

Agenda
for the Annual General Meeting of Shareholders
to be held on Thursday 23 July 2020 at 15:00 CEST by webcast
(www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting)

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

1. Opening and announcements.
2. Annual Report for the 2019 financial year:
 - (a) Report of the Board of Management on the Company's activities during the 2019 financial year, including risk policy and corporate governance policy;
 - (b) Report of the Supervisory Board on the 2019 financial year;
 - (c) Advisory vote on the 2019 Remuneration Report (**voting item**);
 - (d) Adoption of the 2019 financial statements (**voting item**);
 - (e) Appropriation of the 2019 net result (**voting item**).
3. Discharge of the members of:
 - (a) the Board of Management from liability for their management in 2019 (**voting item**);
 - (b) the Supervisory Board from liability for their supervision in 2019 (**voting item**).
4. Reappointment of Mr. Martin Sallenhag (CEO) as member of the Board of Management for a 4-year period (**voting item**).
5. Approval of the Remuneration Policy (**voting item**).
6. Authorization of the Board of Management to instruct the Company to purchase shares in its own capital (**voting item**).
7. Designation of the Board of Management as the body authorized:
 - (a) to issue shares and to grant rights to acquire shares (**voting item**);
 - (b) to restrict or exclude pre-emptive rights upon the issue of shares and the granting of rights to acquire shares (**voting item**).
8. Any other business.
9. Closing.

Deventer, the Netherlands, 10 June 2020
The Supervisory Board and the Board of Management

Explanatory notes

to the Agenda for the Annual General Meeting of Shareholders ('the Meeting') of RoodMicrotec N.V. ('the Company') to be held on Thursday 23 July 2020 at 15:00 CEST by webcast.

Re. 2.a Report of the Board of Management on the Company's activities during the 2019 financial year, including risk policy and corporate governance policy

Re. 2.b Report of the Supervisory Board on the 2019 financial year

Presentation by the Board of Management on the Company's activities and its performance during the 2019 financial year and discussion on the report of the Board of Management, which is included in the 2019 Annual Report on pages 12 to 28.

The Company's risk policy (included in the 2019 Annual Report on pages 33 to 35, the Company's corporate governance policy (pages 42 to 47) and the report of the Supervisory Board (pages 30 to 32) can also be discussed here.

Re. 2.c Advisory vote on the 2019 Remuneration Report (*voting item*)

This agenda item concerns an advisory vote on the Remuneration Report for the financial year 2019, published as a separate document 'RoodMicrotec N.V. Remuneration Report 2019'. It is proposed to the Meeting to cast a favorable advisory vote in respect of this agenda item.

Re. 2.d Adoption of the 2019 financial statements (*voting item*)

The Supervisory Board has approved the financial statements for the 2019 financial year, as drawn up by the Board of Management and included in the 2019 Annual Report. It is proposed to the Meeting to adopt the 2019 financial statements.

Under this agenda item, Mr. John Verhoeven, responsible audit partner of KPMG Accountants N.V., will give a short presentation on the audit of the 2019 Annual Report. KPMG was granted the engagement for the audit of the financial statements for the financial years 2019, 2020, 2021 and 2022 by the Extraordinary Meeting of Shareholders of the Company, held on 26 November 2019.

Re. 2.e Appropriation of the 2019 net result (*voting item*)

In accordance with clauses 27.2 and 29.3(b) of the Company's Articles of Association, it is proposed to the Meeting that the net loss of the Company for the 2019 financial year in the amount of EUR 73,000 is charged against the retained earnings reserve within the equity of the Company.

Re. 3.a Discharge of the members of the Board of Management from liability for their management in 2019 (voting item)

In accordance with clause 29.3(c) of the Company's Articles of Association, it is proposed to the Meeting that the members of the Board of Management are granted discharge from liability for their management during the 2019 financial year.

Re. 3.b Discharge of the members of the Supervisory Board from liability for their supervision in 2019 (voting item)

In accordance with clause 29.3(c) of the Company's Articles of Association, it is proposed to the Meeting that the members of the Supervisory Board are granted discharge from liability for their supervision during the 2019 financial year.

Re. 4 Reappointment of Mr. Martin Sallenhag (CEO) as member of the Board of Management for a 4-year period (voting item)

Mr. O.M. (Martin) Sallenhag (Swedish nationality, 1968) has been appointed as member of the Board of Management for a first term of four years by the Annual Meeting of Shareholders of the Company, held on 7 June 2016. Mr. Sallenhag holds the position of CEO of the Company since this appointment. Currently, Mr. Sallenhag owns 365,000 shares and 120,000 options on shares in the capital of the Company. The Company has not provided any loan to him. Mr. Sallenhag participated in the secured loan provided to the Company in 2016 for an amount of EUR 30,000 for which the final instalment was paid by the Company in March 2019. Mr. Sallenhag does not hold any positions outside the Company.

The Supervisory Board proposes to re-appoint Mr. Sallenhag for a second term of four years, ending at the end of the Annual Meeting of Shareholders of the Company that will be held in 2024, and is pleased to confirm that Mr. Sallenhag has accepted this nomination.

The Supervisory Board proposes the following remuneration package for Mr. Sallenhag:

- a. Fixed compensation: annual base salary of EUR 150,000 gross, paid monthly in equal parts;
- b. Short-Term Incentive: variable annual cash bonus (gross) with a maximum of 30% of the fixed annual base salary, depending on the Company's results and personal targets, for evaluation by the Supervisory Board;
- c. Long-Term Incentive: at the end of the four-year service agreement term, 5% of the accumulated net profit (after tax) for the last four years will be paid out (gross) under a performance cash bonus plan (with due observance of the applicable provisions and conditions set by the Supervisory Board);
- d. Other benefits: monthly expense compensation such as lease car, costs allowance, statutory pension premium contribution and social security contributions (e.g. lease car).

Re. 5 Approval of the Remuneration Policy (*voting item*)

It is proposed to the Meeting by the Supervisory Board to approve the Remuneration Policy for the Board of Management and the Supervisory Board for the four-year period covering the financial years 2020 until and including 2023, in accordance with the separate document 'RoodMicrotec Remuneration Policy 2020-2023'.

The proposed Remuneration Policy for the Board of Management aims to enable the Company to attract, retain, engage, motivate and reward highly qualified members of the Board of Management.

Re. 6 Authorization of the Board of Management to instruct the Company to purchase shares in its own capital (*voting item*)

In accordance with clause 9.2 of the Company's Articles of Association, it is proposed that the Meeting authorizes the Board of Management, for a 16-month period from the date of the Meeting (i.e. until and including 23 November 2021), to instruct the Company, subject to the Supervisory Board's approval, to acquire shares in the capital of the Company.

The purpose of this proposal is to give the Board of Management the authorization to reduce the Company's share capital to return capital to the Company's shareholders, and/or to cover obligations under share-based compensation plans for the Board of Management, or for other purposes.

Under the authorization, a share in the capital of the Company may be repurchased at the stock exchange or otherwise, at a price between the nominal value of the share and 110% of the opening price of the share on Euronext Amsterdam N.V.'s stock exchange on the day of the acquisition, provided that the Company and its subsidiaries will not hold more than 10% of the issued share capital of the Company.

Re. 7.a Designation of the Board of Management as the body authorized 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 a 16-month period from the date of the Meeting (i.e. until and including 23 November 2021), as the body of the Company which, subject to the Supervisory Board's approval, is authorized to issue shares and to grant rights to acquire 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 acquire shares, which the Board of Management shall be authorized to issue shall be limited to:

- (i) 10% of the number of shares in the capital of the Company that are issued at the time of the Meeting, and
- (ii) an additional 10% of the number of shares in the capital of the Company that are issued at the time of the Meeting, in case of an issue of shares by the Company in relation to a merger or acquisition.

Re. 7.b Designation of the Board of Management as the body authorized to restrict or exclude pre-emptive rights upon the issue of shares and the 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 a 16-month period from the date of the Meeting (i.e. until and including 23 November 2021), as the body of the Company which, subject to the Supervisory Board's approval, is authorized to restrict or exclude any pre-emptive rights of shareholders when shares are issued or rights to acquire shares are granted.