

Convening notice
for the Extraordinary General Meeting
to be held on Thursday 19 October 2023 at 14:00 CEST
at the Amsterdam Stock Exchange (Euronext),
Beursplein 5, 1012 JW in Amsterdam, the Netherlands

RoodMicrotec N.V.
with its registered office in Deventer, the Netherlands

Shareholders and other persons holding attendance rights of the general meeting of shareholders of RoodMicrotec N.V. (the “**Company**”) are invited to attend the Extraordinary General Meeting of the Company (the “**EGM**”) which will be held on Thursday 19 October 2023 at 14:00 CEST, at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW in Amsterdam, the Netherlands.

Agenda

1. Opening and announcements
2. Explanation of the recommended all-cash public offer by Microtest S.p.A. of EUR 0.35 per share (cum-dividend) for all issued and outstanding ordinary shares in the share capital of the Company
3. Post-Closing Restructuring Resolution (**voting item**)
4. Composition of the Supervisory Board
5. Conditional appointment of Mr. Luca Civita as a member of the Board of Management, with effect as per the Settlement Date (**voting item**)
6. Amendments to the articles of association
 - (a) Conditional amendment to the articles of association of the Company as per Settlement (**voting item**)
 - (b) Conditional conversion and amendment to the articles of association of the Company as per Delisting (**voting item**)
7. Any other business
8. Closing

Availability of meeting documents

The agenda with the explanatory notes for the EGM and the accompanying documents, including the Offer Memorandum, the Position Statement and the proposed amendments of the Articles of Association as per (i) Settlement and (ii) Delisting, including explanatory notes, are made available from today on the Company’s corporate website (www.roodmicrotec.com) and

www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting). These documents are also available for inspection by shareholders (by appointment) at the offices of the Company, Zutphenseweg 29 D1, 7418 AH in Deventer, the Netherlands, and can be obtained free-of-charge as well via ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP in Amsterdam (“**ABN AMRO**”) or per email: ava@nl.abnamro.com.

Registration Date

Pursuant to applicable Dutch law, the following individuals are eligible to attend, and vote during, the EGM: those who (i) on Thursday 21 September 2023, after close of trading (i.e. after all credit and debit transactions have been processed), were listed as of said date (the “**Registration Date**”) in one of the registers specified below, and (ii) have been registered in writing in accordance with the procedure described below. The provisions in the previous sentence also apply to those holding a right of usufruct or pledge on one or more shares. The Board of Management has designated as registers the accounts and records of intermediaries, as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*), and the Company’s shareholders’ register, which specify who is entitled to the shares on the Registration Date.

Registration for, and access to, the EGM

Those eligible to attend the EGM can only do so provided they have registered in advance. They are required to register for the EGM registering electronically with ABN AMRO via www.abnamro.com/evoting or via the intermediary through which their shares are administrated as from the Registration Date and by no later than Thursday 12 October 2023 at 17:30 CEST. The intermediary must issue an electronic statement to ABN AMRO at the latest on Friday 13 October 2023 at 14:00 CEST via www.abnamro.com/intermediary stating the number of shares that the Shareholder holds at the Registration Date and submitted for registration. With the statement, intermediaries are furthermore requested to include the full address details of the relevant Shareholder in order to be able to verify the shareholding on the Registration Date in an efficient matter. ABN AMRO will send to these shareholders, via their respective intermediary, a proof of registration.

Holders of registered shares that have not been represented in book-entry form are required to register for the EGM in writing via ABN AMRO per email: ava@nl.abnamro.com. The request must be received by ABN AMRO by no later than Thursday 12 October 2023 at 17:30 CEST. ABN AMRO will send to these shareholders a proof of registration.

Proxies and voting instructions

Voting rights may, insofar the person entitled to vote is not present in person, only be exercised by a person holding a written or electronic proxy. Shareholders wishing to make use of such proxy should register their shares in accordance with the registration procedure set out above.

A proxy with voting instructions can be issued electronically via www.abnamro.com/evoting no later than on Thursday 12 October 2023 at 17:30 CEST.

If a shareholder is unable to issue a proxy with voting instructions electronically, a proxy with voting instructions can alternatively be issued in writing. Proxy forms can be obtained free of charge from the Company (Zutphenseweg 29 D1, 7418 AH in Deventer, The Netherlands), ABN AMRO (email: ava@nl.abnamro.com) and can also be downloaded from the Company's corporate website (www.roodmicrotec.com and www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting). The completed proxy form must be received no later than on Thursday 12 October 2023 at 17.30 CEST by ABN AMRO via email: ava@nl.abnamro.com.

Number of shares outstanding and number of voting rights

At the date of this notice, the number of issued shares is 75,076,267 of which 4,100 shares are currently held by the Company. Consequently, the number of outstanding shares and the number of voting rights as of the date of this notice amounts to 75,072,167.

Other matters

RoodMicrotec N.V. is an international company and its corporate language is English. The EGM will therefore be conducted in English. Accordingly, all the documents presented to the EGM shall be in English, with the exception of legal merger proposal and the explanatory statements, and the proposed amendments of the Company's articles of association, which are both in Dutch and English (the Dutch version governing by law).

The Company has gathered all relevant information on the public offer by Microtest S.p.A. in a subsection of RoodMicrotec's corporate website, which can be directly accessed via the following weblink: www.roodmicrotec.com and www.roodmicrotec.com/en/investor-relations-en/information-about-the-public-offer-by-microtest-for-roodmicrotec-shares. Included there is also a list of standard Q&A (questions & answers) for stakeholders and other interested parties, as well as a document in which the timeline of the public offer by Microtest S.p.A. is presented.

Deventer, the Netherlands, 31 August 2023

The Supervisory Board and the Board of Management