



**Agenda of the Extraordinary General Meeting of Shareholders (the “Meeting”)
of RoodMicrotec N.V. (the “Company”)
to be held on Tuesday 26 November 2019 at 13:00 CEST
at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam,
the Netherlands**

- 1. Opening and announcements.**
- 2. Business update.**
- 3. Proposal to grant the audit engagement to the auditors (voting item).**
- 4. Closing.**

Deventer, 15 October 2019

Supervisory Board and Board of Management

Explanatory notes to the Agenda of the Extraordinary General Meeting of Shareholders (the "Meeting") of RoodMicrotec N.V. (the "Company") to be held on Tuesday 26 November 2019 at 13:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Re. 2. Business update.

The Management Board of the Company will give a presentation with a business update, based on the 2019 half-year reporting as well as the strategy of the Company.

Re. 3. Proposal to grant the audit engagement to the auditors (voting item).

The financial statements for the financial year 2018 have been audited by Baker Tilly Berk N.V. As announced at the General Meeting of Shareholders of the Company held on 23 May 2019, Baker Tilly Berk N.V. formally informed the Company that as of 1 July 2019 they would no longer audit Dutch public interest entities ('*Organisaties van Openbaar Belang, OOB*'). As a consequence of this, the Company has to engage another audit firm.

RoodMicrotec N.V. does not have a separate Audit Committee due to the size of the Company. The functions of the Audit Committee are handled by the Supervisory Board. As part of the selection process, representatives of all six remaining audit firms that have a licence to perform statutory audits of Dutch public interest entities ('*Organisaties van Openbaar Belang, OOB*') have been contacted (i.e. KPMG, PwC, EY, Deloitte, BDO and Mazars). The Supervisory Board has concluded that the Company recently has had formal (consultancy) engagements with one of these audit firms, impairing their independence, and that none of the other firms was willing to participate in the tender and selection process except for one, being KPMG Accountants N.V.

KPMG Accountants N.V. is nominated as the Company's statutory audit firm as they have no material formal relationship with the Company and can act independently. KPMG Accountants N.V. is considered to have the appropriate expertise and resources available to enable them to provide the audit services required. The Supervisory Board recommends the appointment of KPMG Accountants N.V. as the Company's external auditor for a period of four years starting with the financial year 2019. KPMG Accountants N.V. as the prospective audit firm will be represented by Mr. John Verhoeven as statutory auditor.

Proposal to grant the engagement for the audit of the financial statements for the financial years 2019, 2020, 2021 and 2022 to KPMG Accountants N.V.