

**Agenda of the Annual General Meeting of Shareholders of  
RoodMicrotec N.V. (the “Company”)  
to be held on Thursday 23 May 2019 at 15:00 CEST  
at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam,  
the Netherlands**

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.

Zwolle, 11 April 2019

Supervisory Board and Board of Management

**Explanatory notes to the agenda of the annual general meeting of shareholders (the "Meeting") of RoodMicrotec N.V. (the "Company") to be held on Thursday 23 May 2019 at 15:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.**

**Re. 2. Annual Report 2018, including risk policy and corporate governance policy.**

The Board of Management will comment on the Report of the Board of Management in the Annual Report 2018. Subsequently, those present at the Meeting will be given the opportunity to ask questions or make remarks about the report of the Board of Management and the report of the Supervisory Board in the Annual Report 2018 (see pages 27 through 28).

Under this agenda item questions can also be raised, and remarks can be made, on the Company's risk policy and on its approach to the implementation of the Dutch Corporate Governance Code, which is contained in the Annual Report 2018.

**Re. 3. Implementation of the Board of Management remuneration policy in 2018.**

This agenda point provides, pursuant to section 2:135 (5a) of the Dutch Civil Code, for a discussion during the Meeting regarding the implementation in 2018 of the remuneration policy for the Board of Management (see also pages 40 - 41 and pages 80 - 81 of the Annual Report 2018).

**Re. 4. Financial Statements for 2018 (voting item)**

The Supervisory Board has approved the Financial Statements for 2018 drawn up by the Board of Management. The Financial Statements were published on 04 April 2018 and are now submitted for adoption by the Meeting.

Under this agenda item the accountant will give a short explanation on the audit of the Annual Report 2018.

**Re. 5. Result appropriation (voting item)**

In view of the cyclical nature of the semiconductor industry, the capital-intensive nature of the Company's activities and the planned growth, in accordance with clause 27.2 of the articles of association the Board of Management has resolved with the approval of the Supervisory Board that the result achieved will be added to the reserves and reinvested in the Company.

**Re. 6. Release from liability of the members of the Board of Management (voting item)**

It is proposed to the Meeting that the members of the Board of Management be released from liability in respect of their managerial activities (see clause 29.3(c) of the Company's articles of association).

**Re. 7. Release from liability of the members of the Supervisory Board (voting item)**

It is proposed to the Meeting that the members of the Supervisory Board be released from liability in respect of their supervisory role (see clause 29.3(c) of the Company's articles of association).

**Re. 8. Proposal to appoint Mr. Arvid Ladega as member of the Board of Management for a 4-year period (voting item).**

The supervisory board proposes the following remuneration for Mr Ladega:

- a) Annual salary of EUR 114,000, paid monthly in equal parts.
- b) Annual bonus of a maximum of 30% of the fixed annual salary, depending on targets and results, for evaluation by the supervisory board.
- c) Options on a maximum of 200,000 per year, depending on targets and results, for evaluation by the supervisory board, in line with the last years.

Other key elements:

- Six months termination notice
- Six months severance payment in case of termination from RoodMicrotec

Mr. Ladega is born in 1972 and holds the Dutch nationality. Mr. Ladega holds 226,000 shares and 60,000 options in RoodMicrotec N.V.

- Joined RoodMicrotec in November 2016 as CFO  
Responsible for the finance department with special focus on investor relationships with the main investors in Holland
- Extensive experience as CFO in the industrial sector, having served in that capacity for almost 12 years at Turn Key Pipeline Services B.V. and at Bartels Engineering, both in the Netherlands
- Holding a senior financial position at Wasco Coatings Europe, subsidiary to its Malaysian listed holder
- Holding a bachelor's degree in economics

**Re. 9. Proposal to re-appoint Mr. Vic Tee as a member of the Supervisory Board for a 2-year period (voting item).**

In accordance with clauses 24, and 19 of the Company's articles of association, the Supervisory Board nominates Mr. Vic Tee for reappointment a member of the Supervisory Board of the Company.

It is proposed that the Meeting appoints Mr. Tee as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of two years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2021. The

supervisory board will consist of two members with a preferred overlap of at least 1 year between election of a new member of the Supervisory board to guarantee good succession of supervisory board members. In accordance clauses 24.7 of the Company's articles of association the Supervisory board appoints a chairman and will re-appoint Mr. Tee as chairman. The proposed annual remuneration for Mr. Tee in his capacity of Chairman of the Supervisory Board is EUR 15,000.

Mr. Tee is born in 1943 and holds the British nationality. Mr. Tee does not hold any shares or options in RoodMicrotec N.V.

- Joined the Supervisory Board in 2009
- Chairman since 2013
- More than 40 years of experience in the Electronics and Semiconductor industries.
- Started his career as an electronic systems design engineer and has held senior management positions at Philips, Siliconix and most recently as CEO at Millennium Microtech
- Lived and worked in Asia for 20 years and operated internationally
- Network is based on both operational and board levels globally

**Re. 10. Proposal to appoint Mr. Marc Verstraeten as a member of the Supervisory Board for a 4-year period (voting item).**

In accordance with clauses 24, and 19 of the Company's articles of association, the Supervisory Board nominates Mr. Marc Verstraeten for appointment as member of the Supervisory Board of the Company. The proposed annual remuneration for Mr. Verstraeten in his capacity of Supervisory Board member is EUR 12,000.

It is proposed that the Meeting appoints Mr. Verstraeten as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2023.

Mr. Verstraeten is born in 1966 and holds the Dutch nationality. Mr. Verstraeten does not hold any shares or options in RoodMicrotec N.V.

- DOCDATA N.V.  
2001 – 2017 as Corporate Controller, Finance Director and CFO
- KPMG Accountants N.V.  
1991 – 2001 Senior Audit Manager
- Since 2008 Supervisory Board member Golf course Prise d'eau B.V.
- Education  
Business Economics and Postdoctoral in Accountancy, Tilburg University

**Re. 11. Delegation to the Board of Management of the authority to issue shares and to grant rights to acquire shares (voting item).**

In accordance with clause 5.1 of the Company's articles of association, it is proposed that the Meeting appoints the Board of Management, for an 18-month period, to be calculated from the date of the Meeting (i.e. up to 17 November 2019), as the body of the Company which, subject to the Supervisory Board's approval, is authorized to issue shares – including granting the right to subscribe for shares – at such a price, and on such conditions as determined for each issue by the Board of Management, subject to the Supervisory Board's approval as may be required.

The number of shares including rights to subscribe for shares which the Board of Management shall be authorized to issue shall be: (i) limited to 10% of the number of shares of the Company that are issued at the time of the Meeting and (ii) to an additional 10% of the number of shares of the company that are issued at the time of the Meeting in case of an issue related to a merger or acquisition.

**Re. 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).**

In accordance with clause 7.6 of the Company's articles of association, it is proposed that the Meeting appoints the Board of Management, for an 18-month period, to be calculated from the date of the Meeting (i.e. up to 17 November 2019), as the body of the Company which, subject to the Supervisory Board's approval, is authorized to limit or exclude any pre-emptive rights of existing shareholders when shares or rights to subscribe for shares are issued.

**Re. 13. Authorization of the Board of Management to repurchase common shares in the Company (voting item).**

In accordance with clause 9 of the Company's articles of association, it is proposed that the Meeting authorizes the Board of Management, subject to the approval of the Supervisory Board, to acquire shares in the capital of the Company for 18 months period, to be calculated from the date of the Meeting (i.e. up to and including 17 November 2019) by way of repurchase, via the stock exchange or otherwise, up to a maximum of 10% of the issued capital and for a consideration of at least EUR 0.01 per share and which may not exceed the average closing price on Euronext Amsterdam during five consecutive trading days preceding the date of repurchase increased by 10% .

**Re. 14. Proposal to amend the articles of association, to change the corporate seat to Deventer (voting item).**

The Company currently has its corporate seat in Zwolle. The Board of Management with the approval of the Supervisory Board proposes to the Meeting to amend the Company's articles of association, to change the corporate seat to Deventer.

Currently articles 1.2 and 28.1 of the Company's articles of association read as follows:

In Dutch:

*"Artikel 1.  
1.2 De vennootschap heeft haar zetel te Zwolle."*

and

*"Artikel 28.  
28.1 Alle algemene vergaderingen worden gehouden te Amsterdam, 's-Gravenhage, Rotterdam, Utrecht, Haarlemmermeer (luchthaven Schiphol), Zwolle of Harderwijk."*

In English:

*"Article 1  
"1.2 The Company has its corporate seat in Zwolle."*

and

*"Article 28.  
28.1. All General Meetings shall be held at Amsterdam, The Hague, Rotterdam, Utrecht, Haarlemmermeer (Airport Schiphol), Zwolle or Harderwijk."*

It is proposed to amend articles 1.2 and 28.1 of the articles of association so that they shall read as follows:

*"Artikel 1.  
1.2 De vennootschap heeft haar zetel te Deventer."*

and

*"Artikel 28.  
28.1 Alle algemene vergaderingen worden gehouden te Deventer, Amsterdam, 's-Gravenhage, Rotterdam, Utrecht, of Haarlemmermeer (luchthaven Schiphol)."*

In English:

*"Article 1*

*"1.2 The Company has its corporate seat in Deventer."*

and

*"Article 28.*

*28.1. All General Meetings shall be held at Deventer, Amsterdam, The Hague, Rotterdam, Utrecht or Haarlemmermeer (Airport Schiphol)."*

The proposal to amend the Company's articles of association also includes the authorization of every member of the Board of Management and every (deputy) civil-law notary, paralegal and notarial assistant at Bird & Bird LLP to have the deed of amendment of the articles of association executed.