share Capital Gezeichnetes Kapital	Capital Reserves Kapitalrücklagen	Accumulated Profits Bilanzgewinn	Total equity Eigenkapital gesamt
Balance at 1 January 2005	-	-	-	-
Issuance of capital	50	-	-	50
Profit 2005	-	-	-	-
<b>Balance at December 31, 2005</b>	<b>50</b>	<b>-</b>	<b>-</b>	<b>50</b>
Issuance of capital	370	2,200	-	2,570
Capital issuance costs	-	(95)	-	(95)
Profit 2006	-	-	(99)	(99)
<b>Balance at December 31, 2006</b>	<b>420</b>	<b>2,105</b>	<b>(99)</b>	<b>2,426</b>





**Thank You!**

