

**Agenda of the Annual General Meeting of shareholders of  
RoodMicrotec N.V. (the “Company”)  
to be held on Thursday 17 May 2018 at 15:00 CEST  
at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam,  
the Netherlands**

1. Opening and announcements.
2. Annual Report 2017, including risk policy and corporate governance policy.
3. Implementation of the Board of Management remuneration policy in 2017.
4. Financial Statements for 2017 (voting item).
5. Result appropriation.
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 reappoint Mr. H. Bartelink as a member of the Supervisory Board for a 1 year period (voting item).
9. Proposal to reappoint Mr. J. Tuik as a member of the Supervisory Board for a 1 year period (voting item).
10. Delegation to the Board of Management of the authority to issue shares and to grant rights to acquire shares (voting item).
11. 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).
12. Authorization of the Board of Management to repurchase shares in the Company (voting item).
13. Proposal to amend the articles of association, to increase the authorised share capital of the Company to EUR 11,000,000, divided into 100,000,000 shares with a nominal value of EUR 0,11 each (voting item).
14. Other items and any other business.
15. Closing.

Zwolle, 5 April 2018

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 17 May 2018 at 15:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.**

**Re. 2. Annual Report 2017, 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 2017. 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 2017 (see pages 55 through 57).

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 2017.

**Re. 3. Implementation of the Board of Management remuneration policy in 2017.**

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 2017 of the remuneration policy for the Board of Management (see also pages 49 and page 96 of the Annual Report 2017).

**Re. 4. Financial Statements for 2017 (voting item)**

The Supervisory Board has approved the Financial Statements for 2017 drawn up by the Board of Management. The Financial Statements were published on 28 March 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 2017.

**Re. 5. Result appropriation.**

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 reappoint Mr. H. Bartelink as a member of the Supervisory Board for a 1 year period (voting item).**

In accordance with clauses 24, and 19 of the Company's articles of association, the Supervisory Board nominates Mr. H. Bartelink for reappointment as member of the Supervisory Board of the Company. The proposed annual remuneration for Mr. Bartelink in his capacity of Supervisory Board member is EUR 10,000.

It is proposed that the Meeting reappoints Mr. Bartelink as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of one year with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2019.

**Re. 9. Proposal to reappoint Mr. J. Tuik as a member of the Supervisory Board for a 1 year period (voting item).**

In accordance with clauses 24, and 19 of the Company's articles of association, the Supervisory Board nominates Mr. J. Tuik for reappointment as member of the Supervisory Board of the Company.

The proposed annual remuneration for Mr. Tuik in his capacity of Supervisory Board member is EUR 10,000.

It is proposed that the Meeting reappoints Mr. Tuik as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of one year with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2019.

**Re. 10. 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. 11. 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. 12. 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. 13. Proposal to amend the articles of association, to increase the authorised share capital of the Company to EUR 11,000,000, divided into 100,000,000 shares with a nominal value of EUR 0,11 each (voting item).**

The Company currently has 72,479.233 shares in issue whereas the authorised share capital consists of 80,000,000. Accordingly, to enable the Board of Management to issue additional shares and/or grant right to subscribe for shares on the basis of the proposed authorisation as per agenda item 10, the authorised share capital needs to be increased. Consequently, the Board of Management with the approval of the Supervisory Board proposes to the Meeting to amend the Company's articles of association, increasing the authorised share capital from EUR 8,800,000, divided into 80,000,000 shares with a nominal value of EUR 0.11 each, to EUR 11,000,000, divided into 100,000,000 shares with a nominal value of EUR 0.11 each. The proposal includes authorising each member of the Board of Management severally and each civil law notary, junior civil law notary and other staff employed by Simmons & Simmons LLP, to have the notarial deed containing the proposed amendments to the articles of association executed should the proposed amendments to the articles of association, in the absolute discretion of the Board of management, be implemented.

Currently clause 4.1 of the Company's articles of association read as follows:

In Dutch:

*"Artikel 4. Kapitaal en aandelen*

*4.1 Het maatschappelijk kapitaal bedraagt acht miljoen achthonderd duizend euro (EUR 8.800.00,00), verdeeld in tachtig miljoen (80.000.000) aandelen van nominaal elf eurocent ( EUR 0,11)."*

In English:

*"Clause 4 Capital and shares*

*"4.1 The authorized capital of the Company equals eight million eight hundred thousand euro (EUR 8,800,00.00), divided into eighty million (80,000,000) shares with a nominal value of eleven euro cents (EUR 0.11) each."*

It is proposed to amend clause 4.1 as follows:

In Dutch:

*"Artikel 4. Kapitaal en aandelen*

*4.1 Het maatschappelijk kapitaal bedraagt elf miljoen euro (EUR 11.000.000,00), verdeeld in honderd miljoen (100.000.000) aandelen van nominaal elf eurocent (EUR 0,11)."*

In English:

*"Clause 4 Capital and shares*

*"4.1 The authorized capital of the Company equals eleven million euro (EUR 11,000,000.00), divided into one hundred million (100,000,000) shares with a nominal value of eleven euro cents (EUR 0.11) each."*