

## About the Offer

Capitalised terms herein have the same meaning as set out in the Offer Memorandum.

On 13 June 2023, RoodMicrotec and Microtest announced that they reached agreement on a recommended all-cash public offer by Microtest for all of the issued and outstanding ordinary shares in the capital of RoodMicrotec at an Offer Price of EUR 0.35 per Share (cum dividend).

With the publication of the Offer Memorandum on 31 August 2023, the Offer was launched and, as of 1 September 2023, Shareholders can accept the Offer by tendering their Shares until 27 October 2023, 17:40 hours CEST, unless the Offer Period is extended.

Shareholders are advised to contact their custodian, bank or stockbroker, who may set an earlier deadline than 27 October 2023, in order to communicate the acceptances to the Settlement Agent in a timely manner.

On 31 August 2023, RoodMicrotec also published its Position Statement. In this document the Board of Management and the Supervisory Board of RoodMicrotec explain why they support the Offer and recommend Shareholders to accept it. The Position Statement also includes the agenda for the Extraordinary General Meeting to be held on 19 October 2023 and the explanatory notes thereto.

The Offer Memorandum and the Position Statement contain important information that should be carefully read before making a decision to tender Shares under the Offer.

All relevant documents regarding the Offer can be obtained free-of-charge at the Company, and can also be found and downloaded at the special section on the Company's corporate website (<https://www.roodmicrotec.com/en/investor-relations-en/information-about-the-public-offer-by-microtest-for-roodmicrotec-shares>).

## Strategic rationale

Both the Board of Management and the Supervisory Board of RoodMicrotec believe that combining the businesses is highly attractive and will accelerate RoodMicrotec's strategy. The Boards believe that the business combination will have an overall improved position and will provide significant strategic benefits to RoodMicrotec, including:

- accelerate its strategy, as it will become part of a larger group, with a wider and balanced services portfolio with access to a broader range of customers;
- provide increasingly advanced solutions satisfying increasingly customers' sophisticated needs thanks to joint development activities with Microtest and combining skills;
- cross-sell services to each other's clients;
- improve geographical coverage in terms of sales & support;
- optimise the supply chain, talent recruitment, equipment and R&D investments;
- improve and expand the premises in Nördlingen and Stuttgart; and
- pursue M&A with the backing of a single majority shareholder that has significant financial capabilities.

## **Price**

The Offer Price of EUR 0.35 per Share (cum dividend) represents approximately the following premia:

- 36% to the closing price per Share on 12 June 2023;
- 50% to the last three months before 12 June 2023 daily volume-weighted average price per Share; and
- 55% to the last six months before 12 June 2023 daily volume-weighted average price per Share.

## **Public Offer Conditions**

The Offer is subject to certain conditions, including a minimum acceptance level of the number of Tendered and Committed Securities representing at least 95% of the Shares on the Closing Date on a Fully Diluted basis, which will be reduced to 80% if the Extraordinary General Meeting of RoodMicrotec adopts the resolutions in connection with the Legal Merger, the Share Sale followed by the Liquidation and the Advance Liquidation Distribution. The aforementioned condition may be waived by Microtest on or before the Long Stop Date, provided that the approval of the Board of Management and the Supervisory Board of RoodMicrotec is required in case the Tendered and Committed Securities represent less than 80% of the Shares on a Fully Diluted Basis.

If Microtest obtains 95% or more of the Shares it will initiate a Buy-Out procedure in order to acquire the remaining Shares not tendered. If Microtest obtains between 80% and 95%, it intends to implement the Post-Closing Restructuring, if approved by the Extraordinary General Meeting.

## **Indicative sequence of events**

Please refer to the separately published timeline.

## **Questions about the Offer**

Please refer to the next page for frequently asked questions.

## **FAQ**

### **Q1: What next steps are expected of me as a Shareholder?**

If you accept the Offer, you are asked to tender your Shares through your investment account at your custodian, bank or stockbroker during the Offer Period, which commences at 09:00 hours CEST, on 1 September 2023 and, unless extended, expires at 17:40 hours CEST, on 27 October 2023.

Additionally, you are requested to register your Shares for the Extraordinary General Meeting of RoodMicrotec, which will be held on 19 October 2023, before 17:30 hours CEST on 12 October 2023 and, if you accept the Offer, vote in favour of all the voting items proposed on the agenda for the Extraordinary General Meeting.

Please note that custodians, banks or stockbrokers may set an earlier deadline for Shareholders to communicate their tender or voting instructions, respectively, in order to permit the custodian, bank or stockbroker to communicate such instructions to the Settlement Agent in a timely manner.

### **Q2: What is the Offer?**

RoodMicrotec and Microtest agreed on a recommended all-cash Offer of EUR 0.35 per Share (cum dividend). Shareholders have the possibility to accept the Offer and tender their Shares during the Offer Period that commences at 09:00 hours CEST, on 1 September 2023 and, unless extended, will expire at 17:40 hours CEST, on 27 October 2023.

### **Q3: Is RoodMicrotec recommending the Offer?**

The Board of Management and the Supervisory Board of RoodMicrotec have concluded that the Offer is in the best interest of RoodMicrotec, its business and all its stakeholders including the Shareholders and promote the sustainable success of RoodMicrotec's business and its employees, customers, Shareholders, business partners, creditors and other stakeholders.

Reference is made to section 10 (*Recommendation*) of the Position Statement.

### **Q4: Why should I tender my RoodMicrotec Shares?**

If you tender your Shares under the Offer, you will receive the Offer Price of EUR 0.35 per Share (cum dividend). The Offer Price represents an attractive premium and offers Shareholders significant and immediate de-risked cash value.

The Offer Price represents a premium of approximately 36% to the closing price per Share on 12 June 2023 and a premium of approximately 50% to the volume-weighted average closing price per Share for the three-month period prior to 12 June 2023.

Furthermore, the Board of Management and the Supervisory Board of RoodMicrotec unanimously (i) support the transaction, (ii) recommend Shareholders to accept the Offer and to tender their Shares and (iii) recommend Shareholders to vote in favour of the Resolutions. Reference is made to section 5.10 (*Decision making and Recommendation by the RoodMicrotec Boards*) of the Offer Memorandum, the Position Statement and the agenda of the Extraordinary General Meeting and the explanatory notes thereto.

If you are in any doubt as to the action you should take, you are recommended to consult your stockbroker, bank, solicitor, accountant, independent financial adviser, or independent tax adviser, as the case may be, without delay.

**Q5: What actions do I need to take?**

- 1: If you accept the Offer, you are asked to tender your Shares through your investment account at your custodian, bank or stockbroker during the Offer Period commencing at 9:00 hours CEST, on 1 September 2023 and, unless extended, expiring at 17:40 hours CEST, on 27 October 2023.
- 2: Additionally, you are asked to register your Shares for the Extraordinary General Meeting of 19 October 2023 before 17:30 hours CEST on 12 October 2023 and, if you accept the Offer, vote in favour of all the voting items proposed on the agenda.

Please note that custodians, banks or stockbrokers may set an earlier deadline for Shareholders to communicate their tender or voting instructions, respectively, in order to permit the custodian, bank or stockbroker to communicate such instructions to the settlement agent in a timely manner.

**Q6: What will happen if I tender my RoodMicrotec Shares?**

Subject to the Offer being declared unconditional (*gestand wordt gedaan*), Shareholders who have tendered their Shares under the Offer will be paid the Offer Price in respect of each Tendered Share.

**Q7: What will happen if I do not tender my RoodMicrotec Shares?**

Microtest seeks to acquire 100% of the Shares and/or the business and operations of RoodMicrotec, through the Transaction (which may include the implementation of a Post-Closing Restructuring measures and/or a statutory Buy-Out procedure) or other subsequent restructuring steps. These steps may have significant consequences for Shareholders who do not tender their Shares under the Offer, including a substantial delay in the receipt of their proceeds and whereby withholding and other taxes, if any, imposed on such Shareholders may be different from, and greater than, the taxes imposed upon a Shareholder that tenders its Shares under the Offer.

Should the Offer be declared unconditional (*gestanddoening*), Microtest and RoodMicrotec intend to procure the delisting of the Shares on Euronext Amsterdam as soon as possible under Applicable Laws. This may adversely affect the liquidity and market value of any Shares not tendered.

Reference is made to section 5.15 (*Post-Closing Restructurings*) and section 9 (*Tax aspects of the Offer and possible Post-Closing Measures*) of the Offer Memorandum, and to section 6.2 (*Post-Closing Restructuring*) of the Position Statement.

**Q8: Do I have to pay any fees or commissions for accepting the Offer?**

If the Offer is declared unconditional, Shareholders who have tendered their Shares under the Offer will be paid the Offer Price in respect of each Tendered Share. No costs will be charged to

Shareholders by Microtest or by RoodMicrotec for the transfer (*levering*) and payment of each Tendered Share if an Admitted Institution is involved.

However, Shareholders may be charged certain fees by Admitted Institutions or their custodians, banks, or stockbrokers. Costs may also be charged to Shareholders by or on behalf of a foreign institution involved in the transfer and payment of the Tendered Shares. Shareholders should consult their banks and stockbrokers regarding any such fees.

**Q9: Are there any Dutch tax consequences of accepting this Offer?**

Microtest is entitled to deduct and withhold from the Offer Price such amounts as Microtest is required to deduct and withhold with respect to the payment of the Offer Price under any provision of applicable tax or social security Law.

Reference is made to section 4.10 (*Withholding*) of the Offer Memorandum. For further details of the Dutch dividend withholding tax treatment, please refer to section 9 (*Tax aspects of the Offer and possible Post-Closing Measures*) of the Offer Memorandum and section 6.2.3 (*Taxation*) of the Position Statement.

**Q10: Can I withdraw previously Tendered Shares?**

Shares tendered on or prior to the Closing Date, are irrevocable and may not be withdrawn and will remain subject to the Offer. However, there are specific circumstances under which withdrawal may be permitted.

Reference is made to section 4.3.5 (*Withdrawal Rights*) of the Offer Memorandum.

**Q11: Under what circumstances can the Offer Period be extended?**

The Offer Period can be extended for a maximum period of ten weeks if one or more Offer Conditions have not been satisfied (nor waived), e.g. if the acceptance level is below the required 80%.

Reference is made to section 4.6 (*Extension*) of the Offer Memorandum.

**Q12: How will I be notified if the Offer Period is extended?**

If the Offer Period is extended, a public announcement shall be made in accordance with Applicable Laws.

Any announcements in relation to the Offer will be issued by means of a press release. Any press release issued by RoodMicrotec will be made available on RoodMicrotec's corporate website at [www.roodmicrotec.com/en/press/press-releases](http://www.roodmicrotec.com/en/press/press-releases) and any press release issued by Microtest will be made available on Microtest's corporate website at [www.microtest.net](http://www.microtest.net).

**Q13: When will I receive my money?**

In case the Offer is declared unconditional (*gestand is gedaan*), Shareholders who have validly tendered (or defectively tendered, provided that such defect has been waived by Microtest) and have not validly withdrawn and have transferred (*geleverd*) their Shares for acceptance pursuant

to the Offer on or prior to 17:40 hours CEST on 27 October 2023 will receive on the Settlement Date the Offer Price in respect of each Tendered Share. Settlement will take place as soon as reasonably possible and in any event within three Business Days following the Unconditional Date. Microtest cannot guarantee that Shareholders will actually receive the payment within this period from the Admitted Institution with whom they hold their Shares. Settlement will only take place if the Offer is declared unconditional.

Reference is made to section 4.7 (*Settlement*) of the Offer Memorandum.

**Q14: What happens if the Offer is not declared unconditional and Settlement does not take place?**

RoodMicrotec will continue to operate stand-alone, and its Shares will remain listed on Euronext Amsterdam. As the Tendered Shares will not be transferred to the Offeror, the Shareholders will remain the holder of the Shares.

For further details on the termination grounds, please refer to section 5.28 (*Termination*) of the Offer Memorandum.

**Q15: Will RoodMicrotec continue to be listed in Amsterdam following the Offer?**

If the Offer is declared unconditional, Microtest and RoodMicrotec will seek to procure the delisting and the termination of the listing agreement between RoodMicrotec and Euronext Amsterdam in relation to the listing of the Shares as soon as possible under Applicable Laws. This may adversely affect the liquidity and market value of any Shares not tendered (of tendered and validity withdrawn).

Reference is made to section 5.15 (*Post-Closing Restructurings*) of the Offer Memorandum.