



**Convening notice for the  
Annual General Meeting of Shareholders  
To be held on 23 May 2019 at 15:00 CEST**

**RoodMicrotec N.V.**  
**Registered office in Zwolle**  
**Dokter van Deenweg 58**  
Email: investor-relations@roodmicrotec.com

Shareholders and other persons holding attendance rights are invited to attend the Annual General Meeting of Shareholders held on Thursday 23 May 2019 at 15:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW in Amsterdam, the Netherlands.

**Items to be discussed at the meeting will include:**

1. Opening and announcements.
2. Annual Report 2018, including risk policy and corporate governance policy.
3. Implementation of the Board of Management remuneration policy in 2018.
4. Financial Statements for 2018 (voting item).
5. Result appropriation (voting item).
6. Release from liability of the members of the Board of Management (voting item).
7. Release from liability of the members of the Supervisory Board (voting item).
8. Proposal to appoint Mr. Arvid Ladega as member of the Board of Management for a 4-year period (voting item).
9. Proposal to re-appoint Mr. Vic Tee as a member of the Supervisory Board for a 2-year period (voting item).
10. Proposal to appoint Mr. Marc Verstraeten as a member of the Supervisory Board for a 4-year period (voting item).
11. Delegation to the Board of Management of the authority to issue shares and to grant rights to acquire shares (voting item).
12. Delegation to the Board of Management of the authority to restrict or exclude pre-emptive rights upon the issue of shares and granting of rights to acquire shares (voting item).
13. Authorization of the Board of Management to repurchase shares in the Company (voting item).
14. Proposal to amend the articles of association, to change the corporate seat to Deventer (voting item).
15. Other items and any other business.
16. Closing.

At 11 April 2019, the total number of issued shares is 74,896,267, of which 4,100 shares are currently held by the Company. Consequently, the total number of voting rights as at the date hereof amounts to 74,892,167.

### **Attendance rights**

Shareholders are classified as holding attendance rights if they are mentioned in the Company's shareholders register or in a written statement of an affiliated institution as referred to in the Securities Giro Act (*Wet giraal effectenverkeer*), meaning that the person referred to in the statement participates in its collective deposit with the stated number of shares. The provisions in the previous sentence also apply to those holding a right of usufruct or pledge on one or more shares. The statement referred to above must be filed no later than **16:00 CEST on 13 May 2019** at the Amsterdam office of NIBC Bank N.V. or by email to: [eas@nibc.com](mailto:eas@nibc.com)

### **Registration date**

Based on statutory provisions, attendance and voting rights at the meeting are limited to those persons who **on Thursday 25 April 2019** (the 'Registration Date'), after all additions and deletions as of that date have been processed, are registered as shareholders in the (partial) registers, and have also registered for the meeting as described below. The (partial) registers are designated as the records of the intermediaries as defined in the Securities Giro Act, which show who are entitled to these shares on the Registration Date.

### **Registration and proxy**

Persons holding attendance rights may be represented at the meeting by a written proxy, provided that this proxy is submitted to the office of the company no later than **13 May 2019** on the postal address mentioned above. For the granting of a proxy, shareholders are required to use a form which can be obtained from the Company (Dokter van Deenweg 58, 8025 BC Zwolle, the Netherlands), NIBC Bank N.V. (email: [eas@nibc.com](mailto:eas@nibc.com)) and which can also be downloaded from the Company's website: [www.roodmicrotec.com](http://www.roodmicrotec.com).

The person holding attendance rights and/or the proxy must submit the certificate of deposit and a copy of the proxy, if applicable, to the secretary. The relevant person must also show proof of identification.

Shareholders may obtain the full agenda and other relevant information free of charge on the website of the Company, [www.roodmicrotec.com](http://www.roodmicrotec.com) at the offices of the Company at Dokter van Deenweg 58, 8025 BC Zwolle, the Netherlands and from NIBC Bank N.V. (email: [eas@nibc.com](mailto:eas@nibc.com)).

RoodMicrotec N.V. is an international company and its corporate language is English. The Annual General Meeting of Shareholders will therefore be conducted in English.

**Zwolle, 11 April 2019**

The Supervisory Board and Board of Management