

Welcome to the



**RoodMicrotec**

# Annual General Meeting of Shareholders 2023

Euronext – Beursplein 5 – Amsterdam  
June 6, 2023

# Opening and announcements

**Ruud van der Linden**  
Supervisory Board -  
Chairman



**Martin Sallenhag**  
CEO



**Marc Verstraeten**  
Supervisory Board



**Arvid Ladega**  
CFO



# General comments

- The meeting will be held in English, as our CEO doesn't speak Dutch.
- The meeting will be recorded to enable that minutes can be made.
- The order of the meeting is determined in accordance with the formal agenda.
- Please only ask questions for the item on the agenda that is being discussed.
- When the Chairman gives the word, please identify yourself and speak loud and clear (for the recording).
- The invitation for the AGM was issued and published on 20 April 2023.
- All documents for the AGM were published on the corporate website of the Company, as well as on the e-voting platform of ABN AMRO Bank N.V. and could also be obtained at request via the Company.
- The attendance at the AGM (number of shares represented) will be provided as soon as we have this available, including the number of e-votes which have already been casted prior to the meeting.
- For the agenda items which require voting, the Chairman will request Mr. Verstraeten to assist in the procedural aspects of the vote.
- Please put your mobile phone on mute or flight modus.

# Agenda

- Opening and announcements
- Annual Report for the 2022 financial year
- Discharge of the members of the Board of Management and the Supervisory Board
- Approval of the remuneration policy
- Re-appointment Arvid Ladega as member of the Board of Management for a 4-year period
- Re-appointment Marc Verstraeten as member of the Supervisory Board for a 4-year period
- Proposal to grant the audit engagement to KPMG for 2023 - 2026
- Authorization for share issue
- Other items and any other business
- Closing

## 2.a Report of the Board of Management on the Company's activities during the 2022 financial year

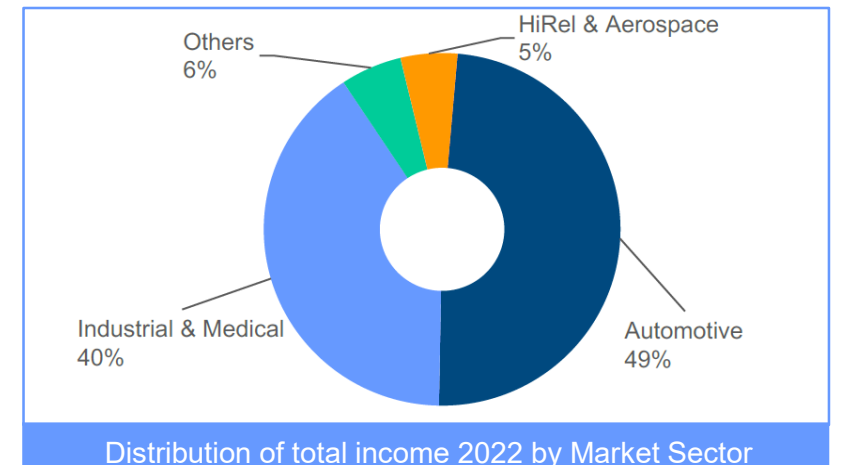
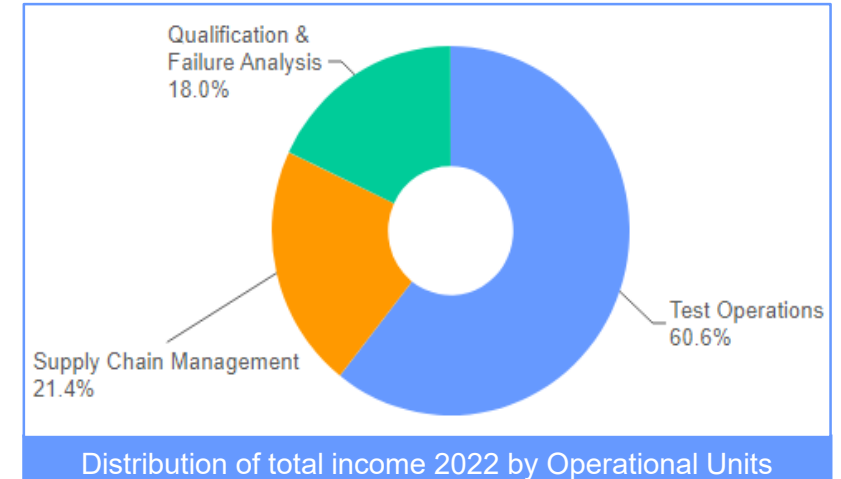
**Corporate &  
operational  
update**





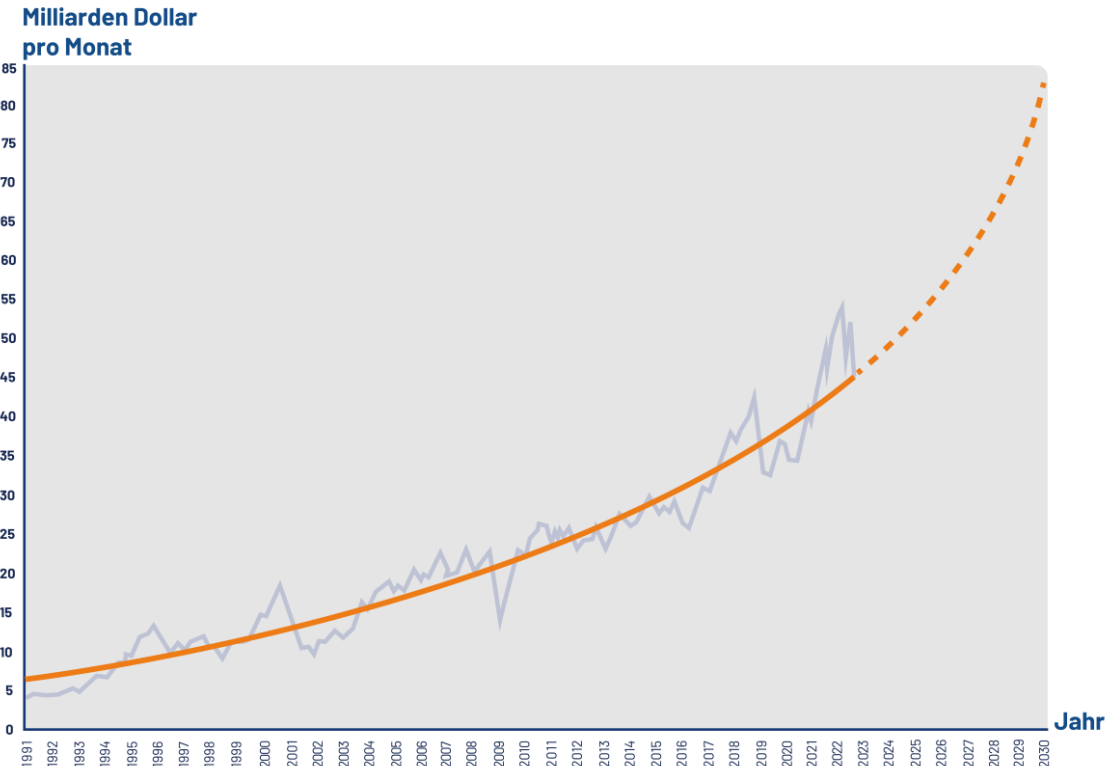
# 2022 highlights – commercial

- Total income of EUR 16.5 million
  - Net profit of 2.4 million (14.5% of total income)
  - Order book value increased by 19% compared to end of 2021
  - Cash position very healthy to support further growth
- 
- The Test Operations department continued to deliver outstanding results. The total income increased from EUR 7.9 million in 2021 to EUR 10.0 million in 2022, which is a growth of 26%. Our long term customers are increasing their demand and we are able to support them with additional capacity.
  - The Supply Chain Management unit is growing thanks to long-term projects. The total income increased from EUR 3.4 million in 2021 to EUR 3.5 million in 2022, a growth of 5% year-over-year. This is also driving turnover in the other units, especially in the Test Operations department.
  - In the Qualification & Failure Analysis department we have seen a big increase in request for counterfeit analysis. RoodMicrotec is the first and only company in Germany to offer the counterfeit electronic parts standard SAE AS6081 as an accredited method according to DIN EN ISO/IEC 17025:2018.



# Market outlook – European Semiconductor Trends

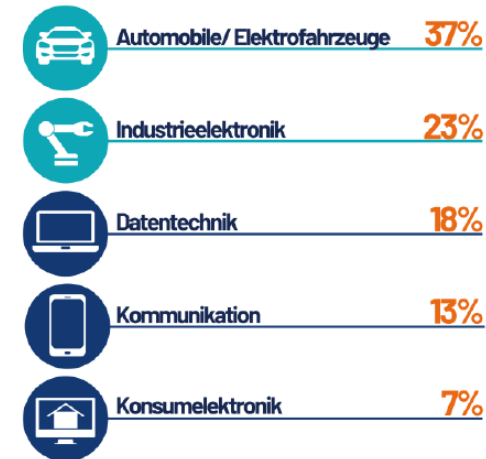
## Development of semiconductor market worldwide



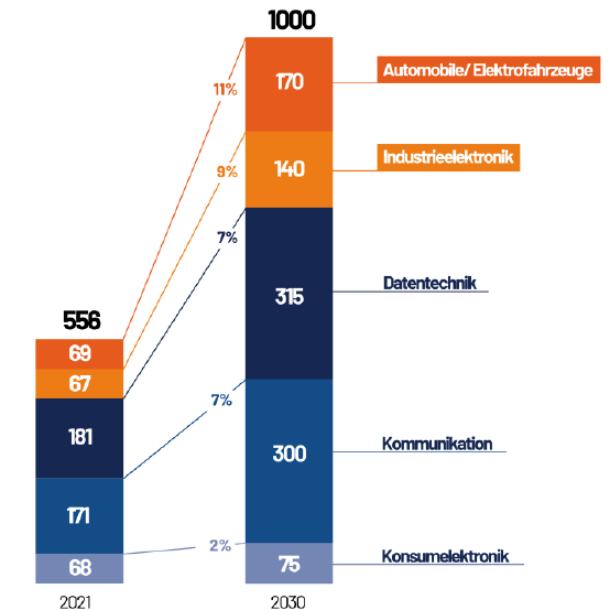
Source: ZVEI-Presskonferenz Halbleiter 28.02.2023 & WSTS

## Automotive and Industrial – the European core markets

### Halbleiter-Verbrauch in Europa: Bedarf der europäischen Elektronikproduktion



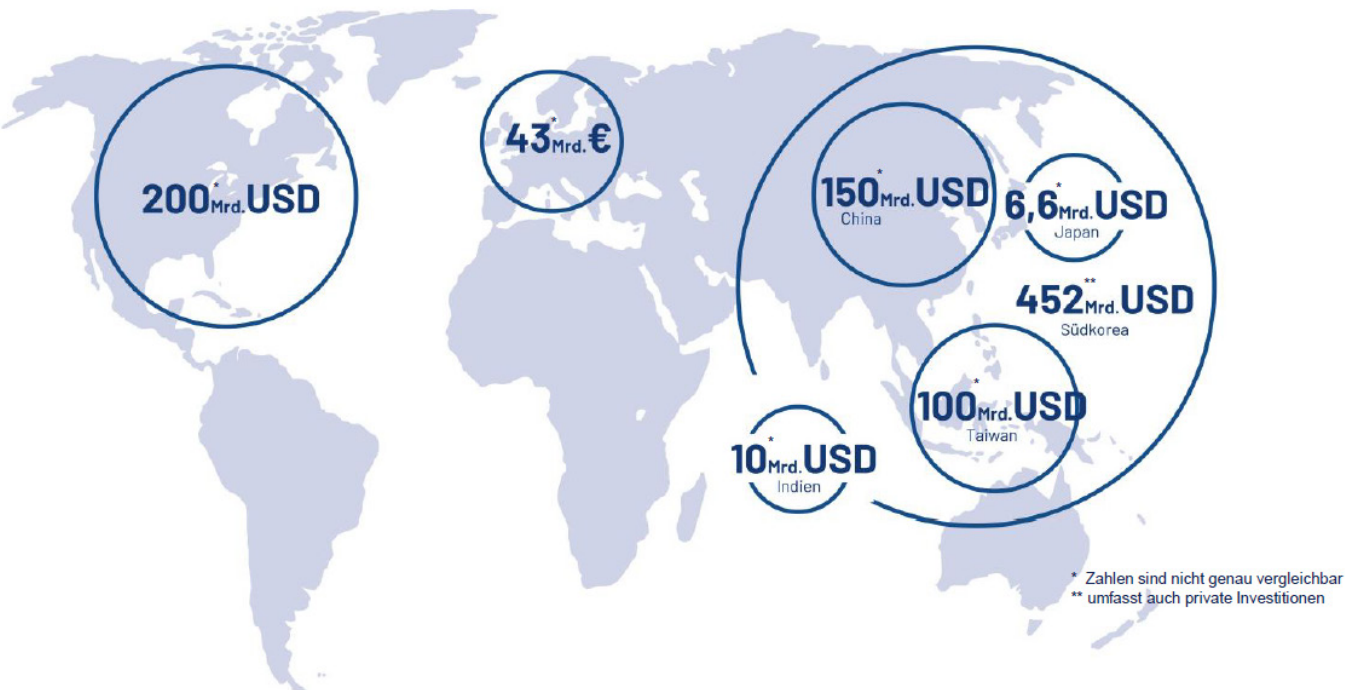
### Weltweit in Mrd. USD



Source: ZVEI-Presskonferenz Halbleiter 28.02.2023 & WSTS/ZVEI

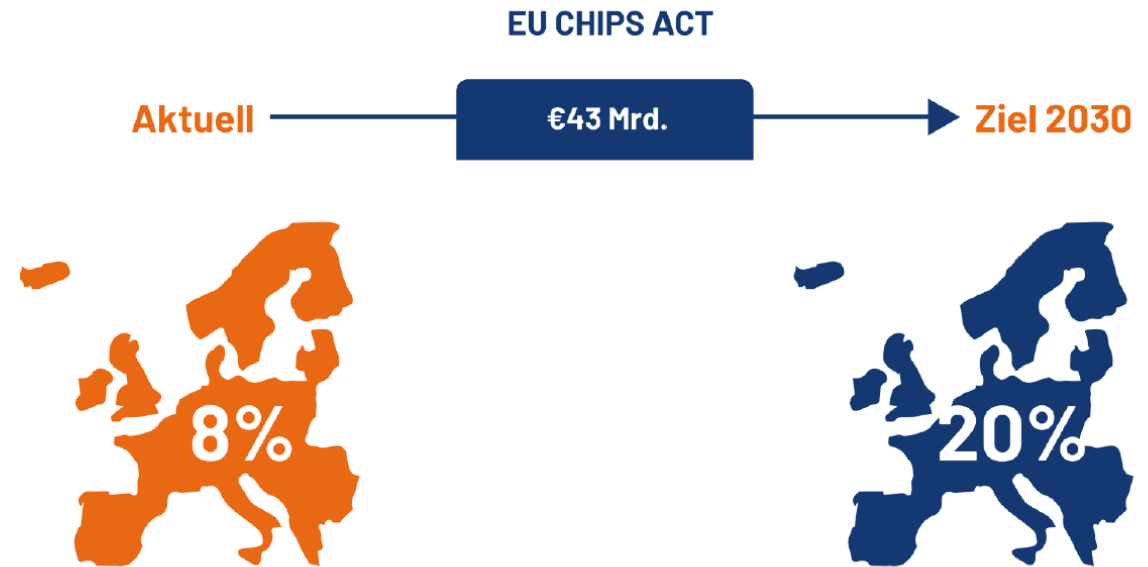
# Market outlook – European Semiconductor Trends

## Investments in microelectronics



Source: ZVEI-Presskonferenz Halbleiter 28.02.2023 & SIA

## The 'EU Chips Act' is a good start



Source: ZVEI-Presskonferenz Halbleiter 28.02.2023 & ZVEI



# Focus on the fast growing sectors & trends

## Short-term market forecast for 2023 shows negative growth.

Source: public available information from various analyst firms combined

## Long-term semiconductor industry's aggregate annual growth could average from 6 – 8% a year up to 2030. According SIA it is expected that the semiconductor market recovery will start during 2023; positive growth is expected back in 2024.

The global semiconductor market's long term outlook is strong.

Source: <https://www.mckinsey.com/industries/semiconductors/our-insights/the-semiconductor-decade-a-trillion-dollar-industry>

## World-wide economy and general situation still uncertain.

## Trends

### >>> Mobility

EV, automated / autonomous driving (ADAS), Radar, lidar, camera

### >>> Connectivity / wireless

Industry 4.0, IoT, e-medical, fitness tracker, agriculture

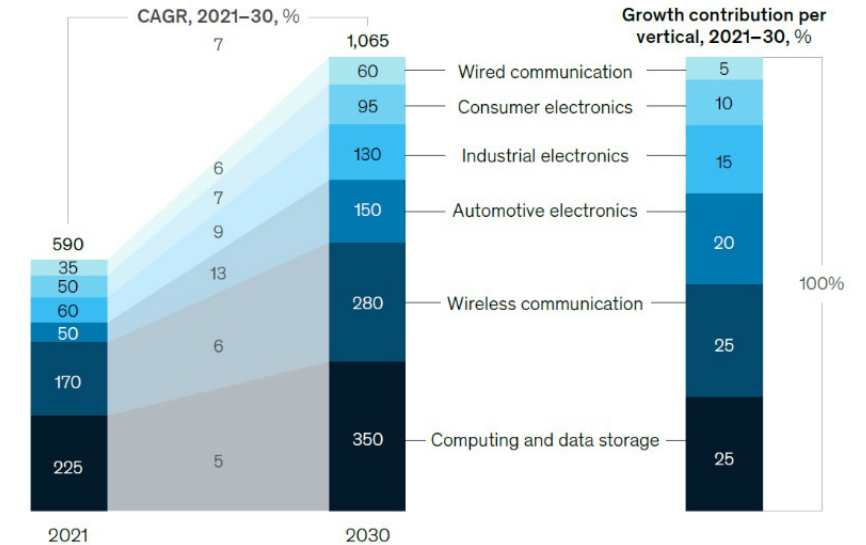
### >>> Energy

power generation, energy saving

### >>> Data storage

digitalization

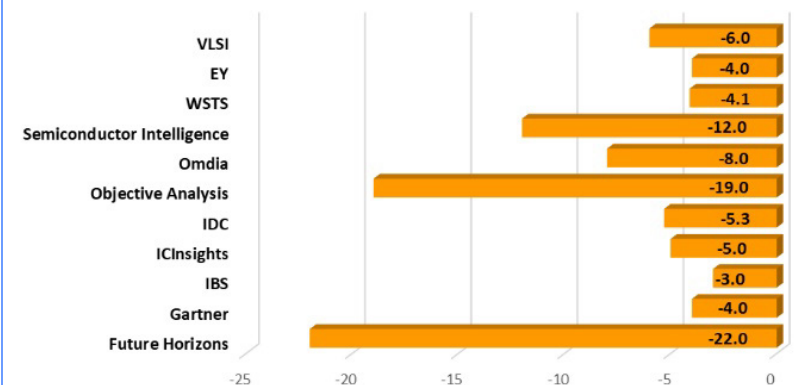
Global semiconductor market value by vertical, indicative, \$ billion



Note: Figures are approximate.

## 2023 Semiconductor Market Forecasts

### Growth in %

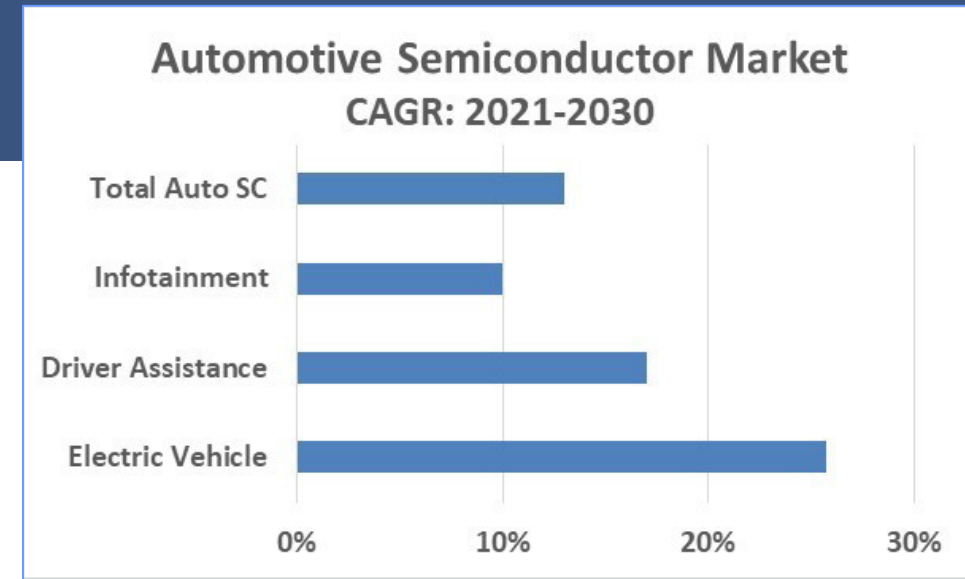


# Market outlook – Automotive Electronics

- The automotive industry is estimated to be responsible for 20% of the chip demand by 2030.

Source: SIA, <https://www.semiconductors.org/despite-short-term-cyclical-downturn-global-semiconductor-markets-long-term-outlook-is-strong>  
Growth of 4.6% in number of vehicles in the next five years

- Push for electric vehicles and autonomous driving, in parallel decrease of combustion engines (CO2-emission free)
- Increasing demand of electronic devices within
  - Safety / Security
  - Driver Assistance
  - Advancement of navigation, infotainment, and connectivity systems
  - Electrification, 5G networking, autonomous driving cars.



Source: <https://www.semiconductointelligence.com/automotive-lone-bright-spot/> - March 28, 2023



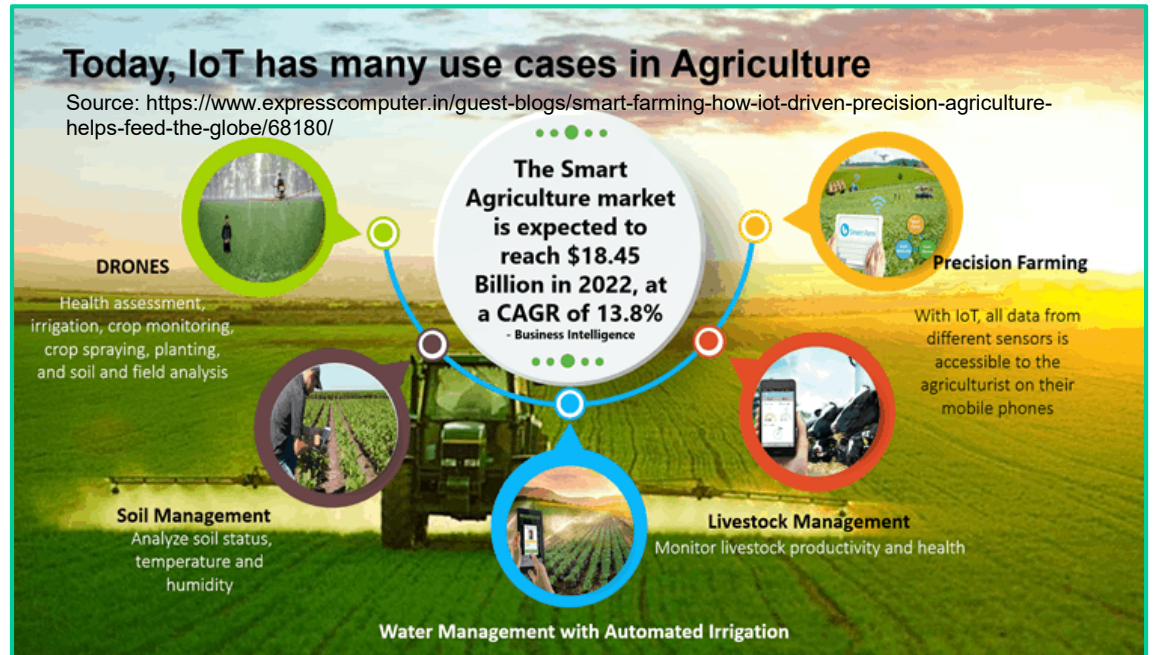
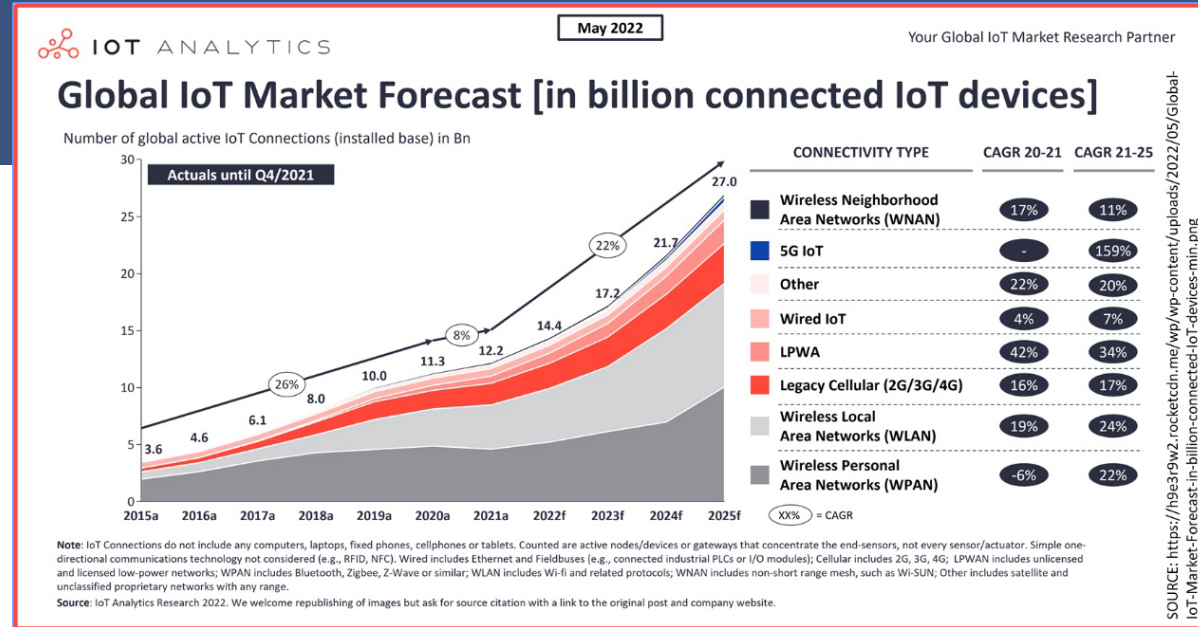
Source: [https://www.photonics.com/Articles/Car\\_In-Cabin\\_3D\\_Sensing\\_Is\\_Within\\_Sight/a65572](https://www.photonics.com/Articles/Car_In-Cabin_3D_Sensing_Is_Within_Sight/a65572)

# Market outlook – Industrial

- Industrial / IoT: CAGR 26.1% for 2022 – 2030  
expected market value USD 3,353 billion in 2030

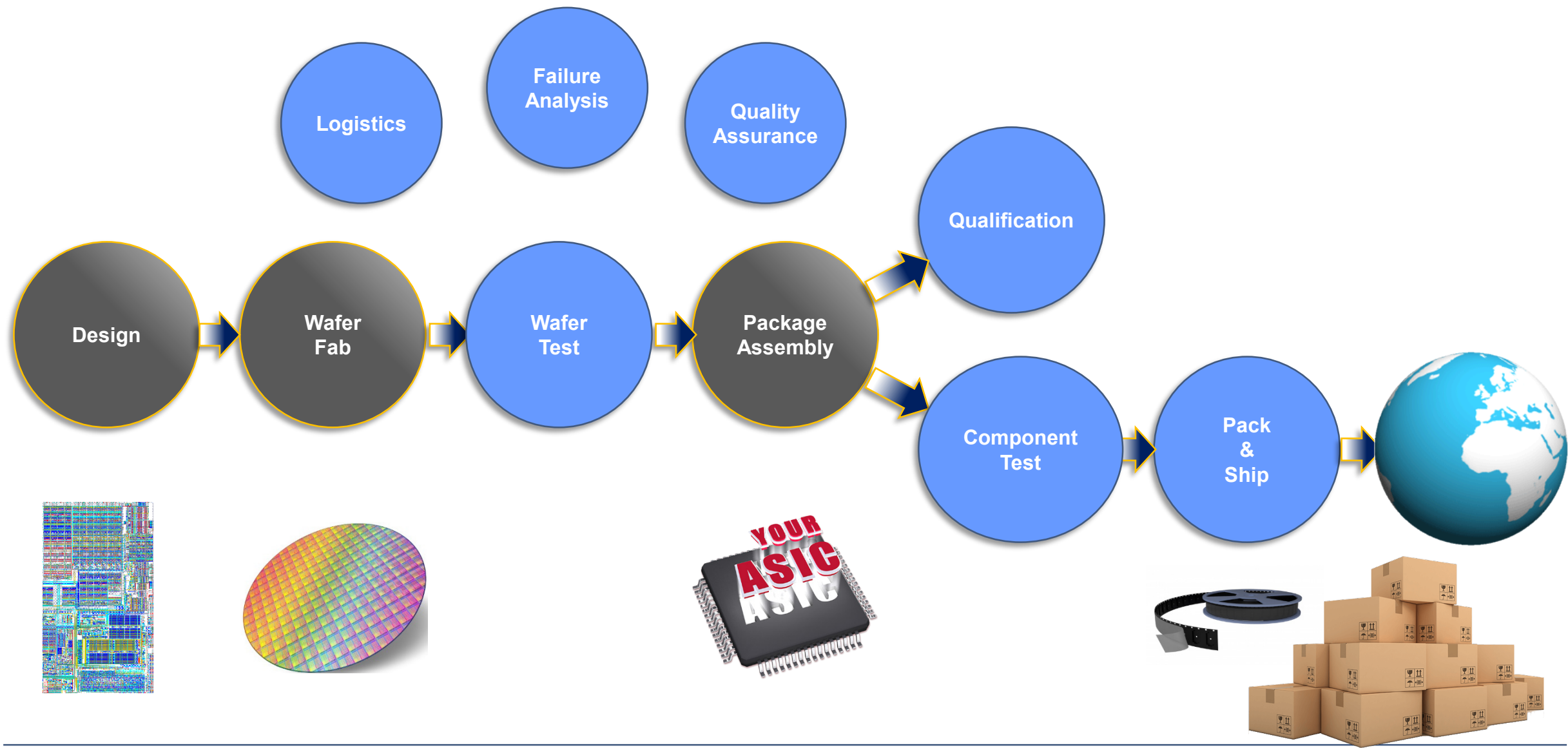
Source: <https://www.fortunebusinessinsights.com/industry-reports/internet-of-things-iiot-market-100307>, April 04, 2023

- Growing market for machines
- Significant growth of electronic devices within the systems driven by Industry 4.0, AI, robots, etc.
  - Sensor technology
  - Safety
- For all kinds of applications, e.g.
  - At home / in offices
  - In cars
  - In agriculture
  - In medical fields





# ASIC Design and Manufacturing Flow



# Semiconductor Production Services



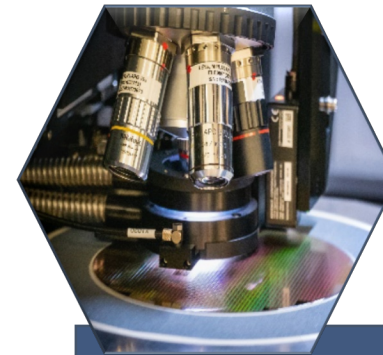
## Test Engineering

- Test program development
- Test hardware design
- Correlation and characterization
- Test program conversion
- Test data evaluation and optimization of test solutions
- Design for Test (DFT) support



## End-of-Line

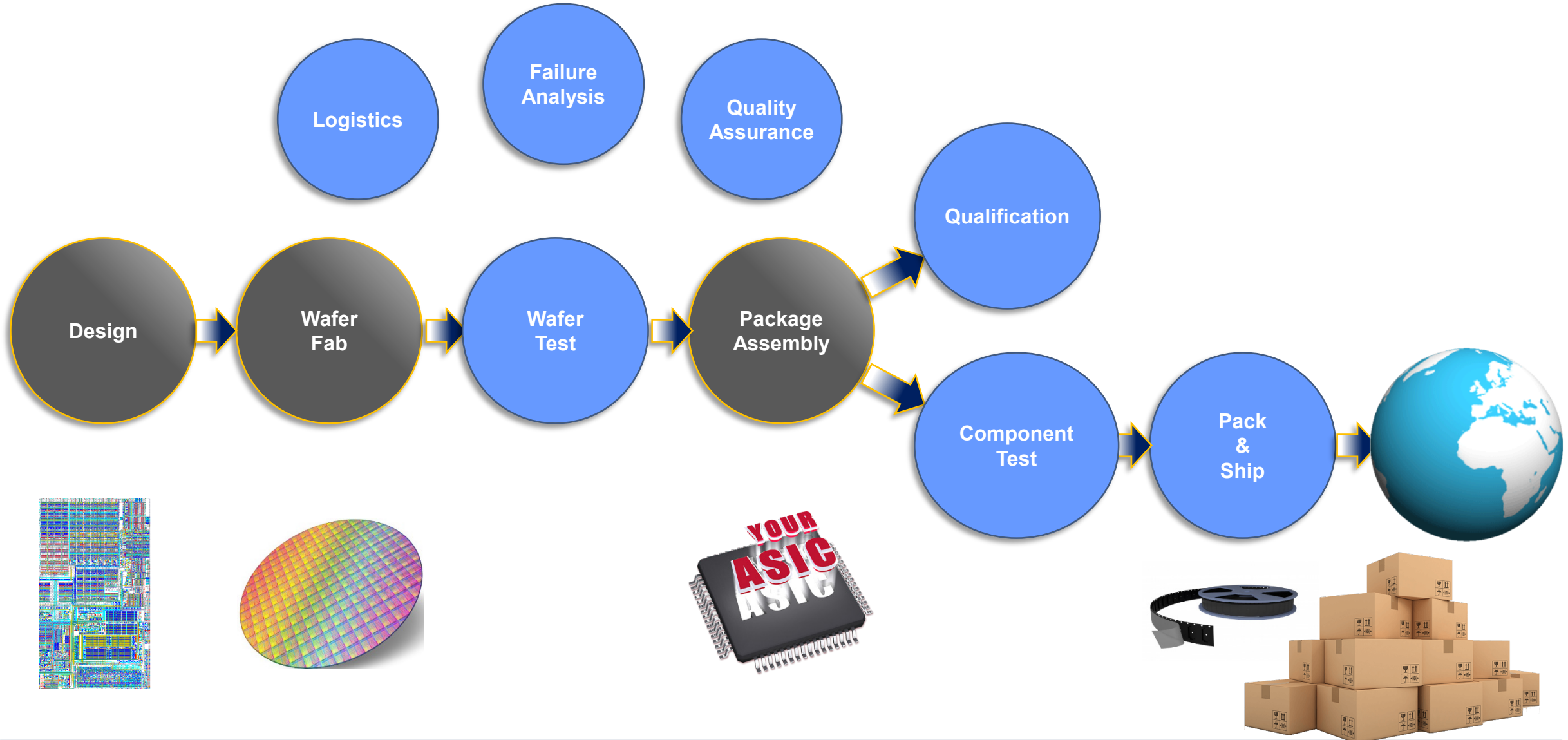
- Tape & reel
- Scanning and straightening
- Device programming
- Long-term storage



## Test Services

- Wafer test up to 12 inch at -55°C to +200°C
- Automatic Optical Inspection (AOI)
- IC component test from -40°C to +125°C
- RF and High Power test
- Image sensor and PIC test

# ASIC Design and Manufacturing Flow





# Qualification & Failure Analysis

## Environmental Stress Tests

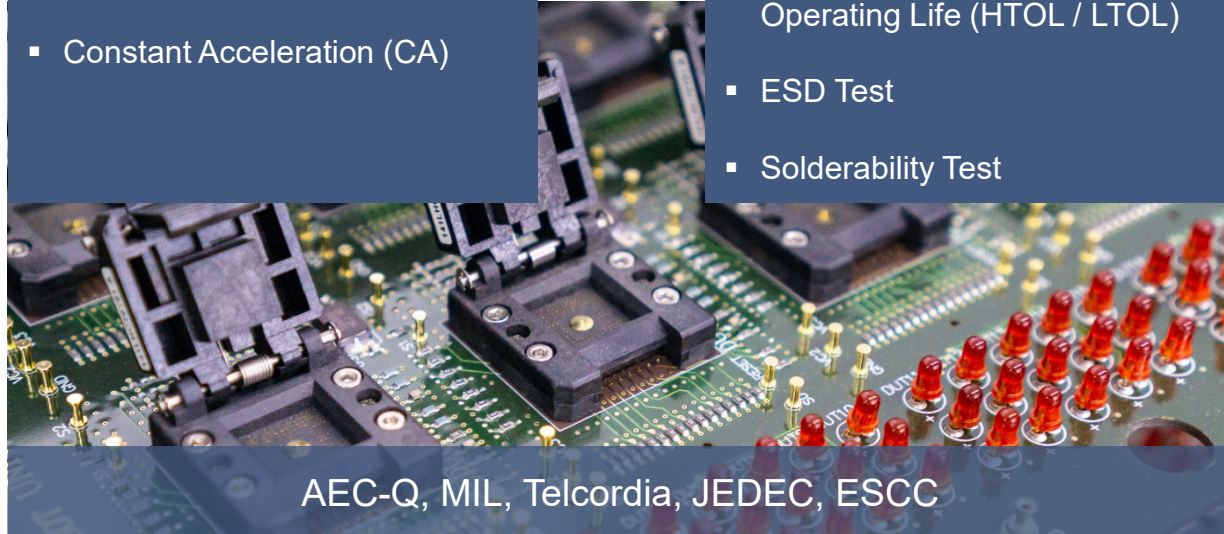
- Temperature Cycling (TC) and Temperature Shock (TS)
- High Accelerated Stress Test (HAST)
- Temperature Humidity Biased (THB)
- High Temperature Reverse Bias (HTRB)
- High Temperature Gate Bias (HTGB)
- High Voltage / Humidity / Temperature Reverse Bias (HV-H3TRB)

## Mechanical Stress Tests

- Vibration
- Shock
- Constant Acceleration (CA)

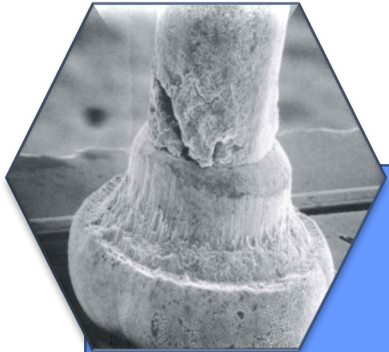
## Lifetime / Reliability

- Burn-In / Monitoring Burn-In
- High / Low Temperature Operating Life (HTOL / LTOL)
- ESD Test
- Solderability Test

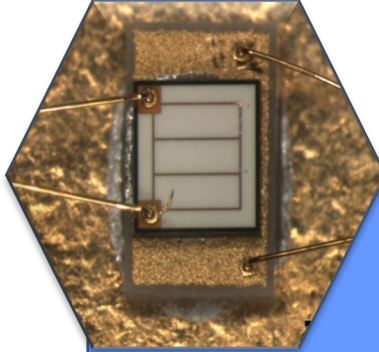


AEC-Q, MIL, Telcordia, JEDEC, ESCC

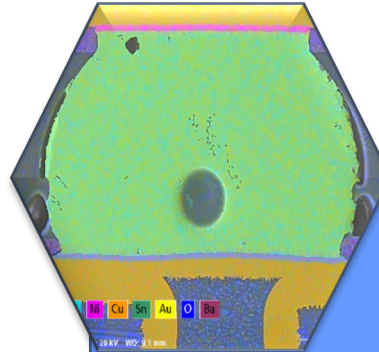
# Qualification & Failure Analysis



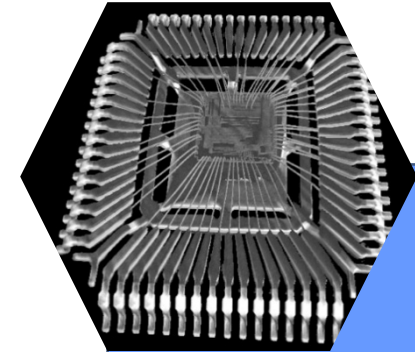
**Failure Analysis**



**Destructive Physical Analysis**



**Metallography**



**Further Services**

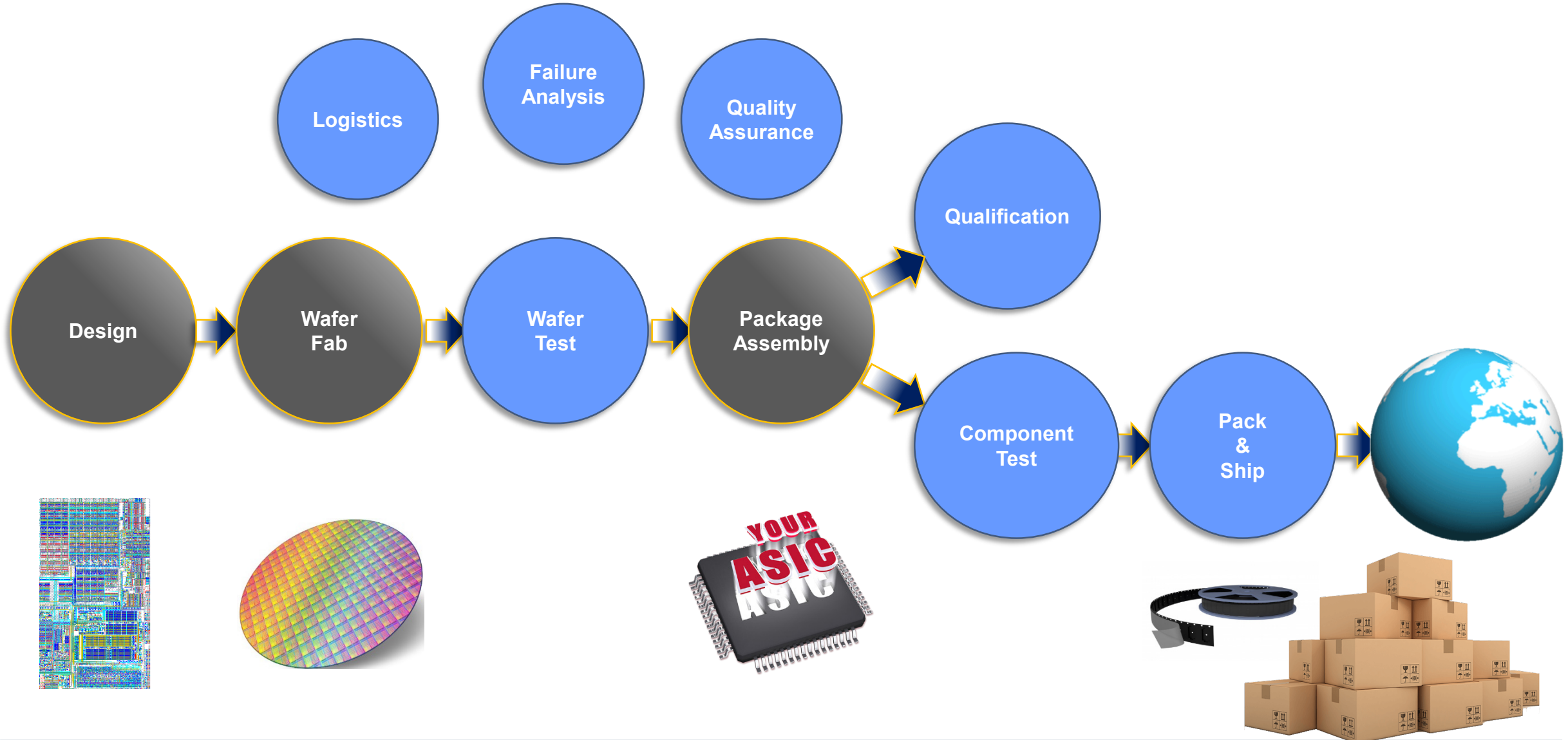
- Anamnesis / verification of history
- Electrical characterization
- Decapsulation
- Fault localization with OBIRCH / EMMI
- Deprocessing
- FIB cross section

- Visual inspection (external / internal)
- Scanning acoustic microscopy
- Solderability
- Particle impact noise detection (PIND)
- Seal test (gross & fine leak)
- Bond pull & bond shear test

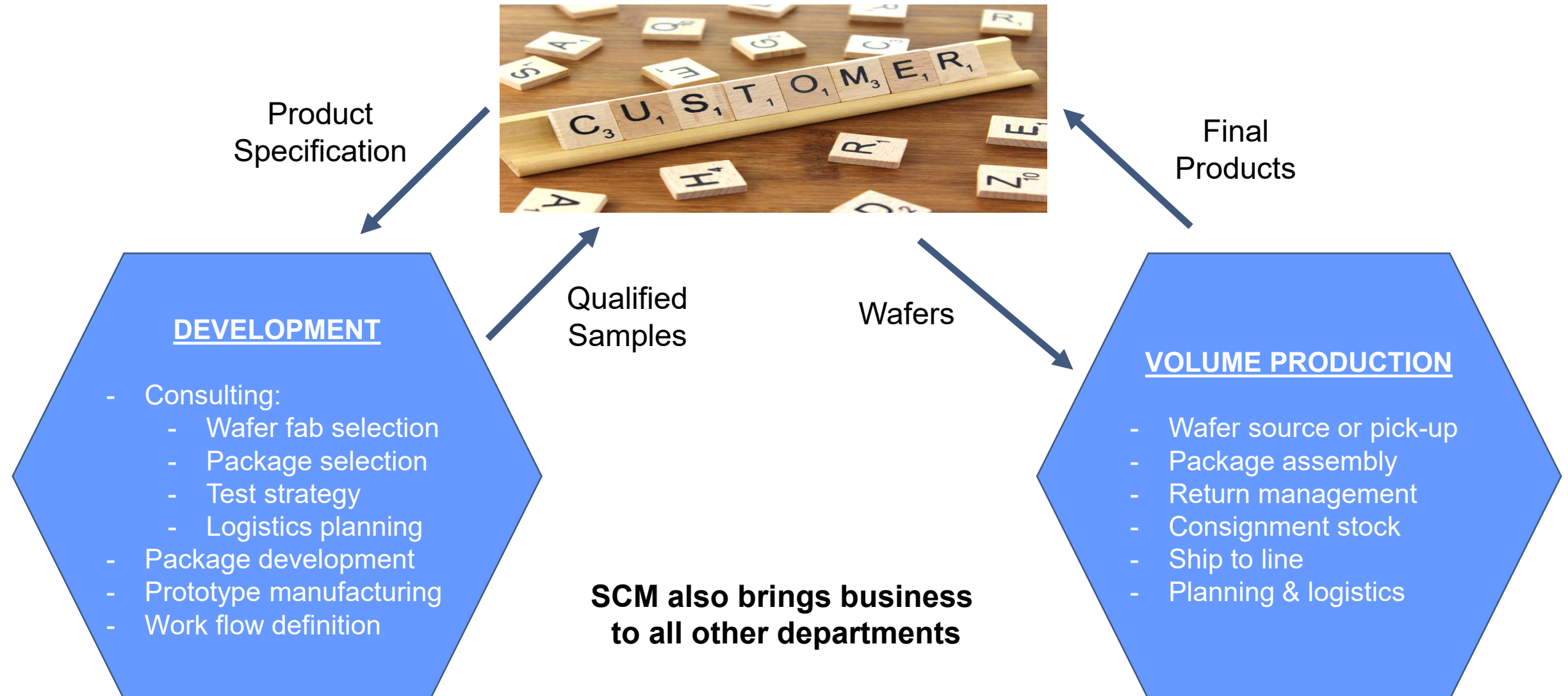
- Cross sectioning
- Optical microscopy
- Dye penetration and dye & pry
- UV microscopy
- Scanning electron microscopy
- Material analysis (EDX)
- Microstructure characterization

- X-ray microscopy (2D & 3D)
- FIB modification (ASIC)
- Counterfeit parts identification
- Benchmark analysis
- Whisker inspection
- Measurement of ionic contamination
- Press fit qualification

# ASIC Design and Manufacturing Flow



# Supply Chain Management by RoodMicrotec



# Long term contracts and short term spot business

● Long term contracts, the following services are discussed, defined and quoted:

- Design – is the customer looking for an ASIC design partner, RoodMicrotec can advise on the right selection
- Wafer supply – is the customer asking RoodMicrotec to source the wafers
- Packaging – is the customer looking for a standard or custom package, shall RoodMicrotec support in design and supply
- Test solution – does the device need to be tested at wafer and/or component level, is there a requirement for temperature testing
- Qualification – according which standard does the device need to be qualified
- Logistics – where will the part be used, buffer stock, customs rules, etc

● Short term spot business to fill free capacity in the departments, the following services are offered:

- Capacity increase when a customer does not have enough capacity
- Qualification of a device not being tested in volume production by RoodMicrotec
- Up-screening of parts for high demand applications (very low volumes)
- Failure analysis on parts, modules and PCBs



# Human Resources – the core value of the company

- At the end of 2022 we employed 98 persons.
- Average number of full-time employees in 2022 was 94.
- Internal apprenticeship of young people.
- Our motivated and ambitious team is committed to high technical and personal competence.
- The team works innovative, thinks and acts in a proactive way to take over responsibility.

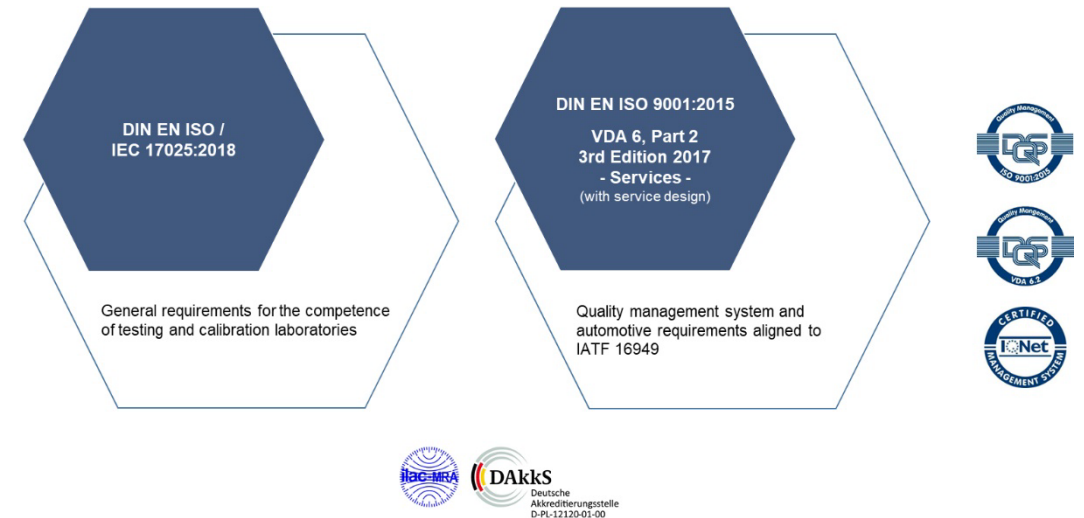




# Quality Management - 'Quality First' is our guiding principle



- Forward-looking quality planning & its implementation in all relevant businesses, services and production processes.
- Continuous improvement in all processes.
- High level of dedication and commitment from all employees.
- Provide products at the right time in agreed quality according defined safety and reliability requirements.




The test laboratories are accredited according to DIN EN ISO/IEC 17025:2018 by the accreditation body DAkkS. The accreditation is valid only for the scope listed in the annex of the accreditation certificate D-PL-12120-01-00

# 2022 highlights – operational

## **Publicly funded projects**

-  The nationally and internationally funded APPLAUSE project delivered exceptional results with significant immediate or potential impact.

## **SCM-projects**

-  During 2022, we have continued to progress the booked SCM projects towards production through test program development as well as qualification work. Some of the projects have been released for production.

## **Longstanding partnerships and strategic cooperations**

-  For more than 10 years Rhode & Schwarz has been supported for various high frequency ASICs and further projects are planned for the coming years.
-  Novelda, serving the UWB (Ultra-Wideband) market, will be enabled to manage faster qualification and industrialization of new products relying on **RoodMicrotec's** Support.

# 2022 highlights – operational

## ● **Services according the technology roadmap**

- High frequency test solutions are being developed for our demanding customers based on our innovative technology and their demand for production test.
- The first projects to qualify high power electronics according AQG 324 have been started in the Qualification & Failure Analysis department. The purpose of this is to qualify high power devices aimed for battery management and control.

## ● **Legal proceedings regarding perpetual bonds (issued in 2012 and 2010)**

- A final settlement agreement on the perpetual bond issued in 2012 was reached in February 2022.
- A legal proceeding was initiated in March 2022 by Robus on the perpetual bond issued in 2010. In March 2023 an agreement on a full and final settlement was reached.

## ● **The COVID-19 pandemic situation**

- In 2022 the COVID-19 pandemic was still present but with no impact on our business.
- Both operational locations have been fully operational through the whole pandemic.
- We have delivered all projects on time and to the right location, which was greatly appreciated by all our customers.

# RoodMicrotec – strategy

## Vision



To offer a complete range of high-quality services that enable the manufacturing and supply of reliable semiconductor devices

Focus on automotive, industrial and medical markets

Strengthening relationships with customers and partners

## Mission



To be the innovative, independent and reliable partner of choice for semiconductor component supply, test and reliability services

## High Power

GaN  
SiC  
IGBT

(2kV/100A device test)  
(2kV/10A wafer test)

## High Frequency

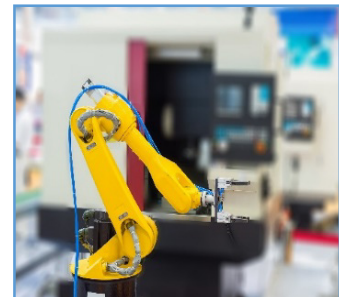
HF ASICs  
5G  
Radar  
Lidar

(24 / 60 / 122 GHz)

## Photonics

Photonic ICs (PIC)  
Photonics Sensors  
Biochips  
Datacom

(electrical & optical tests)



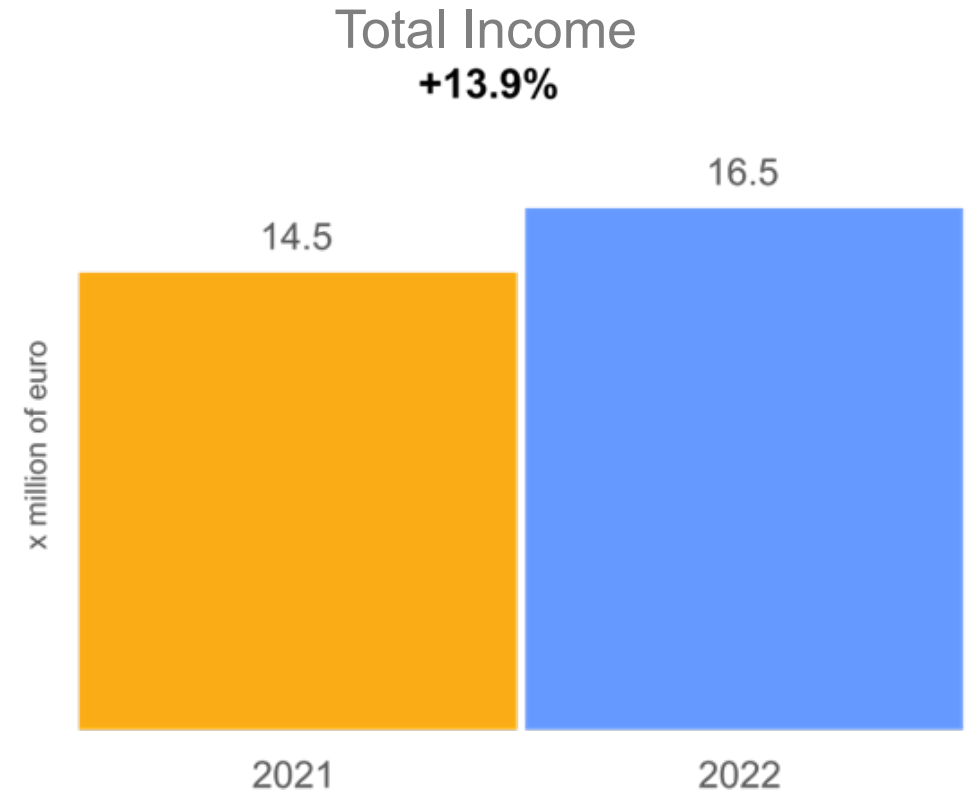
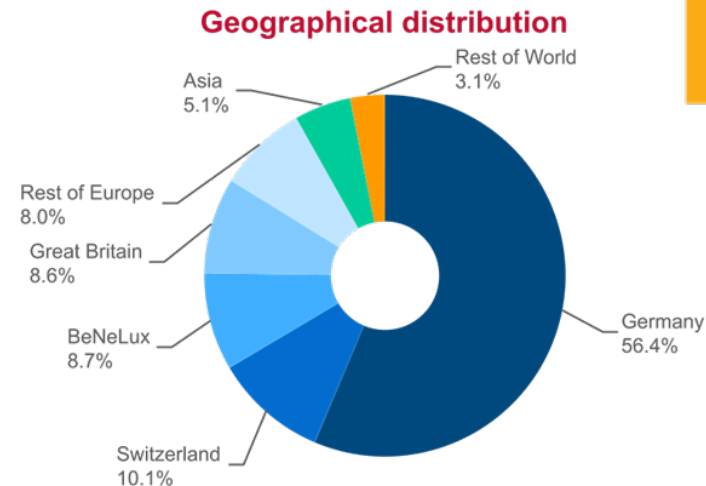
## 2.a Report of the Board of Management on the Company's activities during the 2022 financial year

**Financial  
performance &  
outlook**



# Total Income & Financial Objectives

- FY 2022 all financial objectives were reached.
- Net profit in FY 2022 highest since IPO in 1986.
- FY 2022 total income increased 13.9% to EUR 16.5 million.
- Total income per FTE grew to EUR 176,000.
- Germany is the main market.

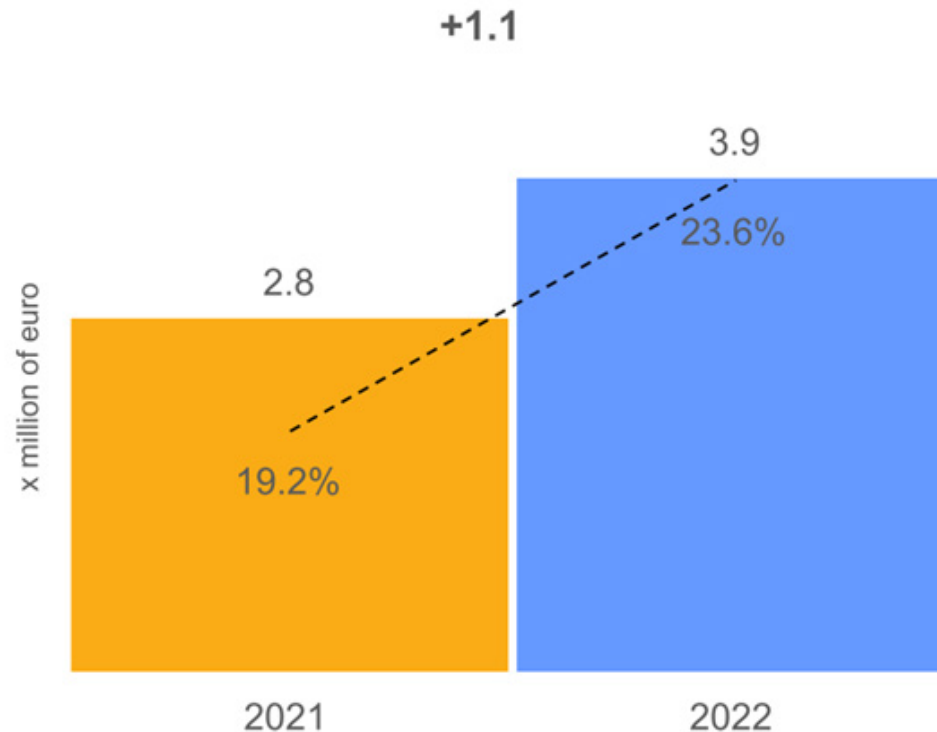




# EBITDA

- EBITDA grows by EUR 1.1 million.
- EBITDA margin 4.4%pt higher at 23.6%.
- Limited increase of raw materials and consumables.
- Limited increase of personnel and other operating expenses.

## EBITDA and EBITDA margin



EBITDA margin as a percentage of total income

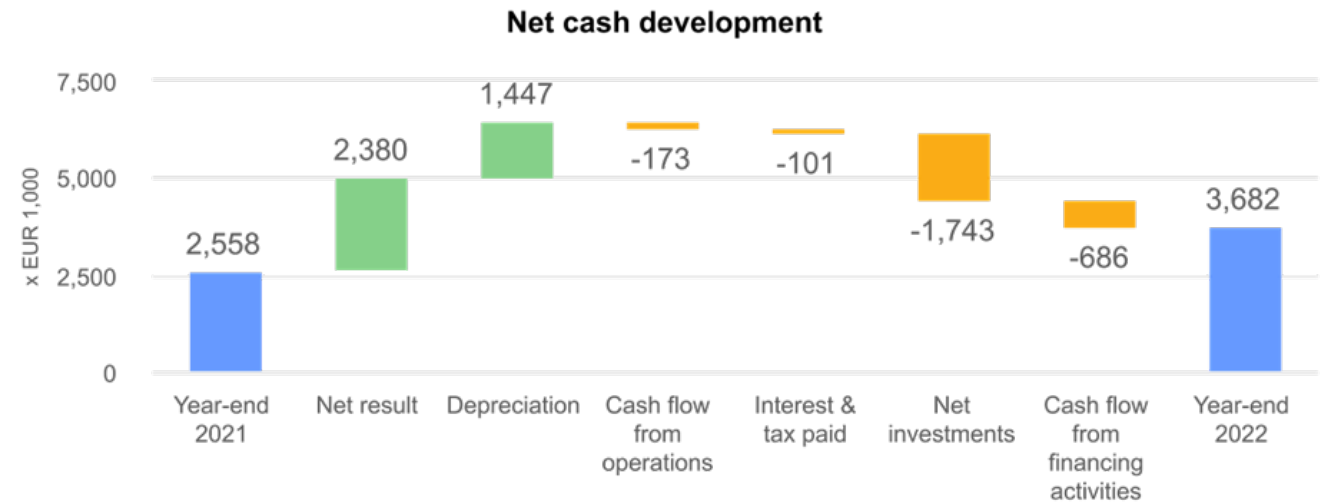
# Consolidated Statement of Profit and Loss

- Revenue increased by 13.9%.
- Raw materials and consumables increased only modest. FY2021 exceptionally high due to high level of wafer deliveries.
- Personnel expenses increased. Last year expenses lower as a result of COVID measures. Level of FTE grows by 5.6% to 94.
- Other expenses stable.
- Positive tax effect resulting from recognition of a deferred tax assets.
- Net profit for 2022 EUR 2.4 million.

(x EUR 1,000)	2022	2021
Net sales	16,470	14,274
Other income	78	258
<b>Total income</b>	<b>16,548</b>	<b>14,532</b>
Raw materials and consumables	-2,717	-2,634
Personnel expenses	-7,534	-6,782
Other expenses, other than depreciation and amortization	-2,399	-2,330
EBITDA	3,898	2,786
Depreciation and amortization	-1,447	-1,559
Result from operating activities (EBIT)	2,451	1,227
Financial income	8	—
Financial expenses	-188	-189
<b>Profit (loss) before taxes</b>	<b>2,271</b>	<b>1,038</b>
Taxes	109	397
<b>Net profit (loss)</b>	<b>2,380</b>	<b>1,435</b>

# Financial position

- At year-end 2022 the net cash position was EUR 3.7 million (year-end 2021: EUR 2.6 million).
- Cash position increased by EUR 1.1 million.
- Investments of EUR 1.7 million in equipment to increase capacity and capability.
- Redemption Non-controlling interest of EUR 0.4 million.



# Consolidated Statement of Financial Position

(x EUR 1,000)	2022	2021
<b>Assets</b>		
Property, plant and equipment	6,385	5,688
Right-of-use assets	350	458
Intangible assets	2,030	2,149
Deferred tax assets	2,092	1,995
<b>Non-current assets</b>	<b>10,857</b>	<b>10,290</b>
Inventories	86	98
Contract assets	464	341
Trade and other receivables	2,108	1,727
Cash and cash equivalents	3,682	2,558
<b>Current assets</b>	<b>6,340</b>	<b>4,724</b>
<b>Total assets</b>	<b>17,197</b>	<b>15,014</b>

- Balance sheet increased to EUR 17.2 million.
- Equity increased by EUR 2.2 million to EUR 7.9 million.
- Solvency improved by 11%pt to 46% year-end 2022.




(x EUR 1,000)	2022	2021
<b>Equity and liabilities</b>		
Issued share capital	8,259	8,259
Share premium	20,725	20,725
Revaluation reserve	1,759	1,853
Other reserve	120	120
Retained earnings	-25,007	-27,868
Equity, attributable to equity holders of the parent	5,856	3,089
Non-controlling interests	1,994	2,494
<b>Total equity</b>	<b>7,850</b>	<b>5,583</b>
Loans and borrowings	2,525	2,470
Lease liabilities	80	220
Defined benefit obligation	3,854	4,553
Provisions	155	78
Deferred tax liabilities	14	19
<b>Non-current liabilities</b>	<b>6,628</b>	<b>7,340</b>
Lease liabilities	272	242
Trade and other payables	2,250	1,824
Income tax payable	197	25
<b>Current liabilities</b>	<b>2,719</b>	<b>2,091</b>
<b>Total equity and liabilities</b>	<b>17,197</b>	<b>15,014</b>

# Events after balance sheet date

- **Final settlement agreement with Robus regarding legal proceedings on perpetual bond issued in 2010**
  - In March 2023 Robus and RoodMicrotec GmbH agreed on a full and final settlement of the 2010 perpetual bond.
  - This final settlement has been reached before and confirmed by the Regional Court of Frankfurt am Main.
  - RoodMicrotec GmbH shall pay a total amount of EUR 2,194k, in four equal installments of EUR 548k each, by March 31, June 30, September 30 and December 31, 2023. This equals 110% of the nominal value of the perpetual bond. RoodMicrotec will pay the installments from free available cash.

# Outlook 2023 & First Quarter 2023

## **Outlook 2023:**

-  **Rood**Microtec expects the total income for 2023 to be in the range of EUR 17.0 million to EUR 17.5 million, with a profit before tax of 5-10% and thus in line with the financial targets.
-  The geopolitical situation in the world and the current energy crisis throughout Europe could have an impact on the Company's business.
-  The Management is keeping a close eye on the situation and is doing everything possible to mitigate any potentially negative impact.

## **First quarter 2023:**

-  Total income for the first quarter of 2023 was EUR 4.6 million (first quarter 2022: EUR 3.6 million).
-  Order book value increased by 12% compared to March 31, 2022.



## 2.a Report of the Board of Management on the Company's activities during the 2022 financial year

**Risk &  
Corporate  
Governance  
policy**



# Risk & Corporate Governance policy

- The following documents (based on the latest version of the Dutch Corporate Governance Code) are available on [www.roodmicrotec.com](http://www.roodmicrotec.com)
  - Corporate Governance (updated)
  - Policy for Bilateral Contacts with Shareholders
  - Code of Conduct
  - Regulations for the Supervisory Board
  - Remuneration policy (proposed to the shareholders at the AGM to approve the Remuneration Policy under agenda item 4)
  - Diversity policy (new)
  - Whistle Blower policy

## 2.b Report of the Supervisory Board on the 2022 financial year



# High priority matters during the financial year 2022 for the Supervisory Board

- The robustness of the Company in weathering the COVID-19 pandemic and the prudent operational disciplines to protect the Company from further SARS-CoV-2 variants proved effective; hence there was no negative impact on the business throughout the year.
- In the first half of 2022, the supply chain shortages in the semiconductor industry continued. In the second half of the year, the market started to turn around with very limited supply shortages. Worldwide supply-chain disruptions (e.g. availability and transport timeliness of goods and raw materials), the energy crisis and geopolitical economic uncertainty resulting from the war in Ukraine, in combination with high inflation, contributed to higher levels of uncertainty in the market, and a potential negative impact on the business. These issues were very well managed by the team and in the end had little impact on the results in 2022.
- The legal procedures initiated by Prime Capital Debt SCS, SICAV-FIS – Robus Recovery Sub-Fund (“Robus”) against the Company. The Company contested all allegations and claims and denied that any compensation payments were due on the perpetual bonds or that any grounds for extraordinary termination of the perpetual bonds exist. Both legal cases were settled and closed, the second and last case in March of 2023, in line with our expectations that no compensation payments had to be paid for interest due or early termination penalties.

# Supervisory Board proposals to the AGM

- The Supervisory Board proposes to the shareholders at the AGM to:
  - (i) adopt the financial statements for the financial year 2022,
  - (ii) discharge the Board of Management from liability for its conduct of business in 2022,
  - (iii) discharge the Supervisory Board from liability for its supervision of the management in 2022, and
  - (iv) add the net profit for the financial year 2022 to the retained earnings reserve within equity.

- Prior to 2021 we had concluded the limited size of the Company operating in a public environment as a share-issuing listed entity was hampered by relatively extensive costs and other non-business-related requirements.
- During the years 2021 and 2022, the Supervisory Board in concert with the Management Board continued an active examination of the options to reposition the Company strategically in order to
  - Remove or mitigate these burdens, or
  - Move the Company to a new position in the industry.
- This was monitored periodically during the years 2021 and 2022, based on the following four scenarios:
  - Continue “as-is”, focusing on autonomous growth (high priority)
  - Grow through a buy-and-build strategy (low priority)
  - Strategic M&A, including joining a larger ecosystem (high priority)
  - Delisting the Company and continue as a private company in a standalone scenario, potentially including an MBO and search for a financial sponsor (medium priority)

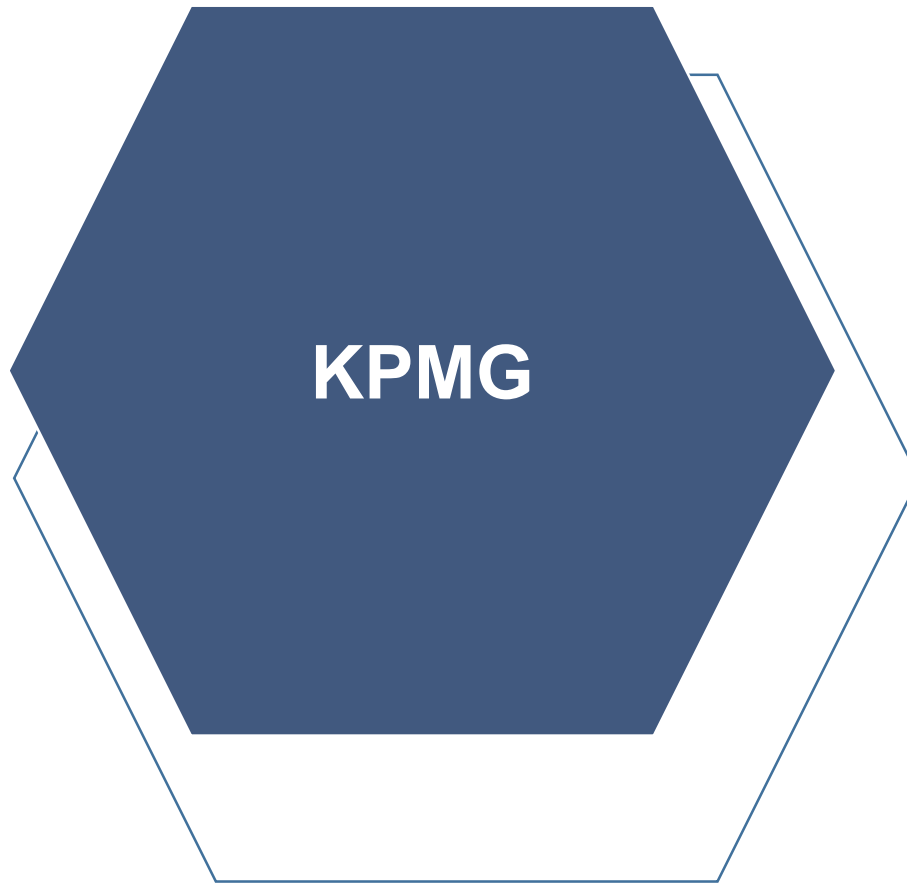
- Based on the excellent results of the Company in recent years, we have been in contact in the course of 2022 with multiple international parties to discuss the possibilities to join forces and together build a larger ecosystem as a business combination. Till date, this has not resulted in a decision to enter into an agreement that would be beneficial to all our stakeholders.
- In 2022, we continued to focus on autonomous growth in the strategic “as-is” scenario and worked on further improvement of the Company’s business and financial performance, which would give the Company an even better position in any potential future M&A discussions with potential partners.
- For 2023, the Supervisory Board and the Board of Management will continue to focus on these two scenarios (e.g. (i) continue “as-is”, focusing on autonomous growth, and (ii) strategic M&A, including joining a larger ecosystem). Other options will be considered should they emerge.
- Based on the outcome of our strategic review meeting held in the summer of 2022 by the two Boards for which we also engaged an independent corporate finance advisor, the Boards have decided that we will increase our efforts in 2023 to build a larger ecosystem as a business combination and take a more initiative-taking role as a Company to realize such an outcome.



# Composition of the Supervisory Board

- The Supervisory Board comprises of two independent members who meet the requirements of the Dutch Corporate Governance Code.
- Mr. van der Linden (Chairman) was appointed as Chairman by the Supervisory Board in 2022.
- Mr. Verstraeten (member) is proposed to be re-appointed for another four-year term (agenda item 6).

## 2.c/d Adoption of the 2022 financial statements and remuneration report



# Our audit

## 01. Our report



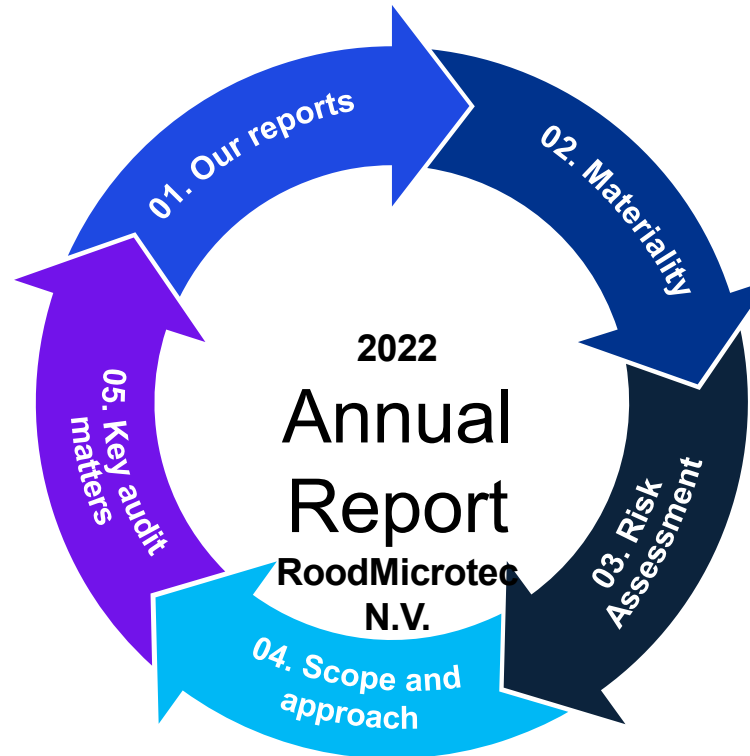
### Financial statements

- Auditor's report on consolidated and company financial statements
- Our opinion: unqualified
- Management report and other information

## 05. Key audit matters



- Valuation of deferred tax assets



## 04. Scope and approach



- Group audit
- Involvement of specialists
- Communication with Supervisory Board

## 02. Materiality



### Materiality of EUR 135,000

- 0,82% of 2022 net sales
- Misstatements in excess of EUR 6,750 are reported to the Supervisory Board

## 03. Risk Assessment



### Audit response to:

- Fraud and non-compliance with laws and regulations
- Going concern
- Climate-related risks

## 2.c Remuneration report

- The Meeting is requested an advisory vote regarding the Remuneration Report for the financial year 2022, which is included in the 2022 Annual Report on pages 54 to 58.

### ● Advisory voting

## 2.d Adoption of the 2022 financial statements

- The Supervisory Board has approved the financial statements for the 2022 financial year, as drawn up by the Board of Management and included in the 2022 Annual Report.
- It is proposed to the Meeting to adopt the 2022 financial statements.

### ● Voting

## 2.e Appropriation of the 2022 net result

- 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 profit of the Company for the 2022 financial year in the amount of EUR 2,380,000 is added to the retained earnings reserve within the equity of the Company.

### ● Voting



### 3.a Discharge of the members of the Board of Management from liability for their management in 2022

- 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 2022 financial year.

#### ● Voting

## 3.b Discharge of the members of the Supervisory Board from liability for their supervision in 2022

- 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 2022 financial year.

### ● Voting

## 4. Approval of the remuneration policy

- 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 2023 until and including 2026, in accordance with the separate document 'RoodMicrotec N.V. Remuneration Policy 2023'.

### Voting

## 5. Re-appointment of Arvid Ladega as member of the Board of Management

- Mr. Ladega holds the position of CFO of the Company since 2016.
- It is proposed that the Meeting re-appoints Mr. Ladega as a member of the Board of Management in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the Annual General Meeting of Shareholders to be held in 2027.
- Currently, Mr. Ladega owns 226,000 shares in the capital of the Company. The Company has not provided any loan to him. Mr. Ladega participated in the loan provided to the Company in 2021 for an amount of EUR 15,000. Mr. Ladega does not hold any positions outside the Company.
- The Supervisory Board proposes the following remuneration for Mr. Ladega:
  - a. Fixed compensation: annual base salary of EUR 140,400 gross, paid monthly in equal parts.
  - b. Short-Term Incentive, Long-Term Incentive, and other benefits according to the Remuneration Policy.



### ● Voting

## 6. Re-appointment of Marc Verstraeten as member of the Supervisory Board

- Mr. Verstraeten was appointed as member of the Supervisory Board, for a first term of four years, by the Annual Meeting of Shareholders of the Company, held on May 23, 2019.
- It is proposed that the Meeting re-appoints Mr. Verstraeten as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the Annual General Meeting of Shareholders to be held in 2027.
- Mr. Verstraeten does not hold any shares or options in RoodMicrotec N.V.
- The proposed annual remuneration for Mr. Verstraeten in his capacity of Supervisory Board member is EUR 24,000 (according to the Remuneration Policy).



### ● Voting

## 7. Granting the audit engagement to KPMG

- KPMG Accountants N.V. is nominated for a second period as the Company's statutory audit firm as they 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 2023. 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 2023, 2024, 2025 and 2026 to KPMG Accountants N.V.

### ● Voting



## 8.a Designation of the Board of Management as the body authorized to issue shares and to grant rights to acquire shares

- 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 October 6, 2024), 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.

### • Voting

## 8.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

- 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 October 6, 2024), 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.

### ● Voting

## 9. Other items and any other business – Questions



# 10. Closing

- Are there any attending shareholders who wish to comment on the procedures and decision-making process followed (incl. voting procedure) and executed during this AGM?
- If not, can the Chairman then conclude that all attending shareholders approve all procedures followed, as well as the outcome of the AGM by means of all decisions taken today?
- The Chairman then shall conclude accordingly.

## 10. Closing

**Thank you for  
your  
participation  
and your  
support!**

**Stay healthy!**



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